

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 3 October 2019 (collectively, the “**Announcements**”) 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 Fucui, 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) winding up and liquidation of Wuxi Ruinian, the Group’s principal subsidiary; (g) poll results of the extraordinary general meeting held on 18 December 2018; (h) the removal and appointment of executive Directors, and the appointment of Independent non-executive Directors; (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; and (j) appointment of authorized representative.

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 and 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.

In a letter from the Stock Exchange dated 25 February 2020, the board of directors were informed of the Exchange’s decision to withhold exercising of its right to cancel the company’s listing under Rule 6.01A(2)(b)(i) for six months until 31 July 2020.

UPDATE ON THE SUSPENSION OF TRADING

Unfortunately the legal proceedings related to the process of bankruptcy liquidation and reorganisation of Wuxi Ruinian and Wuxi Yinqian continue to be delayed because of COVID-19. Management has asked our lawyers in China to speak with the courts directly but we are still unable to confirm court dates for the related proceedings. This has caused the delay in the management procurement of the necessary financial information to immediately begin audits of company account.

The Company continues to face funding shortage in Hong Kong which may result in noncompliance with basic statutory requirements. Despite insufficient resources, the Company will continue to use its best endeavors to safeguard the interest attributable to all shareholders. The Company will also continue our cooperation with the Stock Exchange in relation to fulfilling the requirements under the resumption conditions prior to 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 May 2020

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.