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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)

ANNOUNCEMENT

(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES

(3) CONTINUED SUSPENSION OF TRADING

The Board announces that Ms. Chow has resigned as an INED of the Company, chairman of the Nomination Committee, member of the Audit Committee and member of the Remuneration Committee with effect from 6 November 2017.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of My Heart Bodibra Group Limited (the “**Company**”) announces that Ms. Chow Ting Hei Haily Josephine (“**Ms. Chow**”) has resigned as an independent non-executive director (“**INED**”) of the Company, chairman of the nomination committee of the Company (the “**Nomination Committee**”), member of the audit committee of the Company (the “**Audit Committee**”) and member of the remuneration committee of the Company (the “**Remuneration Committee**”) with effect from 6 November 2017. Ms. Chow would like to spend more time to handle her personal affairs.

Ms. Chow indicated that she has disagreement with the Board on issues regarding (i) the removal of Mr. Yiu Koon Pong (“**Mr. Yiu**”) as an executive director of the Company on 27 October 2017 and (ii) the independence of the other two INEDs, namely, Mr. Wong Tin King Richard (“**Mr. Wong**”) and Mr. Li Fu Yeung (“**Mr. Li**”).

Save as disclosed above, there is no any other matters regarding the resignation of Ms. Chow that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board, however, having made reasonable enquiries and to the best of its knowledge, information and belief, confirms that Mr. Wong and Mr. Li are independent under Rule 5.09 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange (the “**GEM Listing Rules**”).

In relation to Mr. Yiu's removal, as advised by the Cayman Islands lawyer of the Company, Mr. Yiu was removed by the Board pursuant to Article 105(h) of the Company's amended and restated articles of association. Please refer to the announcement issued by the Company on 30 October 2017.

Insufficient Number of INEDs

Following the resignation of Ms. Chow, the Board would have two INEDs only, as such the number of which falls below the minimum number of the three (3) INEDs pursuant to Rule 5.05(1) of the GEM Listing Rules.

The Company is in the process of identifying and shall appoint a suitable candidate to fill up the vacancy of an INED as a result of Ms. Chow's resignation as soon as practicable and in any event within three (3) months from the date of Ms. Chow's resignation pursuant to Rule 5.06 of the GEM Listing Rules.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces the following changes in the composition of the Board committees, all with effect from 6 November 2017:

- (1) Ms. Chow ceased to hold any position in the Company;
- (2) Mr. Chan Lin So Alan, an executive director of the Company, has been appointed as member of the Remuneration Committee and the chairman of the Nomination Committee; and
- (3) Mr. Li has been appointed as member of the Remuneration Committee.

In addition, the Audit Committee comprises of Mr. Wong and Mr. Li only which fails to meet the requirement as set out in Rule 5.28 of the GEM Listing Rules. The Board will appoint an appropriate person to fill the vacancy in the Audit Committee as soon as practicable and in any event within three (3) months from the date of Ms. Chow's resignation pursuant to Rule 5.33 of the GEM Listing Rules.

An updated list of Directors and their role and function including the composition of each of the committees of the Board is also made available on the websites of the Stock Exchange and the Company on the date of this announcement.

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, 6 November 2017

As at the date of this announcement, the executive director is Mr. Chan Lin So Alan; and the independent non-executive directors are Mr. Wong Tin King Richard and Mr. Li Fu Yeung. The content of this announcement was approved by all the directors of the Company.

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. This announcement will also be published on the Company’s website at www.bodibra.com.