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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)**

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND  
CHAIRMAN OF NOMINATION COMMITTEE AND  
REMUNERATION COMMITTEE AND  
MEMBER OF AUDIT COMMITTEE  
AND  
CHANGE OF AUDITOR**

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 of the Company with effect from 7 March 2017:

- (i) Professor Ng Ka Ming (“**Prof. Ng**”) has resigned as an independent non-executive Director and chairman of remuneration committee and nomination committee and member of audit committee of the Company;
- (ii) Mr. Tam Kin Yip (“**Mr. Tam**”) has been appointed as an independent non-executive Director and chairman of remuneration committee and nomination committee and member of audit committee of the Company; and
- (iii) CCIF CPA Limited (“**CCIF**”) has resigned as the auditor of the Company and Crowe Horwath (HK) CPA Limited (“**Crowe Horwath (HK)**”) has been appointed as the auditor of the Company.

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

The Board announces that Prof. Ng has tendered his resignation as an independent non-executive Director, the chairman of nomination committee and remuneration committee and member of audit committee of the Company with effect from 7 March 2017 due to his focus on other commitments. Prof. Ng 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 Prof. Ng for his valuable contributions to the Company during his tenure of service.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF NOMINATION COMMITTEE AND REMUNERATION COMMITTEE AND MEMBER OF AUDIT COMMITTEE**

The Board is pleased to announce that Mr. Tam has been appointed as an independent non-executive Director, the chairman of nomination committee and remuneration committee and member of audit committee of the Company with effect from 7 March 2017.

Mr. Tam, aged 42, is a practicing Barrister-At-Law in Hong Kong and has over 13 years' experience in litigation. Mr. Tam served as an independent non-executive director of Zhi Cheng Holdings Limited (Stock Code: 8130), from 16 February 2012 to 3 July 2015. Mr. Tam served as an independent non-executive director of China Solar Energy Holdings Limited (Stock Code: 155) from 21 October 2014 to 15 May 2015. Mr. Tam also served as an independent non-executive director of Gold Tat Group International Limited (Stock Code: 8266), from 3 March 2015 to 1 March 2016.

As at the date of this announcement, Mr. Tam 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. Tam has confirmed that he meets the independence criteria pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

Save as disclosed above, Mr. Tam 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. Tam 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. Tam is entitled to a remuneration package comprising a fixed director's fee of HK\$240,000 per annum and is eligible for participating in the share option scheme of the Company. The director's fee for Mr. Tam 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. Tam'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. Tam's appointment, and there is no other information to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Mr. Tam.

## **CHANGE OF AUDITOR**

This announcement is made by the Company pursuant to Rule 13.51(4) of the Listing Rules.

The Board of the Company hereby announced that CCIF resigned as the auditor of the Company on 7 March 2017 and the Board has appointed Crowe Horwath (HK) as the auditor of the Company with effect from 7 March 2017 to fill the casual vacancy following the resignation of CCIF. Crowe Horwath (HK) shall hold office until the conclusion of the next annual general meeting of the Company.

The reason for the change of the auditor of the Company is that CCIF has merged its business with PCP CPA Limited to form a new company operated under the name of Crowe Horwath (HK), the Board considers that it is in the best interests of the Company and the shareholders of the Company as a whole if the auditor is able to continue to serve the Company under the more internationally renowned name of Crowe Horwath (HK), a member firm in Hong Kong of Crowe Horwath International. CCIF confirmed that there is no matter connected with its resignation which it considers that need to be brought to the attention of the shareholders or creditors of the Company.

The Board and the audit committee of the Company confirm that there is no other matters or circumstances in respect of the change of auditor that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its gratitude to CCIF for its professional services rendered to the Group in the past.

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

Hong Kong, 7 March 2017

*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 Ms. Szeto Wai Ling, Virginia, Mr. Leung Winson Kwan Yau and Mr. Tam Kin Yip.*