



(Registration No: EC 32308)

**QUARTERLY FINANCIAL STATEMENT AND DIVIDEND ANNOUNCEMENT**

Financial statements on combined results of NutryFarm International Limited (the “Company”) and its subsidiaries (collectively, the “Group”) for the third quarter ended 31 December 2018 (“Q3FY2019”) as at 31 December 2018. These figures have not been audited.

**PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR RESULTS**

1(a) An income statement and statement of comprehensive income (for the Group) together with a comparative statement for the corresponding period of the immediately preceding financial year.

**NUTRYFARM INTERNATIONAL LIMITED**  
**Group Income Statement**  
**For the Quarter Ended 31 December 2018**  
**(Expressed in Hong Kong thousand dollars)**

	Three Months Ended 31.12			Nine Months Ended 31.12		
	FY2019	FY2018	Change	FY2019	FY2018	Change
	HK\$'000	HK\$'000	%	HK\$'000	HK\$'000	%
<b>Revenue</b>	13,985	18,147	(23)	35,859	53,180	(33)
Cost of sales	(7,700)	(8,131)	(5)	(20,717)	(22,642)	(9)
<b>Gross profit</b>	6,285	10,016	(37)	15,142	30,538	(50)
Other income	(3)	658	NM	18	532	(97)
Distribution expenses	(1,671)	(2,814)	(18)	(6,293)	(8,186)	(23)
Administrative expenses	(2,306)	(4,406)	(48)	(8,724)	(12,496)	(30)
Finance costs	(870)	(945)	(8)	(2,459)	(1,198)	105
<b>Profit/(loss) before income tax</b>	1,435	2,509	(43)	(2,316)	9,190	NM
Income tax expense	(342)	(739)	(54)	(324)	(2,198)	(85)
<b>Profit/(loss) for the period</b>	1,093	1,770	(38)	(2,640)	6,992	NM
<b>Profit/(loss) attributable to:</b>						
Equity holders of the Company	1,093	1,770	(38)	(2,640)	6,992	NM
Non-controlling interest	-	-	NM	-	-	NM
<b>Profit/(loss) for the period</b>	1,093	1,770	(38)	(2,640)	6,992	NM

NM - Not meaningful

1(a) An income statement and statement of comprehensive income (for the Group) together with a comparative statement for the corresponding period of the immediately preceding financial year.

**NUTRYFARM INTERNATIONAL LIMITED**  
**Group Comprehensive Income Statement**  
**For the Quarter Ended 31 December 2018**  
**(Expressed in Hong Kong thousand dollars)**

	Three Months Ended 31.12			Nine Months Ended 31.12		
	FY2019	FY2018	Change	FY2019	FY2018	Change
	HK\$'000	HK\$'000	%	HK\$'000	HK\$'000	%
<b>Profit/(loss) for the period</b>	1,093	1,770	(38)	(2,640)	6,992	NM
<b>Other comprehensive income/(loss)</b> Items that are or may be reclassified subsequently to profit or loss: Currency translation differences arising on consolidation, net of tax	(38)	149	NM	(203)	256	NM
<b>Total comprehensive income/(loss) for the period</b>	1,055	1,919	(45)	(2,843)	7,248	NM
<b>Total comprehensive income/(loss) attributable to:</b>						
Equity holders of the Company	1,055	1,919	(45)	(2,843)	7,248	NM
Non-controlling interest	-	-	NM	-	-	NM
<b>Total comprehensive income/(loss) for the period</b>	1,055	1,919	(45)	(2,843)	7,248	NM

NM - Not meaningful

1(b)(i) A balance sheet (for the Company and Group), together with a comparative statement as at the end of the immediately preceding financial year.

