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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) CHANGE OF DIRECTORS AND COMPOSITION OF BOARD COMMITTEES AND (2) CHANGE OF AUTHORISED REPRESENTATIVES AND COMPLIANCE OFFICER

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 11 December 2018:

CHANGE OF DIRECTORS AND COMPOSITION OF BOARD COMMITTEES

- (1) Mr. Lam Tat Fung (“**Mr. Lam**”) has resigned as an independent non-executive Director, chairman of each of the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Board in order to devote more time to other business commitments;
- (2) Mr. Yeung Man Sun (“**Mr. Yeung**”) has resigned as an executive Director, authorised representative of the Company (the “**Authorised Representative**”) under Rule 5.24 of the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and compliance officer of the Company (the “**Compliance Officer**”) for the purpose of Rule 5.19 of the GEM Listing Rules in order to devote more time to other business commitments;
- (3) Mr. Fok Wai Hung (“**Mr. Fok**”) has resigned as an executive Director, Authorised Representative and a member of each of the Remuneration Committee and Nomination Committee but remain as financial controller of the Group in order to devote more time to support and in overseeing the finance function of the Group;
- (4) Mr. Tam Chak Chi (“**Mr. Tam**”) has been appointed as an executive Director and a member of each of the Remuneration Committee and the Nomination Committee;
- (5) Mr. Ng Chi Ho Dennis (“**Mr. Ng**”) has been appointed as a non-executive Director;

- (6) Ms. Chan Ka Ming (“**Ms. Chan**”) has been appointed as an independent non-executive Director, a member of the Audit Committee and chairman of each of the Remuneration Committee and the Nomination Committee; and
- (7) Mr. Cai Chun Fai, independent non-executive Director, has been appointed as chairman of the Audit Committee.

Each of Mr. Lam, Mr. Yeung and Mr. Fok have confirmed that they have no disagreement with the Board and there is no matter in relation to their resignation that need to be brought to the attention of the Stock Exchange or the shareholders of the Company.

The Board would like to thank Mr. Lam, Mr. Yeung and Mr. Fok for their contribution to the Company during their tenure of office.

Set out below are the biographical details of Mr. Tam, Mr. Ng and Ms. Chan:

Executive Director

Mr. Tam, aged 41, holds a bachelor’s degree of commerce from the University of Toronto. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Taxation Institute of Hong Kong and a member of each of the American Institute of Certified Public Accountants and the Chartered Global Management Accountant. Mr. Tam has more than 15 years of experience in providing accounting, auditing and financial services and has served various senior positions at various private and listed companies. He was previously an independent non-executive director of Newtree Group Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 1323) and the chief financial officer and company secretary of a company listed on the GEM of the Stock Exchange (the “**GEM**”). Further, he is currently an independent non-executive director of Wealth Glory Holdings Limited (stock code: 8269) and AL Group Limited (stock code: 8360), their respective shares are listed on the GEM and a financial consultant of various private companies.

In accordance with the letter of appointment made between Mr. Tam and the Company, Mr. Tam has been appointed as an executive Director for an initial fixed term of one year commencing from 11 December 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. Tam is entitled to a director’s fee of HK\$35,000 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.

Non-executive Director

Mr. Ng, aged 60, holds a Bachelor of Commerce degree from The University of New South Wales, Australia and is a chartered accountant of The Chartered Accountants Australia and New Zealand and a fellow member of the Hong Kong Institute of Certified Public Accountants. He is also a practising certified public accountant and has extensive experience in auditing, accounting, financial management and corporate affairs. Mr. Ng is currently the company secretary of MEIGU Technology Holding Group Limited (stock code: 8349), and

an independent non-executive director of Kirin Group Holdings Limited (stock code: 8109) and Media Asia Group Holdings Limited (stock code: 8075), their respective shares are listed on the GEM. He is also an independent non-executive director of China City Infrastructure Group Limited (stock code: 2349), the shares of which are listed on the main board of the Stock Exchange. Mr. Ng was an independent non-executive director of Sunrise (China) Technology Group Limited (now known as Koala Financial Group Limited) (stock code: 8226) from June 2014 to May 2015 and was the company secretary of Celebrate International Holdings Limited (stock code: 8212) from July 2014 to February 2018, their respective shares are listed on the GEM.

In accordance with the letter of appointment made between Mr. Ng and the Company, Mr. Ng has been appointed as a non-executive Director for an initial fixed term of one year commencing from 11 December 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. Ng is entitled to a monthly salary of HK\$65,000, 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.

Independent non-executive Director

Ms. Chan, aged 41, holds a bachelor's degree in Manufacturing Engineering from City University of Hong Kong. She has over 18 years of experience in leading and managing public relations and marketing projects for beauty and luxurious brands. She is a founder of a private company with principal business of digital marketing and is an assistant marketing director of a marketing and management consultants company.

In accordance with the letter of appointment made between Ms. Chan and the Company, Ms. Chan has been appointed as an independent non-executive Director for an initial fixed term of one year commencing from 11 December 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. Chan 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 her 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. Tam, Mr. Ng and Ms. Chan: (i) has not held any other major appointments and professional qualifications or directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this announcement; (ii) does not have any relationship with any Director, senior management, substantial or controlling shareholders (having the meaning ascribed to them in 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 Mr. Tam, Mr. Ng and Ms. Chan 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. Tam, Mr. Ng and Ms. Chan in joining the Board.

CHANGE OF AUTHORISED REPRESENTATIVES AND COMPLIANCE OFFICER

Subsequent to the resignation of Mr. Yeung and Mr. Fok, (i) Mr. Wong Wai Kit, executive Director, and Mr. Tam have been appointed as the Authorised Representatives and (ii) Mr. Tam has also been appointed as the Compliance Officer in place of Mr. Yeung.

By order of the Board
My Heart Bodibra Group Limited
Wong Wai Kit
Executive Director

Hong Kong, 12 December 2018

As at the date of this announcement (taking into account the changes herein), the executive Directors are Mr. Tam Chak Chi and Mr. Wong Wai Kit; the non-executive Director is Mr. Ng Chi Ho Dennis; and the independent non-executive Directors are Mr. Cai Chun Fai, Ms. Chan Ka Ming 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.