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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 OF 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**”) is pleased to announce that Ms. Szeto Wai Ling Virginia (“**Ms. Szeto**”) 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 15 April 2016. According to the articles of association of the Company, Ms. Szeto shall hold office until the next following general meeting of the Company and shall then be eligible for re-election at such meeting. Details of Ms. Szeto are set out as follows:

Ms. Szeto, aged 53, is a practising solicitor in Hong Kong and a solicitor of the Supreme Court of England and Wales. She is currently the sole practitioner of Szeto Virginia & Co, Solicitors. Ms. Szeto holds a Bachelor of Laws Degree from Oxford Brookes University and a Master of Science Degree in Criminal Justice Policy from The London School of Economics and Political Science.

She is currently an executive director of Sino Haijing Holdings Limited (SEHK: 1106) from 19 March 2015 and an independent non-executive director of Meike International Holdings Limited (SEHK: 0953) from 29 January 2016. She was a former independent non-executive director of SMI Culture Group Holdings Limited (Former name: Qin Jia Yuan Media Services Company Limited) (SEHK: 2366) from 31 August 2012 to 1 September 2013. Ms. Szeto was also the Head of Legal Department of New World Development Company Limited (SEHK: 0017) from 20 March 1998 to 31 July 2002.

Ms. Szeto 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, she does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

Ms. Szeto has confirmed that she meets the independence criteria pursuant to Rule 3.13 of the Listing Rules.

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

Ms. Szeto has entered into a service contract with the Company for a term of three years with effect from her date of appointment, provided that either party may terminate such service contract at any time by giving at least three months' notice in writing. Ms. Szeto is entitled to a remuneration package comprising a fixed director's fee of HK\$25,000 per month and is eligible for participating in the share option scheme of the Company. The director's fee for Ms. Szeto has been approved by the Board and the Remuneration Committee and will be reviewed by the Board and the Remuneration Committee on an annual basis. In accordance with the Company's articles of association, Ms. Szeto's appointment as an independent non-executive Director is subject to retirement by rotation and re-election at the Company's general meeting.

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

Following Ms. Szeto's appointment, the Company has fulfilled the requirements under Rules 3.10(1), 3.10A and 3.21 of the Listing Rules for having at least three independent non-executive Directors, the total number of independent non-executive Directors representing at least one-third of the Board and having at least three audit committee members.

The Board would like to take this opportunity to express its warmest welcome to Ms. Szeto.

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

Hong Kong, 15 April 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 Ms. Szeto Wai Ling Virginia.