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## REAL NUTRICEUTICAL GROUP LIMITED

瑞年國際有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2010)**

### **SUSPENSION OF TRADING: RESUMPTION GUIDANCE**

This announcement is made by Real Nutraceutical Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 22 August 2018, 24 August 2018, 31 August 2018, 7 December 2018, 19 December 2018, 10 January 2019, 21 March 2019 and 22 July 2019 respectively in relation to, among other things, (a) that Wuxi Ruinian Industry & Commerce Co., Limited (“**Wuxi Ruinian**”), a subsidiary of the Company, was under investigation by the Wuxi Public Securities Bureau (無錫市公安局) and Mr. Wang Fucai, the chairman of the board (“**Board**”) of directors of the Company (“**Directors**”), the chief executive officer of the Company and an executive Director, has been imposed by the police in the PRC criminal coercive measures (刑事強制措施) (“**Reported Incidents**”); (b) the suspension (“**Suspension**”) of trading in the shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) with effect from 9:00 a.m. on 4 July 2018 as directed by the Securities and Futures Commission (“**SFC**”) pursuant to its power under Rule 8(1) of the Securities and Futures (Stock Market Listing) Rules (“**Rule 8(1)**”); (c) the issues and concerns raised by the SFC leading to its exercise of its power under Rule 8(1) as aforesaid; (d) the transitional arrangements under the amended delisting framework applied to the Company under the amended Listing Rules effective from 1 August 2018; (e) the delay in publication of the interim results for the six month period ended 30 June 2018; (f) poll results of the Extraordinary General Meeting held on 18 December 2018; (g) the removal and appointment of Executive Directors, and the appointment of Independent Non-Executive Directors; (h) winding up and liquidation of the Group’s principal subsidiary Wuxi Ruinian; (i) Mr. Poon Yick Pang, Philip has tendered his resignation as the company secretary, authorised representative and the chief financial officer with effect from 15 March 2019; and (j) the Company received the writ of summons from Elite Partners CPA Limited on 6 June 2019.

## RESUMPTION GUIDANCE

On 10 September 2018 and 1 February 2019, the Company has been notified by the Stock Exchange of the following resumption guidance (“**Resumption Guidance**”) for the Company:

- (i) publish outstanding financial results and address any audit qualifications;
- (ii) inform the market of all material information for the shareholders and the investors to appraise the Company’s position; and
- (iii) demonstrate a sufficient level of operations or assets under Rule 13.24 to warrant the continued listing the Company’s shares.

For the avoidance of doubts, the Company must remedy the issue(s) causing its trading suspension and fully comply with the Rules to the Stock Exchange’s satisfaction before trading in its securities is allowed to resume. For this purpose, the Company has the primary responsibility to devise its action plan for resumption. To assist the Company, the Stock Exchange set out the additional resumption guidance which the Stock Exchange may modify or supplement if the Company’s situation changes.

The Stock Exchange has indicated that it might modify or supplement the Resumption Guidance if the Company’s situation changes.

## UPDATE ON THE SUSPENSION OF TRADING

The Board has already contacted the Stock Exchange and SFC and reported the latest information about the Company. In the meantime, the Board has liaised with the CPC Wuxi City Binhu District Commission\* (中共無錫市濱湖區委員會) (the “**Binhu Commission**”) so that its representatives has developed an understanding of the domestic subsidiaries after commuting to Wuxi on multiple occasions. On the other hand, the government has undertaken to assist the Company in resumption of trading on a best endeavour basis. Currently, Wuxi Ruinian and Wuxi Yinqian Bioscience Company Limited\* (無錫銀乾生物科技有限公司) (“**Wuxi Yinqian**”), both of which are domestic subsidiaries of the Group, are in the process of bankruptcy liquidation and reorganization, respectively. The representatives of the Board maintain close contact with the bankruptcy receiver through our domestic attorney, who has, acting on behalf of the Company, applied for the commencement of creditor registration procedures. To date, the Board remains actively committed to close contact with the Binhu Commission in bid to ascertain the company accounts and actual conditions of Wuxi Ruinian and Wuxi Yinqian as soon as possible. As assisted by the Binhu Commission, the Company managed to enter negotiations with potential investors, during which, the Board simultaneously sought out to a professional independent consultant, and consulted a legal counsel about professional opinions.

Following appointment of new directors, the Company is currently faced with funding shortage in Hong Kong, due to which, the Company is not in compliance with the fundamental statutory requirements. Currently, the Company has obtained borrowings from directors and shareholders, which are used to retain domestic attorneys to gain an understanding about the domestic assets of the Group. Wherever necessary, the Board will ultimately and unquestionably resort to the relevant government authorities in Mainland

China and Hong Kong for assistance. Individual shareholders also approach the Board and indicate that they are willing to support all actions to be taken by the Board, as well as to address operational difficulties facing the Company.

Despite insufficient resources, the Company will use its best endeavours to safeguard the interests attributable to the shareholders. Furthermore, the Company will also cooperate with the Stock Exchange in relation to fulfilling the requirements under the resumption conditions prior to the resumption of trading and any other requirements in this regard after the resumption of trading.

#### **UPDATE ON BUSINESS OPERATIONS**

The production of the Company's health supplements products in Wuxi continues and the business operation carries on.

#### **CONTINUED SUSPENSION OF TRADING**

Trading in the Shares on the Stock Exchange will remain suspended until further notice. The Company will keep the public informed of the latest developments by making further announcement(s) as and when appropriate.

On behalf of the Board  
**Real Nutraceutical Group Limited**  
**Mr. Leung Wai Man, Mr. Kwan Sai Bun, Dr. Chow Pok Yu, Ms. Yan, Vivian**  
**Raymond Daniels Augustine**  
*Executive Directors*

Hong Kong, 1 August 2019

*As at the date of this announcement, the Executive Directors are Mr. Leung Wai Man, Raymond, Mr. Kwan Sai Bun, Daniels, Dr. Chow Pok Yu, Augustine, and Ms. Yan, Vivian, and the Independent Non-Executive Directors of the Company are Mr. Ngai Wah Sang, Mr. Wong Kwok On and Mr. Yuen Ching Bor Stephen.*

*\* for identification purpose only*