**NUTRYFARM INTERNATIONAL LIMITED**  
**Balance Sheet**  
as at 31 December 2018  
(Expressed in Hong Kong thousand dollars)

	The Group		The Company	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	As at 31/12/2018	As at 31/03/2018	As at 31/12/2018	As at 31/03/2018
<b>Non-current assets</b>				
Investment in subsidiaries	-	-	142,201	142,201
Property, plant and equipment	34,389	37,766	-	-
Intangible assets	45,943	46,324	-	-
Non-current prepayments	1,569	1,534	-	-
Deferred tax assets	1,775	1,933	-	-
Land use right	5,324	6,048	-	-
	89,000	93,605	142,201	142,201
<b>Current assets</b>				
Inventories	13,604	13,256	-	-
Trade receivables	38,654	24,645	-	-
Prepayments, deposits and other receivables	96,855	96,913	125	125
Amounts due from subsidiaries	-	-	116,419	117,328
Cash and cash equivalents	25,639	36,160	7,405	2,004
	174,752	170,974	123,949	119,457
<b>Current liabilities</b>				
Trade and other payables	17,060	24,539	14,759	8,506
Short term loans	14,642	15,943	-	-
Amount due to subsidiaries	-	-	89,166	89,165
Tax payable	9	10	-	-
	31,711	40,492	103,925	97,671
<b>Net current assets/(liabilities)</b>	143,041	130,482	20,024	21,786
<b>Non-current liabilities</b>				
Long term loans	89,044	65,032	66,564	65,032
	89,044	65,032	66,564	65,032
<b>Net assets</b>	142,997	159,055	95,661	98,955
<b>Equity</b>				
<b>Capital and reserves attributable to equity shareholders of the Company</b>				
Share capital	9,642	9,642	9,642	9,642
Reserves	133,355	149,413	86,019	89,313
<b>Total equity attributable to equity holders of the Company</b>	142,997	159,055	95,661	98,955
<b>Total equity</b>	142,997	159,055	95,661	98,955

**1(b)(ii) Aggregate amount of Group's borrowings and debt securities.**

**Amount repayable in one year or less, or on demand**

<b>As at 31/12/2018 In HK\$'000</b>		<b>As at 31/03/2018 In HK\$'000</b>	
Secured	Unsecured	Secured	Unsecured
14,642	-	15,943	-

**Amount repayable after one year**

<b>As at 31/12/2018 In HK\$'000</b>		<b>As at 31/03/2018 In HK\$'000</b>	
Secured	Unsecured	Secured	Unsecured
-	89,044	-	65,032

Details of Collaterals

The borrowings of HK\$14.6 million as at 31 December 2018 was secured by the 34,165 square meters land use right and building of NutryFarm (Chengdu) Biomedicine Limited (“NFC”).

- 1(c) A cash flow statement (for the Group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

**NUTRYFARM INTERNATIONAL LIMITED**  
**Group Cash Flow Statement**  
**For the Quarter Ended 31 December 2018**  
**(Expressed in Hong Kong thousand dollars)**

