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RCG

RCG Holdings Limited

宏霸數碼集團（控股）有限公司*

(a company incorporated in Bermuda with limited liability)

(Stock Code: HKSE: 802)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS,
AND
CHANGE OF COMPOSITION OF AUDIT COMMITTEE,
REMUNERATION COMMITTEE AND NOMINATION COMMITTEE**

The Board announces that :-

- (a) Mr. Tse Chin Pang has been appointed as independent non-executive director of the Company and the chairman of the remuneration committee of the Company and a member of the audit committee and nomination committee of the Company with effect from 1st July 2015.
- (b) Mr. Zeng Min has resigned as independent non-executive director of the Company and ceased to be the chairman of the remuneration committee of the Company, a member of audit committee and nomination committee of the Company with effect from 30th June 2015.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “Directors”) (the “Board”) of RCG Holdings Limited (HKSE: 802), (the “Company” or “RCG” and together with its subsidiaries, the “Group”) is pleased to announce that Mr. Tse Chin Pang has been appointed as independent non-executive director of the Company with effect from 1st July 2015.

The Board further announces that with effect from 1st July 2015, Mr. Tse Chin Pang has also been appointed as the chairman of the remuneration committee of the Company and a member of the audit committee and nomination committee of the Company.

* For purpose of identification only

Mr. Tse Chin Pang

Mr. Tse Chin Pang (“**Mr. Tse**”), aged 34, is currently a director of an investment company in the PRC. Mr. Tse graduated from Guangzhou Jinan University in 2006 with a Bachelor’s Degree in Economics. He holds management positions in several investment companies since 2010 and has extensive experience in investment management and corporate management.

Mr. Tse was a director of Globe Capital Limited (previously name as Ford Eagle Group Limited) from 13 March 2013 to 4 June 2013, shares of which are listed on the ICAP Securities & Derivatives Exchange in London.

Save as disclosed above, Mr. Tse has not previously held any position with the Company or any of its subsidiaries, and has not been a director in any other listed public companies in the last three years.

As at the date of this announcement, Mr. Tse does not have any interests or short positions in the Company’s shares within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Tse does not have any relationship with any current or former director, senior management, or substantial or controlling shareholders of the Company.

Mr. Tse has entered into a service agreement with the Company on 1st July 2015 with a fixed term of one year of service of the Company. Mr. Tse shall hold office until the next general meeting of the Company and shall be eligible for re-election at the Company’s next annual general meeting and retirement by rotation at least once every three years in accordance with the Company’s bye-laws. Mr. Tse will be entitled to a director’s remuneration (including a director’s fee) to be determined by the Board, which is with reference to his duties and responsibilities in the Company and the prevailing market conditions.

Save as disclosed above, the Board is not aware of any other matter in relation to the appointment of Mr. Tse that needs to be brought to the attention of the shareholders of the Company or any information about Mr. Tse required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board is delighted to welcome Mr. Tse to the Board of RCG.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Zeng Min (“**Mr. Zeng**”) has resigned as independent non-executive director of the Company with effect from 30th June 2015, due to other business commitments. Upon his resignation, he has ceased to be the chairman of the remuneration committee, a member of the audit committee and also nomination committee of the Company.

Mr. Zeng has confirmed that he has no disagreement with the Board and there is no further information in relation to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Zeng for his valuable contribution to the Company during his tenure of office.

By Order of the Board of
RCG Holdings Limited
Li Jinglong
Executive Director

Hong Kong, 1st July 2015

As at the date of this announcement, the Board comprises the following directors:

Executive Directors:

Li Jinglong
Zhang Ligong
Wang Zhongling

Independent Non-executive Directors:

Liu Wen
Kwan King Wah
Tse Chin Pang