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RM GROUP HOLDINGS LIMITED

御藥堂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 932)

APPOINTMENT AND RESIGNATION OF DIRECTORS AND CHANGE OF COMPLIANCE OFFICER

The Board of the Company wishes to announce that Mr. Lim Ming Shing, Tony has been appointed as an executive Director, Mr. Foo Chi Ming has resigned from his positions of executive Director and compliance officer of the Company and Mr. Wong Mau Tai has been appointed as compliance officer of the Company, all with effect from 1 January 2016.

The board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of RM Group Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that Mr. Lim Ming Shing, Tony (“**Mr. Lim**”) has been appointed as an executive Director, Mr. Foo Chi Ming (“**Mr. Foo**”) has resigned from his positions of executive Director and compliance officer of the Company and Mr. Wong Mau Tai (“**Mr. Wong**”) has been appointed as compliance officer of the Company, all with effect from 1 January 2016 (the “**Changes**”). The Changes have been approved by the Board, the nomination committee and the remuneration committee of the Company.

APPOINTMENT OF EXECUTIVE DIRECTOR

Biography of Mr. Lim

Mr. Lim Ming Shing, Tony, aged 54, is the treasurer of the Group. Mr. Lim joined the Group in August 2014 and is primarily responsible for finance and treasury functions of the Group. Mr. Lim has over 20 years of experience in financial and management accounting. He was awarded a professional diploma in management accountancy from the Hong Kong Polytechnic University (previously known as Hong Kong Polytechnic) in 1985 and he obtained his master degree in business administration from Heriot-Watt University, United Kingdom in 1999. Mr. Lim is a member of the Hong Kong Institute of Certified Public Accountants. He is also a member of the Association of Chartered Certified Accountants and of the

Chartered Institute of Management Accountants. Mr. Lim is the brother-in-law of Mr. Chan Yan Tak, the chairman of the Board and an executive Director.

Mr. Lim has entered into a Director's service agreement with the Company for a term of three years commencing from 1 January 2016 but will hold office until the conclusion of the next general meeting of the Company and is eligible for appointment as Director in such general meeting in accordance with the Company's articles of association and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"). Pursuant to the terms of the service agreement, Mr. Lim is entitled to the Director's emolument of HK\$78,400 per month, is entitled to receive a discretionary bonus and is eligible for participating in the Company's share option scheme.

General Information

The director's emolument of Mr. Lim has been determined with reference to his qualifications, experiences, level of responsibilities undertaken, the performance of the Group, profitability, industry remuneration benchmark and prevailing market conditions, which have been approved by the Board and the remuneration committee of the Company. The emoluments of all the Directors are subject to annual review by the remuneration committee of the Company.

As at the date of this announcement, save as disclosed above, Mr. Lim (i) does not hold or did not hold any other directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have or did not have other major appointments and professional qualifications; (ii) does not have, and is not deemed to have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) and (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Other than disclosed above, there is no other matter relating to Mr. Lim that needs to be brought to the attention of the shareholders of the Company nor there is any information relating to Mr. Lim that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

RESIGNATION OF EXECUTIVE DIRECTOR AND CHANGE OF COMPLIANCE OFFICER

Mr. Foo has tendered his letter of resignation from his positions of executive Director and compliance officer of the Company with effect from 1 January 2016. The Company and Mr. Foo have mutually agreed to terminate Mr. Foo's service agreement to allow him to devote more time to his personal commitments. Meanwhile, the Company had entered into a consultancy contract (the "**Consultancy Contract**") with Mr. Foo to appoint Mr. Foo as a consultant of the Company to provide consultancy services on strategic development and operation of the Group with effect from 1 January 2016. Pursuant to the terms of the Consultancy Contract, Mr. Foo is entitled to a fee of HK\$50,000 per month and is eligible for participating in the Company's share option scheme.

Mr. Foo has confirmed that he does not have any disagreement with the Board resulting in his resignation and that there is no other matter relating to his resignation which needs to be brought to the attention of the shareholders of the Company.

Mr. Wong has been appointed as compliance officer of the Company with effect from 1 January 2016.

Listing Rules Implication

Mr. Foo is an executive Director of the Company before his resignation and is a connected person of the Company under the Listing Rules. Hence, the Consultancy Contract entered into between the Company and Mr. Foo will constitute a connected transaction for the Company under Chapter 14A of the Listing Rules. Since the transaction is conducted on normal commercial terms and each of the percentage ratios for the transaction contemplated under the Consultancy Contract is less than 5% and the total consideration is less than HK\$3,000,000, the transaction under the Consultancy Contract is therefore exempt from the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Board would like to welcome Mr. Lim as a member of the Board and Mr. Wong as compliance officer of the Company. The Board also would like to express its sincere gratitude to Mr. Foo for his valuable contribution during his term of office as an executive Director of the Company.

By Order of the Board
RM Group Holdings Limited
CHAN Yan Tak
Chairman

Hong Kong, 4 January 2016

As at the date of this announcement, the executive directors of the Company are Mr. CHAN Yan Tak, Mr. WONG Mau Tai and Mr. LIM Ming Shing, Tony; the non-executive director of the Company is Madam TSANG Pui Man; and the independent non-executive directors of the Company are Prof. NG Ka Ming, Mr. CHENG Kwok Kin, Paul and Mr. WEI Jianan.