	Three Months Ended 31.12		Nine Months Ended 31.12	
	FY2019 HK\$'000	FY2018 HK\$'000	FY2019 HK\$'000	FY2018 HK\$'000
<b>Operating activities</b>				
Profit/(loss) from ordinary activities before taxation	1,435	2,509	(2,316)	9,190
Adjustments for:				
Interest income	(29)	(15)	(92)	(50)
Finance costs	870	995	2,459	1,048
Amortisation of land use rights	235	554	724	1,661
Amortisation of intangible assets	131	-	381	-
Depreciation of property, plant and equipment	1,132	198	5,625	594
<b>Operating profit before changes in working capital</b>	<b>3,774</b>	<b>4,241</b>	<b>6,781</b>	<b>12,443</b>
<b>Changes in working capital</b>				
(Increase)/decrease in inventories	4,852	(2,802)	(348)	(385)
Increase in trade receivables	(5,447)	(2,451)	(9,009)	(13,659)
Increase in prepayments, deposits and other receivables	821	2,584	(6,339)	(920)
Decrease/(increase) in trade and other payables	(3,537)	(3,705)	(7,479)	(771)
<b>Cash generated from/(used in) operations</b>	<b>463</b>	<b>(2,133)</b>	<b>(16,394)</b>	<b>(3,292)</b>
Tax paid	(324)	(87)	(324)	(87)
Interest paid	(429)	(730)	(749)	(2,174)
<b>Net cash inflow/(outflow) from operating activities</b>	<b>(290)</b>	<b>(2,950)</b>	<b>(17,467)</b>	<b>(5,553)</b>
<b>Investing activities</b>				
Advance to customers and suppliers	(6,561)	(19,209)	(10,142)	(32,802)
Purchase property, plant and equipment	(1,124)	(1,002)	(1,124)	(1,002)
<b>Net cash outflow from investing activities</b>	<b>(7,685)</b>	<b>(20,211)</b>	<b>(11,266)</b>	<b>(33,804)</b>
<b>Financing activities</b>				
Proceeds from third party loan	11,240	17,613	22,480	42,705
Repayment of short-term loans	-	-	-	(14,502)
Proceeds from a bank loan	-	-	-	15,100
<b>Net cash (outflow)/inflow from financing activities</b>	<b>11,240</b>	<b>17,613</b>	<b>22,480</b>	<b>43,303</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>3,265</b>	<b>(5,548)</b>	<b>(6,253)</b>	<b>3,946</b>
Cash and cash equivalents at beginning of the quarter	22,727	34,998	36,160	25,397
Effect of foreign exchange rate changes	(353)	149	(4,268)	256
Cash and cash equivalents at end of the quarter	<b>25,639</b>	<b>29,599</b>	<b>25,639</b>	<b>29,599</b>

**1(d)(i) A statement (for the Company and Group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalization issues and distributions to shareholders, together with comparative statement for the corresponding period of the immediately preceding financial year.**

The Group	Share Capital	Share Premium	Contributed Surplus Reserve	Translation Reserve	Accumulated Losses	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>At 1 April 2018</b>	9,642	315,301	119,560	2,421	(287,869)	159,055
Other comprehensive loss for the year, net of tax:						
- Currency translation differences	-	-	-	(7,085)	-	(7,085)
Loss for the period	-	-	-	-	(3,497)	(3,497)
<b>At 30 June 2018</b>	9,642	315,301	119,560	(4,664)	(291,366)	148,473
Other comprehensive loss for the year, net of tax:						
- Currency translation differences	-	-	-	(6,166)	-	(6,166)
Loss for the period	-	-	-	-	(236)	(236)
<b>At 30 September 2018</b>	9,642	315,301	119,560	(10,830)	(291,602)	142,071
Other comprehensive loss for the year, net of tax:						
- Currency translation differences	-	-	-	(167)	-	(167)
Profit for the period	-	-	-	-	1,093	1,093
<b>At 31 December 2018</b>	9,642	315,301	119,560	(10,997)	(290,509)	142,997

The Group	Share Capital	Share Premium	Contributed Surplus Reserve	Translation Reserve	Accumulated Losses	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>At 1 April 2017</b>	6,428	300,996	119,560	(12,300)	(279,589)	135,095
Other comprehensive loss for the period, net of tax:						
- Currency translation differences	-	-	-	2,868	-	2,868
Profit for the period	-	-	-	-	1,226	1,226
<b>At 30 June 2017</b>	6,428	300,996	119,560	(9,432)	(278,363)	139,189
Other comprehensive loss for the period, net of tax:						
- Currency translation differences	-	-	-	3,205	-	3,205
Profit for the period	-	-	-	-	3,996	3,996
<b>At 30 September 2017</b>	6,428	300,996	119,560	(6,227)	(274,367)	146,390
Issuance of shares	3,214	15,334	-	-	-	18,548
Other comprehensive loss for the period, net of tax:						
- Currency translation differences	-	-	-	3,666	-	3,666
Profit for the period	-	-	-	-	1,770	1,770
<b>At 31 December 2017</b>	9,642	316,330	119,560	(2,561)	(272,597)	170,374

