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My Heart Bodibra Group Limited

心心芭迪貝伊集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8297)

**(1) APPOINTMENT AND RESIGNATION OF DIRECTORS;
(2) CHANGE OF COMPOSITION OF BOARD COMMITTEES AND
COMPLIANCE OFFICER;
(3) COMPLIANCE OF RULE 5.05(1) AND 5.28 OF THE GEM LISTING RULES;
AND
(4) CONTINUED SUSPENSION OF TRADING**

The board (the “**Board**”) of directors (the “**Directors**”) of My Heart Bodibra Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that with effect from 29 December 2017:

- (1) Mr. Fok Wai Hung (“**Mr. Fok**”) has been appointed as an executive Director and a member of each of the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Board and compliance officer of the Company;
- (2) Mr. Lam Ka Yuen (“**Mr. Lam**”) has been appointed as an executive Director;
- (3) Mr. Yeung Man Sun (“**Mr. Yeung**”) has been appointed as an independent non-executive Director, chairman of each of the audit committee (the “**Audit Committee**”) of the Board and the Remuneration Committee and a member of the Nomination Committee;
- (4) Mr. Lam Tat Fung (“**Mr. TF Lam**”) has been appointed as an independent non-executive Director, a member of each of the Audit Committee and the Remuneration Committee and chairman of the Nomination Committee;
- (5) Mr. Ong King Keung (“**Mr. Ong**”) has been appointed as an independent non-executive Director and a member of the Audit Committee;
- (6) Mr. Chan Lin So Alan (“**Mr. Chan**”) has resigned as a member of the Remuneration Committee and chairman of the Nomination Committee and compliance officer of the Company but remain as an executive Director and chairman of the Board;
- (7) Mr. Wong Tin King, Richard (“**Mr. Wong**”) has resigned as an independent non-executive Director, chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee in order to devote more time to other business commitments; and

- (8) Mr. Li Fu Yeung (“**Mr. Li**”) has resigned as an independent non-executive Director, chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee in order to devote more time to other business commitments.

Both Mr. Wong and Mr. Li have confirmed that they have no disagreement with the Board and there is no matter in relation to their resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or the shareholders of the Company.

The Board would like to thank Mr. Wong and Mr. Li for their contribution to the Company during their tenure.

Set out below are the biographical details of Mr. Fok, Mr. Lam, Mr. Yeung, Mr. TF Lam and Mr. Ong:

EXECUTIVE DIRECTORS

Mr. Fok

Mr. Fok, aged 40, is currently the company secretary and financial controller of the Group and a director of certain subsidiaries of the Company. Mr. Fok is responsible for the overall financial management and reporting and company secretarial matters of the Group. He joined the Group in December 2014 as finance manager of My Heart Lingerie Limited, an indirect wholly-owned subsidiary of the Company.

Mr. Fok has about 10 years of experience in auditing, accounting and financial management. Prior to joining the Group, Mr. Fok worked in various accounting firms and has served as finance manager of China Renji Medical Group Limited (currently known as China Wah Yan Healthcare Limited) (stock code: 648, the shares of which are listed on the main board of the Stock Exchange) from June 2011 to June 2013.

Mr. Fok obtained a bachelor’s degree of commerce from the Hong Kong Shue Yan University in October 2009. He was admitted as a member of the Association of Chartered Certified Accountants in January 2016 and qualified as a certified public accountant of Hong Kong Institute of Certified Public Accountants in May 2017.

In accordance with the letter of appointment made between Mr. Fok and the Company, Mr. Fok has been appointed as an executive Director for an initial fixed term of one year commencing from 29 December 2017 unless terminated by at least one month’s notice in writing served by either party on the other and is subject to retirement and re-election in accordance with the articles of association of the Company (the “**Articles**”). Pursuant to the letter of appointment, Mr. Fok is entitled to a director’s fee of HK\$50,000 per month, which is determined by the Board, under the recommendation from the Remuneration Committee, with reference to his job complexity, workload, duties and responsibilities within the Company.

Mr. Lam

Mr. Lam, aged 35, is the head of plant of the Group. Mr. Lam joined the Group in October 2006 and was promoted to operation supervisor of warehouse and production of My Heart Factory Limited, an indirect wholly-owned subsidiary of the Company, since March 2012. Mr. Lam has about 10 years of experience in the lingerie production management and is responsible for overseeing and managing the operation of the production plants of the Group in the People's Republic of China and Hong Kong.

In accordance with the letter of appointment made between Mr. Lam and the Company, Mr. Lam has been appointed as an executive Director for an initial fixed term of one year commencing from 29 December 2017 unless terminated by at least one month's notice in writing served by either party on the other and is subject to retirement and re-election in accordance with the Articles. Pursuant to the letter of appointment, Mr. Lam is entitled to a director's fee of HK\$45,000 per month, which is determined by the Board, with the recommendation from the Remuneration Committee, with reference to his job complexity, workload, duties and responsibilities within the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yeung

Mr. Yeung, aged 37, obtained a bachelor degree in accountancy from the City University of Hong Kong and a master degree in corporate finance from the Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants, associate member of both the Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries. Mr. Yeung has over 12 years of experience in accounting, auditing and finance industry. He is currently a chief financial controller of a company which is principally engaged in developing and marketing biotechnologically developed pharmaceutical drugs.

