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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)

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

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 appointment Directors of the Company with effect from 11 September 2017:

- (i) Mr. So Kevin Hoi Chak (“**Mr. So**”) has been appointed as an executive Director of the Company; and
- (ii) Mr. Leung Man Loon (“**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.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. So has been appointed as an executive Director of the Company with effect from 11 September 2017.

Mr. So

Mr. So, aged 40, has over 15 years of corporate finance experience in Hong Kong. During his corporate finance career, he has advised on various mergers and acquisitions, general offers, notifiable and/or connected transactions and initial public offers. Prior to joining the Company, he was employed as a senior vice president of a financial services firm in Hong Kong and was licensed as a responsible officer and representative in respect of the firm's type 6 (advising on corporate finance) and type 9 (asset management) regulated activities respectively under the Securities and Futures Ordinance (the "**SFO**") (Cap. 571 of the laws of Hong Kong). Mr. So has completed a Bachelor of Arts degree from the University of Toronto with a major in Economics. Mr. So is a member of the Hong Kong Securities and Investment Institute. Mr. So will be primarily responsible for the corporate finance matters of the Group.

As at the date of this announcement, Mr. So 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 SFO.

Save as disclosed above, Mr. So 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. So has entered into a service contract with the Company for a term of three years with effect from this 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. So 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. So 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. So's appointment as 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. So'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 ("**Listing Rules**") of The Stock Exchange of Hong Kong Limited ("**Stock Exchange**").

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

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 11 September 2017.

Mr. Leung, aged 40, is currently working in BOC Group Life Assurance Company Limited. Mr. Leung has extensive experience focusing in Life insurance and banking industries. Mr. Leung obtained a degree of Bachelor of Arts in Finance Services from Edinburgh Napier University in United Kingdom. Mr. Leung has been a Certified Financial Planner^{CM} (CFP^{CM}) since 2010 and designated a Fellow, Life Management Institute from Life Office Management Association since 2006.

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\$240,000 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. Leung's appointment, and there is no other information to be disclosed pursuant to Rules 13.51(2)(h) to (v) on the Listing Rules on Stock Exchange.

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

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

Hong Kong, 11 September 2017

As at the date of this announcement, the executive directors of the Company are Mr. CHAN Yan Tak, Mr. LEE Chi Hang, Sidney, Mr. WONG Ping Yiu, Mr. WANG Xihua, Mr. Lai Wei Lam, William, and Mr. So Kevin Hoi Chak; and the independent non-executive directors of the Company are Ms. Szeto Wai Ling, Virginia, Mr. Leung Winson Kwan Yau, Mr. Tam Kin Yip and Mr. Leung Man Loon.