The Company	Share Capital	Share Premium	Contributed Surplus Reserve	Translation Reserve	Accumulated Losses	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'001	HK\$'000	HK\$'000
<b>At 1 April 2018</b>	9,642	315,301	119,560	1,662	(347,210)	98,955
Loss for the period	-	-	-	-	(1,251)	(1,251)
<b>At 30 June 2018</b>	9,642	315,301	119,560	1,662	(348,461)	97,704
Loss for the period	-	-	-	-	(423)	(423)
<b>At 30 September 2018</b>	9,642	315,301	119,560	1,662	(350,135)	96,030
Loss for the period	-	-	-	-	(369)	(369)
<b>At 31 December 2018</b>	9,642	315,301	119,560	1,662	(350,504)	95,661

The Company	Share Capital	Share Premium	Contributed Surplus Reserve	Translation Reserve	Accumulated Losses	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'001	HK\$'000	HK\$'000
<b>At 1 April 2017</b>	6,428	300,996	119,560	(7,669)	(335,403)	83,912
Loss for the period	-	-	-	-	(971)	(971)
<b>At 30 June 2017</b>	6,428	300,996	119,560	(7,669)	(336,374)	82,941
Loss for the period	-	-	-	-	(859)	(859)
<b>At 30 September 2017</b>	6,428	300,996	119,560	(7,669)	(337,233)	82,082
Issuance of shares	3,214	15,334	-	-	-	18,548
Loss for the period	-	-	-	-	(1,870)	(1,870)
<b>At 31 December 2017</b>	9,642	316,330	119,560	(7,669)	(339,103)	98,760

- 1(d)(ii) Details of any changes in the Company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisitions or for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the number of issued shares excluding treasury shares and subsidiary holdings of the Company, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.**

During Q3FY2019, the first quarter ended 30 June 2018 (“**Q1FY2019**”) and the second quarter ended 30 September 2018 (“**Q2FY2019**”), the share capital of the Company has not changed. The Company has no outstanding convertibles.

The Company did not have treasury shares or subsidiary holdings as at 31 December 2018 and 31 December 2017.

- 1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.**

The total number of issued shares excluding treasury shares as at 31 December 2018 was 96,422,103 (31 March 2018: 96,422,103). As at 31 December 2018 and 31 March 2018, there were no treasury shares outstanding.

- 1d(iv) A statement showing all sales, transfers, cancellation, and/or use of treasury shares as at the end of the current financial period reported on.**

Not applicable.

- 1d(v) A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.**

Not applicable.

- 2. Whether the figures have been audited, or reviewed and in accordance with which standard or practice.**

The figures have not been audited nor reviewed.

- 3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of matter).**

Not applicable.

- 4. Whether the same accounting policies and methods of computation as in the Company's most recently audited annual financial statements have been applied.**

The same accounting policies and methods of computation as our last audited annual financial statements have been applied.

5. **If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.**

The Company has no changes in the accounting policies and methods of computation.

6. **Earnings/ (loss) per ordinary share of the Group for the current period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.**

	<b>Q3FY2019</b>	<b>Q3FY2018</b>
	HK cents	HK cents
(a) Based on the weighted average number of ordinary shares in issue; and	1.13	2.73
(b) On a fully diluted basis	1.13	2.73

Note 6(a): For Q3FY2019, the calculation of basic profit per share was based on profit attributable to equity holders of the Company of HK\$1,093,000 and the weighted average of 96,422,103 ordinary shares in issue.

For the third quarter ended 31 December 2017 (“**Q3FY2018**”), the calculation of basic profit per share was based on profit attributable to equity holders of the Company of HK\$1,770,000 and the weighted average of 64,281,402 ordinary shares in issue.

Note 6(b): Fully diluted profit/(loss) per share for Q3FY2019 and Q3FY2018 are the same as profit/(loss) per share based on weighted average number of ordinary shares since there was no potential dilutive ordinary shares outstanding during Q3FY2019 and Q3FY2018.



