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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) RE-DESIGNATION OF DIRECTOR;**
- (2) APPOINTMENT AND RESIGNATION OF DIRECTORS;**
- (3) CHANGE OF COMPOSITION OF BOARD COMMITTEES
AND COMPLIANCE OFFICER;**
- (4) CHANGE OF AUTHORISED REPRESENTATIVE; AND**
- (5) 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 6 February 2018:

- (1) Mr. Yeung Man Sun (“**Mr. Yeung**”) has been re-designated as an executive Director, appointed as compliance officer of the Company and ceased to be the chairman of each of the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) and a member of the nomination committee (the “**Nomination Committee**”) of the Board;
- (2) Ms. Luk Mo Yan (“**Ms. Luk**”) has been appointed as an executive Director;
- (3) Mr. Cai Chun Fai (“**Mr. Cai**”) has been appointed as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee; and
- (4) Mr. Lam Tat Fung, an independent non-executive Director, has been appointed as chairman of each of the Audit Committee and the Remuneration Committee.

Set out below are the biographical details of Mr. Yeung, Ms. Luk and Mr. Cai:

EXECUTIVE DIRECTORS

Mr. Yeung

Mr. Yeung, aged 37, appointed as an independent non-executive Director in December 2017 and re-designated as an executive Director on 6 February 2018. After the re-designation of his position from independent non-executive Director to executive Director, Mr. Yeung will focus on matters relating to the overall internal control and corporate governance of the Group. Mr. Yeung obtained a bachelor degree in accountancy from the City University of Hong Kong and a master degree in corporate governance 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.

In accordance with the letter of appointment made between Mr. Yeung and the Company, Mr. Yeung has been re-designated as an executive Director for an initial fixed term of one year commencing from 6 February 2018 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. Yeung 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.

Ms. Luk

Ms. Luk, aged 48, is currently the head of human resources, administration and operation of the Group. Ms. Luk joined the Group in May 2008 as a personal assistant in My Heart Lingerie Limited and was promoted to senior officer of human resources and administration in 2010. Ms. Luk is responsible for the human resources and administrative management of the Group. Ms. Luk has over 20 years of experience in retail and general business administration.

In accordance with the letter of appointment made between Ms. Luk and the Company, Ms. Luk has been appointed as an executive Director for an initial fixed term of one year commencing from 6 February 2018 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, Ms. Luk 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 her job complexity, workload, duties and responsibilities within the Company.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Cai

Mr. Cai, aged 36, is the chief operation officer of Well Link Securities Limited a licensed corporation under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**") to carry on the regulated activities of dealing in securities and dealing in futures contracts. Mr. Cai is also the company secretary and chief operation officer of Hui's Finance Group Holdings Limited, a company principally carries on the business of money lending through its subsidiary. Mr. Cai was the company secretary of China Fortune Financial Group Limited, a company listed on the main board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (stock code: 290) from February 2012 to April 2014. Mr. Cai holds the degree of Bachelor of Arts in Accountancy from the Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Cai has over ten years' experience in auditing, accounting and financial management. Mr. Cai is an independent non-executive director of Royal Catering Group

Holdings Company Limited (stock code: 8300) and Inno-Tech Holdings Limited (stock code: 8202), both the shares of which are listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange.

Mr. Cai was a director of Acton Idea Marketing Services Limited, a company incorporated under the laws of Hong Kong and engaged in the business of provisions of marketing services. Acton Idea Marketing Services Limited was dissolved by striking off on 13 February 2009 after it ceased its operation in 2004. Mr. Cai confirms that Acton Idea Marketing Services Limited had no external creditor when it was struck off and that there was no wrongful act on his part leading to the above dissolution. Mr. Cai is not aware of any actual or potential claim that has been or will be made against him as a result of such dissolution by way of striking off.

In accordance with the letter of appointment made between Mr. Cai and the Company, Mr. Cai has been appointed as an independent non-executive Director for an initial fixed term of one year commencing from 6 February 2018 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. Cai 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. Yeung, Ms. Luk and Mr. Cai:

- (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 SFO.

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 re-designation of Mr. Yeung and the appointment of each of Ms. Luk and Mr. Cai 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 Ms. Luk and Mr. Cai in joining the Board.

RESIGNATION OF DIRECTOR

The Board also announces that Mr. Chan Lin So Alan (“**Mr. Chan**”) has tendered his resignation as the executive Director, chairman of the Board and an authorised representative (the “**Authorised Representative**”) under Rule 5.24 of the GEM Listing Rules and Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) with effect from 6 February 2018 as he would like to devote more time on his other commitments. Mr. Chan will continue to act as an advisor to the Group in relation to the business development and marketing activities of the Group.

Mr. Chan has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the Stock Exchange or the shareholders of the Company.

The Board would like to thank Mr. Chan for his contribution to the Company during his tenure of office.

CHANGE OF COMPLIANCE OFFICER

The Board announces that Mr. Fok Wai Hung (“**Mr. Fok**”), an executive Director, has ceased to be the compliance officer of the Company with effect from 6 February 2018 in order to devote more time in overseeing the operations of the Group. Mr. Yeung 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 6 February 2018 in place of Mr. Fok.

CHANGE OF AUTHORISED REPRESENTATIVE

The Board also announces that subsequent to the resignation of Mr. Chan, Mr. Yeung has been appointed as the Authorised Representative in place of Mr. Chan with effect from 6 February 2018.

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
Fok Wai Hung
Executive Director

Hong Kong, 6 February 2018

As at the date of this announcement, the executive Directors are Mr. Fok Wai Hung, Mr. Lam Ka Yuen, Mr. Yeung Man Sun and Ms. Luk Mo Yan; and the independent non-executive Directors are Mr. Lam Tat Fung, Mr. Ong King Keung and Mr. Cai Chun Fai.

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.