

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.



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 OF DIRECTOR AND CHANGE OF COMPLIANCE OFFICER

The Board of the Company wishes to announce that Mr. Lee Chi Hang, Sidney has been appointed as an executive Director and the compliance officer of the Company, all with effect from 20 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. Lee Chi Hang, Sidney (“**Mr. Lee**”) has been appointed as an executive Director and the compliance officer of the Company with effect from 20 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. Lee

Mr. Lee Chi Hang Sidney, aged 51, has been a director of a subsidiary of the Group since July 2014. Mr. Lee will be primarily responsible for overseeing the corporate strategy and legal matters of the Group. Mr. Lee was employed by the Group from 1 March 2013 to 1 November 2013, responsible for business development. Mr. Lee was a director of Wisdom Come Medical Group Limited (“**Wisdom Come**”), a subsidiary of the Group from 2010 till 2012. Mr. Lee was also subscriber and nominee shareholder of Wisdom Come and subscriber of M2C Natural Health Limited, another subsidiary of the Group, and transferred his shares in these companies to the Group on 1 November 2005 and 19 May 2006, respectively. Mr. Lee has been a solicitor in practice in Hong Kong since August 2000. Mr. Lee graduated from The Chinese University of Hong Kong with a bachelor degree in business administration in 1986, and later also graduated from the Manchester Metropolitan University in the United Kingdom with a bachelor degree in laws in 1999. After obtaining the Postgraduate Certificate in Laws issued by University of Hong Kong, he was admitted as a

solicitor in Hong Kong in August 2000. Before practising as a solicitor, Mr. Lee was employed with senior management positions in various retail enterprises in Hong Kong. From 1995 till 1997 he was employed as a director and deputy general manager of Chinese Arts & Crafts (H.K.) Limited, a retail group of companies in Hong Kong. He is currently the sole proprietor of Sidney Lee & Co., Solicitors, a law firm established in Hong Kong since July 2008, which provided legal services to the Group till 19 January 2016. Mr. Lee has been an elected member of the Central and Western District Council since 2006 with his current term of office ending on 31 December 2019. Mr. Lee has been providing voluntary services to the public on an ongoing basis and was appointed by the government as a member of various advisory boards.

Mr. Lee has entered into a Director's service agreement with the Company for a term of three years commencing from 20 January 2016 but will hold office until the conclusion of the next general meeting of the Company and is eligible for reappointment 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. Lee is entitled to a Director's emolument of an annual salary of HK\$1,200,000 payable by 12 equal monthly installments, with monthly installment of HK\$100,000, 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. Lee has been determined with reference to the 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. Lee (i) does not hold and 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 or other major appointments and professional qualifications; (ii) does not have, and is not deemed to have any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the 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. Lee that needs to be brought to the attention of the shareholders of the Company nor is there any information relating to Mr. Lee that required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

CHANGE OF COMPLIANCE OFFICER

The Board also announces that Mr. Lee has been appointed as the compliance officer of the Company in place of Mr. Wong Mau Tai, an executive Director of the Company, with effect from 20 January 2016.

The Board would like to welcome Mr. Lee to serve as a member of the Board.

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

Hong Kong, 20 January 2016

As at the date of this announcement, the executive directors of the Company are Mr. CHAN Yan Tak, Mr. WONG Mau Tai, Mr. LEE Chi Hang, Sidney 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.