7. **Net asset value (for the Company and Group) per ordinary share based on issued share capital of the Company at the end of the (a) current period reported on and (b) immediately preceding financial year.**

	As at 31/12/2018	As at 31/03/2018
	HK\$	HK\$
<b><u>The Company</u></b>		
Net asset value per ordinary share based on existing issued share capital	0.99	1.28
<b><u>The Group</u></b>		
Net asset value per ordinary share based on existing issued share capital	1.48	2.28

The calculation of net asset value per share of the Company is based on the Company's net asset value of HK\$95,661,000 (at 31 March 2018: HK\$98,955,000) and 96,422,103 ordinary shares in issue at 31 December 2018 (at 31 March 2018: 96,422,103).

The calculation of net asset value per share of the Group is based on the Group's net asset value of HK\$142,997,000 (at 31 March 2018: HK\$159,055,000) and 96,422,103 ordinary shares in issue at 31 December 2018 (at 31 March 2018: 96,422,103).

8. **A review of the performance of the Group, to the extent necessary for a reasonable understanding of the Group's business. The review must discuss any significant factors that affected the turnover, costs, and earnings of the Group for the current financial period reported on, including (where applicable) seasonal or cyclical factors. It must also discuss any material factors that affected the cash flow, working capital, assets or liabilities of the Group during the current financial period reported on.**

#### **Income statement**

##### Revenue

In Q3FY2019, the Group recorded revenue of approximately HK\$14.0 million compared to HK\$18.1 million in Q3FY2018. Majority of the revenue was generated by the Group's subsidiary, NFC. Due to the competition from other nutrition food manufacture, NFC's revenue dropped 23% in Q3FY2019.

##### Other Income

The Group recorded no material amount of other income in Q3FY2019.

##### Operating expenses

In Q3FY2019, the Group reported distribution expenses of approximately HK\$1.7 million as compared to HK\$2.8 million in Q3FY2018; and administrative expenses of approximately HK\$2.3 million in Q3FY2019 as compared to approximately HK\$4.4 million in Q3FY2018.

HK\$1.1 million decrease of distribution expenses in Q3FY2019 comparing Q3FY2018 is mainly due to the decrease in commission to salespersons, and advertisement and marketing expenses in connection with the drop of revenue. The Group recorded HK\$2.1 million decrease of administrative expenses in Q3FY2019 because of the drop of travel expenses and research and development expenses.

#### Finance costs

The Group recorded HK\$0.9 million in finance costs in Q3FY2019. It mainly represents the interest for the Group's third party loan and NFC's bank loan in the PRC.

#### Income tax expense

The Group recorded HK\$0.3 million income taxes in Q3FY2019 for NFC.

#### Net profit/ (loss) attributable to shareholders

Overall, the Group recorded a net profit attributable to shareholders of approximately HK\$1.1 million in Q3FY2019 compared to a net profit of approximately HK\$1.8 million in Q3FY2018.

### **Balance sheet**

#### Intangible assets

Intangible assets as at 31 December 2018 amounted to HK\$45.9 million, which has not materially fluctuated compared to the figure as at 31 March 2018.

Intangible assets of HK\$45.9 million as at 31 December 2018 included goodwill arising from the acquisition of NFC (through the acquisition of NutryFarm Biomedicine International Limited) and intangible assets related to customer relationship, software and technology held by the Group.

#### Non-current prepayments

The Group recorded HK\$1.6 million non-current prepayments as at 31 December 2018. This mainly represents the prepayment to acquire new nutrition licenses by NFC.

#### Land use right

The Group recorded HK\$5.3 million for land use right as at 31 December 2018. This is held by NFC for its factory and office areas.

#### Inventories

The Group recorded HK\$13.6 million inventories as at 31 December 2018. This mainly represents the finished goods, working in progress and raw materials held by NFC. There is no material fluctuation of inventories compared to 31 March 2018.

#### Trade receivables

The Group recorded HK\$38.7 million trade receivables as at 31 December 2018, which mainly attributed from NFC. Compared to HK\$24.6 million in trade receivables as at 31 March 2018, HK\$14.1 million increase are mainly from the major customers of NFC.

