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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)

**RESIGNATION OF NON-EXECUTIVE DIRECTOR
AND
APPOINTMENT OF EXECUTIVE DIRECTOR AND
INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of RM Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that the following changes to the Board with effect from 24 October 2016:

- (i) Madam Tsang Pui Man (“**Madam Tsang**”) has resigned as a non-executive Director of the Company;
- (ii) Mr. Wang Xihua (“**Mr. Wang**”) has been appointed as an executive Director of the Company; and
- (iii) Mr. Leung Winson Kwan Yau (“**Mr. Leung**”) has been appointed as an independent non-executive Director and a member of each of the audit committee, remuneration committee and nomination committee of the Company.

RESIGNATION OF NON-EXECUTIVE DIRECTOR

The Board announces that Madam Tsang has tendered her resignation as a non-executive Director of the Company with effect from 24 October 2016 due to personal reasons.

Madam Tsang has confirmed that (i) she has no claim whatsoever against the Company for fees, compensation for loss of office, remuneration, severance payments, pensions, expenses or otherwise; and (ii) she has no disagreement with the Board and there are no matters relating to her resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Board wishes to extend its sincere gratitude to Madam Tsang for her valuable contributions to the Company during her tenure of service.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Wang has been appointed as an executive Director of the Company with effect from 24 October 2016.

Mr. Wang, aged 49, has over 20 years of commercial experience in business development and enterprise management in the People's Republic of China ("PRC") and 5 years of teaching experience in the chemical engineering profession. Mr. Wang graduated from the Faculty of Chemical Engineering at 武漢鋼鐵學院 (Wuhan Institute of Iron and Steel, currently called Wuhan University of Science and Technology) in 1989. In addition, Mr. Wang completed a graduate program in business administration from the Guanghua School of Management of Peking University in 2003. Mr. Wang will be primarily responsible for exploring investment opportunities to expand the business of the Group.

Mr. Wang was an executive director and non-executive director of Sino Resources Group Limited (Stock Code: 223) from 11 March 2013 to 31 January 2014 and 1 February 2014 to 22 September 2015 respectively. Mr. Wang is currently the managing director of SRG Capital Limited, a company in which Sino Resources Group Limited (Stock Code: 223) holds less than 10% equity interest. Mr. Wang was an executive director of Fortis Mining (Hong Kong) Limited from 1 February 2014 to 23 May 2015, a Hong Kong subsidiary of Kazakhstan Potash Corporation Limited, a company listed in the Australian Securities Exchange Limited (ASX code: KPC).

As at the date of this announcement, Mr. Wang does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company. As at the date of this announcement, he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

Save as disclosed above, Mr. Wang did not hold any directorship in other listed public companies in the three years preceding the date of this announcement or any position in the Company or other members of the Group.

Mr. Wang has entered into a service contract with the Company for a term of three years with effect from his date of appointment, with the provision that either party may terminate such service contract at any time by giving at least three months' notice in writing. Mr. Wang is entitled to a remuneration package comprising a fixed director's salary of HK\$1,200,000 per annum, with bonus payable at the discretion of the Board and is eligible for participating in the share option scheme of the Company. The director's salary for Mr. Wang has been approved by the Board and the remuneration committee of the Company and will be reviewed by the Board and the remuneration committee of the Company on an annual basis. In accordance with the Company's articles of association, Mr. Wang's appointment as executive Director is subject to retirement by rotation and eligible for re-election at the Company's annual general meetings.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Leung has been appointed as an independent non-executive Director and a member of each of the audit committee, remuneration committee and nomination committee of the Company with effect from 24 October 2016.

Mr. Leung, aged 30, is currently the financial controller of Tan-Eu Capital Limited, an international investment management company focusing on the market of the Greater China. Mr. Leung has worked for different international audit firms including KPMG and PricewaterhouseCoopers over the past seven years from October 2008. Mr. Leung obtained a

degree of Bachelor of Commerce (Accounting and Finance) from Monash University in Australia in 2008 and has been a member of the CPA Australia since 2011.

As at the date of this announcement, Mr. Leung does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company. As at the date of this announcement, he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

Mr. Leung has confirmed that he meets the independence criteria pursuant to Rule 3.13 of the Listing Rules.

Save as disclosed above, Mr. Leung did not hold any directorship in other listed public companies in the three years preceding the date of this announcement or any position in the Company or other members of the Group.

Mr. Leung has entered into a service contract with the Company for a term of three years with effect from his date of appointment, with the provision that either party may terminate such service contract at any time by giving at least three months' notice in writing. Mr. Leung is entitled to a remuneration package comprising a fixed director's fee of HK\$300,000 per annum and is eligible for participating in the share option scheme of the Company. The director's fee for Mr. Leung has been approved by the Board and the remuneration committee of the Company and will be reviewed by the Board and the remuneration committee of the Company on an annual basis. In accordance with the Company's articles of association, Mr. Leung's appointment as independent non-executive Director is subject to retirement by rotation and eligible for re-election at the Company's annual general meetings.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with Mr. Wang's and Mr. Leung's appointment, and there is no other information to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its warmest welcome to Mr. Wang and Mr. Leung.

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

Hong Kong, 24 October 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, Mr. LIM Ming Shing, Tony, Mr. WONG Ping Yiu and Mr. WANG Xihua; and the independent non-executive directors of the Company are Prof. NG Ka Ming, Mr. CHENG Kwok Kin, Paul, Ms. Szeto Wai Ling, Virginia and Mr. Leung Winson Kwan Yau.