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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)

CANCELLATION OF LISTING

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, 26 September 2018, 7 December 2018, 11 December 2018, 19 December 2018, 10 January 2019, 24 January 2019, 18 February 2019, 21 March 2019, 6 June 2019, 1 August 2019, 3 October 2019, 29 November 2019, 6 March 2020, 29 May 2020, 14 August 2020, 4 September 2020, 9 September 2020 and 30 November 2020 (the “**Announcements**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

REVIEW HEARING

The Company submitted a written request to the Listing Review Committee of the Stock Exchange pursuant to Chapter 2B of the Listing Rules to review the Delisting Decision. The Company’s application for a review of the Delisting Decision was heard on 6 January 2021 by the Listing Review Committee.

LISTING REVIEW COMMITTEE’S DECISION

On 13 January 2021, the Listing Review Committee issued a letter to the Company notifying the Company that following the hearing by the Listing Review Committee held on 6 January 2021, it had decided to uphold the Listing Committee’s decision to cancel the listing of the Company.

MANAGEMENT RESPONSE TO THE REVIEW DECISION

Since the replacement of the board in January 2019, the current management had been committed to recovering the company's asset in the PRC. Unfortunately, we have not been able to gain access to our financial in the PRC because of the outstanding legal proceedings related to the Company's Ex-Chairman, Wang Fu Cai. According, to the PRC law, the ruling must be handed down for Wang Fu Cai's case to ensure that our subsidiary has no liability before the liquidators can provide the Company with access to the subsidiary's financials. On 24 December 2020, the court has concluded the case against Wang Fu Cai and will make a ruling in due course, with the preliminary understanding that the illegal funds were not deposited into the bank accounts of the Company's subsidiaries. If it can be confirmed that Wang Fu Cai's illegal fund raising is not related to the Company's subsidiaries, the liquidator will be able to disclose the financial information of the relevant subsidiaries. The Wuxi government has also expressed its support for the reorganization and the resumption of trading of the Company.

When the Listing Division provide the Company a six-month extension after consultation with SFC, it was already February 2020, the Coronavirus situation has gotten so bad that communication with the PRC, investors and local government that can help expedite the process has been severely disrupted. Given the situation and the lack of resources the board has already tried their best to salvage the company. The board has not drawn any remuneration and have worked hard for all the shareholders. The Board had expressed the view with the Exchange that if the Company loses its status as a listed company, it will make the task of recovering the Company's asset more difficult, unfortunately that is not a consideration for the Exchange.

The Company's previous management resumed trading in 2015 after coming to a settlement with the short selling firm that has published a report on the Company's questionable account. After trading was resumed, the Company's previous management engaged an independent auditor to conduct an investigation, refuted the allegations of short-sellers one by one, and placed relevant documents in the law firm for public review. The investigation concluded that the Company had total cash of \$2.5 billion and total assets of almost \$5 billion, while its market value was less than \$1 billion. This information causes more investors to invest into the Company. We believe the pandemic had been a major factor in delaying in the management team's ability to move the resumption plan forward.

We believe the delisting of the Company will cause investors in China and Hong Kong to lose confidence in Hong Kong's securities system and lose confidence in Chinese companies. This will become an international and social event that affects the reputation of China and Hong Kong. We have repeatedly written to the provincial government and the Beijing Hong Kong and Macao Affairs Office for help, which has been transferred to Beijing. We have also received positive response.

We hope that the members of the Stock Exchange will understand our difficulties, protect the interests of legitimate investors and minority shareholders, and the reputation of the Hong Kong International Financial Center. We hope that the Exchange can give the company more time to clarify the issues facing the Company in order to recover the truth and resume trading.

CANCELLATION OF LISTING

By a letter from the Stock Exchange dated 13 January 2021, the Company was informed that the listing of the Company's shares (the "**Shares**") shall be cancelled under Rule 6.01A.

The last day of the listing of the Shares will be 25 January 2021 and the listing of the Shares will be cancelled with affect from 9:00 am on 26 January 2021.

CONSEQUENCES TO THE SHAREHOLDERS

All shareholders of the Company and investor should note that after 25 January 2021, being the last day of listing of the Shares on the Stock Exchange, whilst the share certificates of the Shares shall remain valid, the Shares will not be listed on, and will not be tradeable on, the Stock Exchange. Thereafter, the Company will no longer be subject to the Listing Rules.

Shareholders who have any queries about the implications of the cancellation of the Company's listing on the Stock Exchange are advised to obtain appropriate professional advice.

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, 25 January 2021

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.