#### Prepayments, deposits and other receivables

The Group recorded HK\$96.9 million prepayments, deposits and other receivables as at 31 December 2018. It has no material fluctuation compared to that as at 31 March 2018.

#### Trade and other payables

Trade and other payables amounted to HK\$17.1 million as at 31 December 2018, which is a decrease of HK\$7.4 million from HK\$24.5 million as at 31 March 2018. This was due to the settlement to suppliers in December 2018.

#### Short term loans

The bank loan of an aggregate sum of HK\$14.6 million as at 31 December 2018, which was secured by NFC's land use right.

#### Long term loans

The Group recorded HK\$89.0 million in long term payables as at 31 December 2018. It represents the Company's receipt of a third party loan from investors with an annual interest rate of 3.5% and 7.4% for three years to four years as at 31 December 2018 as well as HK2.0 million accrued interests.

### **Cash Flow Statement**

The Group recorded a net cash outflow of HK\$290,000 from operating activities in Q3FY2019 as compared to a net cash outflow of HK\$3.0 million in Q3FY2018. The HK\$2.7 million increase in cash flow from operating activities is mainly due to the increase of working capital in Q3FY2018.

The Group recorded HK\$7.7 million cash outflow from investing activities in Q3FY2019 as compared to a HK\$20.2 million cash outflow in Q3FY2018. It is mainly due to HK\$19.2 million advance to a business partner in Q3FY2018.

The Group recorded HK\$11.2 million cash inflow from financing activities in Q3FY2019 as compared to a net cash inflow of HK\$17.6 million in Q3FY2018. The cash inflow represents a third party loan in Q3FY2019 and Q3FY2018.

As at 31 December 2018, the Group remained in a cash balance position of HK\$25.6 million.

9. **Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.**

Not applicable.

10. **A commentary at the date of the announcement of the competitive conditions of the industry in which the Group operates and any known factors or events that may affect the Group in the next reporting period and the next 12 months.**

In Q3FY2019, NFC achieved HK\$14.0 million revenue which is a 23% decrease from that in Q3FY2018. The products of NFC are continuously focusing on heart, brain, blood vessels, joint and weight loss products which are mostly self-manufactured by NFC. NFC is expecting to launch some new products soon to turn around its revenue.

The major customers still contributed over 60% revenue to NFC and NFC maintained the stable cooperation with those customers as well by including special prices and marketing and promotion support. Further to this, NFC continuously increase new customers by the E-commerce model. Sichuan province is NFC substantial market and NFC is increasingly relying on the local media including newspapers, magazines and local TV, as well as the internet promotion.

NFC will maintain its current strong products. In Q4FY2019 NFC will focus on the products for beauty and weight-loss which will be one of the main products in the future as well as some imported products about immunization, women health and anti-oxidation etc.

11. **Dividend**

**(a) Current financial period reported on.**

Any dividend declared for the current financial period reported on?

None.

**(b) Corresponding period of the immediately preceding financial year.**

Any dividend declared for the corresponding period of the immediately preceding financial year?

None.

**(c) Date payable**

Not applicable.

**(d) Books closure date**

Not applicable.

12. **If no dividend has been declared/recommendeded, a statement to that effect.**

No dividend has been declared or recommended during the period under review.

- 13. If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.**

The Group has not obtained a general mandate from shareholders for interested person transactions.

- 14. Negative assurance confirmation on interim financial results under Rule 705(5):**

To the best of the knowledge of the Directors, nothing has come to the attention of the Board which may render these interim financial results to be false or misleading in any material aspect.

- 15. Confirmation pursuant to Rule 720(1)**

NutryFarm International Limited confirms that undertakings under Rule 720(1) have been obtained from all its directors and executive officers in the format set out in Appendix 7.7.

By Order of the Board

**Gao Xiang Nong, Paul**  
**Executive Director**  
**13 February 2019**