In accordance with the letter of appointment made between Mr. Yeung and the Company, Mr. Yeung has been appointed as an independent non-executive Director for an initial fixed term of one year commencing from 29 December 2017 unless terminated by at least one month's notice in writing served by either party on the other and is subject to retirement and re-election in accordance with the Articles. Pursuant to the letter of appointment, Mr. Yeung is entitled to a monthly salary of HK\$10,000, which is determined by the Board, under the recommendation from the Remuneration Committee, with reference to his background, qualification, experience, duties and responsibilities within the Company and the prevailing market conditions.

Mr. TF Lam

Mr. TF Lam, aged 37, obtained a master of business administration from the University of Wales. He is a certified management accountant of the Institute of Certified Management Accountants of Australia, a member of the Institute of Public Accountants of Australia and an associate member of Institute of Financial Accountants of the United Kingdom. Mr. TF Lam has over 10 years of experience in marketing business and is currently a director of finance and administration of a company based in the United States of America that has a business of direct selling and distributing of natural products and cosmetics.

In accordance with the letter of appointment made between Mr. TF Lam and the Company, Mr. TF Lam has been appointed as an independent non-executive Director for an initial fixed term of one year commencing from 29 December 2017 unless terminated by at least one month's notice in writing served by either party on the other and is subject to retirement and re-election in accordance with the Articles. Pursuant to the letter of appointment, Mr. TF Lam is entitled to a monthly salary of HK\$10,000, which is determined by the Board, under the recommendation from the Remuneration Committee, with reference to his background, qualification, experience, duties and responsibilities within the Company and the prevailing market conditions.

Mr. Ong

Mr. Ong, aged 41, obtained a bachelor degree in accountancy from the Hong Kong Polytechnic University and a master degree in corporate finance from the City University of Hong Kong. He is a member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He is currently a director of a professional audit firm in Hong Kong. He has over 15 years of experience in auditing and accounting industry.

Mr. Ong is an independent non-executive director of China Water Affairs Group Limited (stock code: 855), Tech Pro Technology Development Limited (stock code: 3823) and Risecomm Group Holdings Limited (stock code: 1679) respectively, their respective shares of which are listed on the main board of the Stock Exchange. Mr. Ong is also an independent non-executive director of Bingo Group Holdings Limited (stock code: 8220), the shares of which are listed on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange. Mr. Ong had also been an independent non-executive director of Deson Construction International Holdings Limited (stock code: 8268), the shares of which are listed on the GEM of the Stock Exchange, since December 2014 and has been subsequently re-designated as a non-executive director since December 2015. Mr. Ong was an independent non-executive director of Koala Financial Group Limited (formerly Sunrise (China) Technology Group Limited) (stock code: 8226) for the period from February 2017 to September 2017 and China Candy Holdings Limited (stock code: 8182) for the period from February 2016 to September 2017 respectively, the shares of which are listed on the GEM of the Stock Exchange.

In accordance with the letter of appointment made between Mr. Ong and the Company, Mr. Ong has been appointed as an independent non-executive Director for an initial fixed term of one year commencing from 29 December 2017 unless terminated by at least one month's notice in writing served by either party on the other and is subject to retirement and re-election in accordance with the Articles. Pursuant to the letter of appointment, Mr. Ong is entitled to a monthly salary of HK\$10,000, which is determined by the Board, under the recommendation from the Remuneration Committee, with reference to his background, qualification, experience, duties and responsibilities within the Company and the prevailing market conditions.

Save as disclosed above, as at the date of this announcement, each of Mr. Fok, Mr. Lam, Mr. Yeung, Mr. TF Lam and Mr. Ong (each a “**New Director**”):

- (i) has not held any other major appointments and qualifications or directorships in other listed company in the last three years;

- (ii) does not have any relationship with any Director, senior management, substantial or controlling shareholders (having the meaning ascribed to them in the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”)) of the Company;
- (iii) does not hold other positions with the Company or other members of the Group; and
- (iv) is not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the appointment of each of the New Director that need to be brought to the attention of the Stock Exchange or the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr. Fok, Mr. Lam, Mr. Yeung, Mr. TF Lam and Mr. Ong in joining the Board.

CHANGE OF COMPLIANCE OFFICER

The Board announces that Mr. Chan has ceased to be the compliance officer of the Company with effect from 29 December 2017 in order to spend more time in overseeing the operations of the Group. Mr. Fok has been appointed as the compliance officer of the Company for the purpose of Rule 5.19 of the GEM Listing Rules with effect from 29 December 2017 in place of Mr. Chan.

COMPLIANCE OF RULES 5.05(1) AND 5.28 OF THE GEM LISTING RULES

Following the abovementioned changes, the Board comprises three executive Directors and three independent non-executive Directors. As a result, the composition of the Board and the Audit Committee meet with the requirements under Rules 5.05(1) and 5.28 of the GEM Listing Rules.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading of shares in the Company was halted with effect from 9:42 a.m. on 3 October 2017. Trading in the shares of the Company on the Stock Exchange will remain suspended pending the release of a clarification announcement on articles in Next Magazine and EastWeek, which constitutes inside information to the Company. Further announcements will be made as and when appropriate.

By order of the Board
My Heart Bodibra Group Limited
Chan Lin So Alan
Chairman and Executive Director

Hong Kong, 29 December 2017

As at the date of this announcement, the executive Directors are Mr. Chan Lin So Alan, Mr. Fok Wai Hung and Mr. Lam Ka Yuen; and the independent non-executive Directors are Mr. Yeung Man Sun, Mr. Lam Tat Fung and Mr. Ong King Keung.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and will also be published on the Company’s website at www.bodibra.com.