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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) the investigation by the Wuxi Public Securities Bureau (無錫市公安局) against Wuxi Ruinian Industry & Commerce Co., Limited (“**Wuxi Ruinian**”), a subsidiary of the Company, and the criminal coercive measures (刑事強制措施) by the police in China imposed on 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 (“**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 Wuxi Ruinian, the Group’s principal subsidiary; (i) the resignation as the company secretary, authorised representative and the chief financial officer by Mr. Poon Yick Pang, Philip with effect from 15 March 2019; (j) the receipt of the

writ of summons from Elite Partners CPA Limited by the Company on 6 June 2019; (k) the receipt of two garnishee orders nisi by the Company; and (l) further information on garnishee orders.

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) to publish outstanding financial results and address any audit qualifications;
- (ii) to inform the market of all material information for the shareholders and the investors to appraise the Company’s position; and
- (iii) to 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 issues causing its trading suspension and fully comply with the Listing 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 sets out the additional resumption guidance, subject to its modification 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.

On 26 August 2019, the Company received a notice from the Stock Exchange in relation to resumption deadline, indicating that all requirements of resumption guidance shall be satisfied before 31 January 2020, the resumption deadline, and the resumption plan shall be submitted to the Stock Exchange and approval for the resumption of trading shall be obtained from the Stock Exchange by that day, otherwise, the Listing Department will recommend the Listing Committee to proceed with the cancellation of the Company’s listing.

UPDATE ON THE SUSPENSION OF TRADING

Wuxi Ruinian and Wuxi Yinqian Bioscience Company Limited* (無錫銀乾生物科技股份有限公司) (“**Wuxi Yinqian**”), both of which are subsidiaries of the Group in China, are in the process of bankruptcy liquidation and reorganization, respectively. The bankruptcy administrator is still conducting an audit on Wuxi Ruinian and Wuxi Yinqian. In accordance with the resumption guidance from the Stock Exchange, the Company is still making every effort to liaise closely with the bankruptcy administrator for seeking the company accounts of Wuxi Ruinian and Wuxi Yinqian as soon as possible. According to the law of China, except for bankruptcy administrator, other related parties (including Directors, legal persons and shareholders) in Wuxi Ruinian and Wuxi Yinqian which are undergoing bankruptcy proceedings shall not obtain any accounts for the time being, and the Group shall only obtain the company accounts upon complying with legal procedures of China. The representatives of the Board have been in close contact with the bankruptcy administrator through lawyers in China. The Company has previously applied for registration of creditor

rights through lawyers in China, and has provided relevant materials for reviewing creditor rights. Up to now, the creditor rights are still pending, and the Group has no rights to obtain the company accounts of the two subsidiaries, Wuxi Ruinian and Wuxi Yinqian.

As shown on the website of the People's Court Announcement, Wuxi Yinqian has convened the first meeting of creditors on 23 October 2019.

Currently, the Company has acquired the initial balance sheet and statement of profit or loss as at 31 August 2019 of Wuxi Zhengqian Biotechnology Company Limited (“**Wuxi Zhengqian**”). Relevant accounts of Wuxi Zhengqian will be audited by the auditor, if practicable. The Board is currently identifying a suitable auditor to audit the positions of the subsidiaries of the Group in China.

The Company is currently faced with funding shortage in Hong Kong which makes the Company not in compliance with the basic statutory requirements. The Board continues to resort to a professional independent consultant for advice and assistance, and consults a legal counsel about professional opinions. 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, Raymond Mr. Kwan Sai Bun, Daniels Dr. Chow Pok Yu, Augustine Ms. Yan, Vivian
Executive Directors

Hong Kong, 29 November 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.