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RM GROUP HOLDINGS LIMITED

御樂堂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 932)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
CHAIRMAN OF AUDIT COMMITTEE AND MEMBER OF
REMUNERATION COMMITTEE AND NOMINATION COMMITTEE;
APPOINTMENT OF CHAIRMAN OF AUDIT COMMITTEE; AND
CHANGE OF COMPANY SECRETARY AND
AUTHORIZED REPRESENTATIVE**

The board (the “**Board**”) of directors (the “**Directors**”) of RM Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce the following changes to the Board and change of company secretary and authorized representative of the Company with effect from 6 December 2016:

- (i) Mr. Cheng Kwok Kin, Paul (“Mr. Cheng”) has resigned as an independent non-executive Director, the chairman of the audit committee and a member of the remuneration committee and nomination committee of the Company;
- (ii) Mr. Leung Winson Kwan Yau (“Mr. Leung”), an independent non-executive Director and a member of the audit committee, has been appointed as the chairman of the audit committee of the Company;
- (iii) Mr. Chui Pak Shing (“Mr. Chui”) has resigned as company secretary and authorized representative of the Company; and
- (iv) Mr. Wong Kui Tong (“Mr. Wong”) has been appointed as company secretary and authorized representative of the Company.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF AUDIT COMMITTEE AND MEMBER OF REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

The Board announces that Mr. Cheng has tendered his resignation as an independent non-executive Director, the chairman of the audit committee and a member of the nomination committee and remuneration committee of the Company with effect from 6 December 2016 due to his focus on other commitments. Mr. Cheng has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

The Board wishes to extend its sincere gratitude to Mr. Cheng for his valuable contributions to the Company during his tenure of service.

APPOINTMENT OF CHAIRMAN OF AUDIT COMMITTEE

The Board is pleased to announce that Mr. Leung, an independent non-executive Director and a member of the audit committee, has been appointed as the chairman of the audit committee of the Company with effect from 6 December 2016.

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

RESIGNATION OF COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVE OF THE COMPANY

The Board announces that Mr. Chui has resigned as the company secretary and authorized representative of the Company with effect from 6 December 2016. Mr. Chui has confirmed that there is no disagreement with the Board and that there is no matter in relation to his resignation that need to be brought to the attention of the shareholders of the Company. Mr. Chui will remain as the Chief Strategy Officer of the Group.

APPOINTMENT OF COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVE OF THE COMPANY

The Board is pleased to announce that Mr. Wong has been appointed as the company secretary and authorized representative of the Company with effect from 6 December 2016.

Mr. Wong, aged 36, has over 14 years of experience in accounting and financial management. Mr. Wong is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants and he is also a member of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Company Secretaries. Prior to joining the Company, Mr. Wong held the position of Finance Manager and Company Secretary in China Lumena New Materials Corp. (Stock Code: 67) from 2009 and 2010 to 2016 respectively and worked in PricewaterhouseCoopers from 2004 to 2009. Mr. Wong obtained a Bachelor of Arts in Accountancy degree and a Master of Corporate Governance degree from The Hong Kong Polytechnic University.

The Board would like to express its appreciation to Mr. Cheng and Mr. Chui for their contribution to the Company during their term of service and welcome Mr. Leung and Mr. Wong to their new appointment.

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

Hong Kong, 6 December 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, Ms. SZETO Wai Ling, Virginia and Mr. LEUNG Winson Kwan Yau.