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**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; AIM: RCG)**

**RE-DESIGNATION OF EXISTING DIRECTORS AND APPOINTMENT OF A  
NEW DIRECTOR**

Re-designations and new appointments are made with a view to further strengthen the independence of the Board, and to enhance strategic management and corporate governance of the Company as it enters a new phase of growth in 2010 and beyond.

The following changes to the Board have been made with immediate effect:-

- (a) General Dato' Seri Mohd Azumi, an independent non-executive Director, has been appointed as the deputy chairman and re-designated as a non-executive Director;
- (b) Dato' Lee Boon Han, deputy chief executive officer, has been promoted to chief executive officer of the Company;
- (c) Mr. Raymond Chu, chairman and chief executive officer, has stepped down as chief executive officer but remain as the executive chairman;
- (d) Ms. Anita Chau, deputy chairman and chief operating officer, has stepped down from her executive role and has been re-designated as a non-executive Director;
- (e) Mr. Ying Kan Man, an executive Director, has been appointed as the acting chief operating officer of the Company; and
- (f) Mr. Chong Khing Chung, the Group's chief financial officer, has been appointed to the Board as an executive Director.

\* For identification purposes only

The Board is also in search of a new candidate to be appointed as an independent non-executive Director and will make further announcements in due course.

## **RE-DESIGNATION OF EXISTING DIRECTORS AND APPOINTMENT OF A NEW DIRECTOR**

The following changes to the board of directors (“Board”) of RCG Holdings Limited (the “Company” and together with its subsidiaries, the “Group”) have been made with immediate effect:-

- (a) General Dato’ Seri Mohd Azumi, an independent non-executive director of the Company (“Director”), has been appointed as the deputy chairman and re-designated as a non-executive Director;
- (b) Dato’ Lee Boon Han, deputy chief executive officer, has been promoted to chief executive officer of the Company;
- (c) Mr. Raymond Chu Wai Man (“Mr. Raymond Chu”), chairman and chief executive officer, has stepped down as chief executive officer but remain as the executive chairman;
- (d) Ms. Chau Pak Kun (“Ms. Anita Chau”), deputy chairman and chief operating officer, has stepped down from her executive role and has been re-designated as a non-executive Director;
- (e) Mr. Ying Kan Man, an executive Director, has been appointed as the acting chief operating officer of the Company; and
- (f) Mr. Chong Khing Chung, the Group’s chief financial officer, has been appointed to the Board as an executive Director.

Brief details of the relevant people are set out below.

### **Chau Pak Kun**

Ms. Anita Chau, aged 37, was the deputy Chairman and chief operating officer of the Company. She was principally responsible for the management of the Group's business development and operation. She obtained the degree of Bachelor of Social Science at the Chinese University of Hong Kong in 1994. Prior to founding the Group, she held various managerial positions in private firms and has over 12 years of experience in marketing and business management.

Save as disclosed above, Ms. Anita Chau does not and has not held any other directorships in listed public companies in the three years preceding the date of this announcement. Ms. Anita Chau has entered into a service contract with the Company. Her remuneration (including any discretionary bonus) will be reviewed by the remuneration committee at the upcoming committee meeting in April. At the date of this announcement, she is interested in a total of 1,785,855 shares of the Company, and 1,750,000 of which are under options, within the meaning of Part XV of the Securities and Futures Ordinance. She is not related to any Director, senior management or substantial or controlling shareholders of the Company.

***Chong Khing Chung (“Mr. Chong”)***

Mr. Chong, aged 42, is the Group’s chief financial officer. He joined the Group in May 2007 and is responsible for the Group’s financial planning, treasury, corporate finance and company secretarial matters. Prior to joining the Group, Mr. Chong garnered 20 years of experience in accountancy, stockbroking, plantation and electronics industry. He has worked with numerous publicly quoted companies in both Malaysia and Singapore in various capacities, including as chief financial officer, executive director and company secretary. He is currently serving on the Board of Borneo Aqua Harvest Berhad, a company listed on the Bursa Malaysia, as its independent non-executive director and chairman of its audit committee.

Mr. Chong is a Chartered Member of the Malaysian Institute of Accountants and a Certified Practising Accountant of CPA Australia. He is also an accredited company secretary under Section 139A(b) of the Malaysian Companies Act 1965. He obtained his bachelor’s degree in commerce from University of Western Australia in 1990.

Save as disclosed above, Mr. Chong does not and has not held any other directorships in listed public companies in the three years preceding the date of this announcement. Mr. Chong proposes to enter into a service contract with the Company for a term of not more than three years under which he will be entitled to remuneration (including a discretionary bonus) which will be determined by reference to his role and responsibilities in the Group. Mr. Chong is not related to any Director, senior management or substantial or controlling shareholder of the Company. At the date of this announcement, he is interested in options exercisable into 72,500 shares of the Company, within the meaning of Part XV of the Securities and Futures Ordinance.

***General Dato’ Seri Mohd Azumi bin Mohamed (General Dato’ Seri Mohd Azumi)***

General Dato’ Seri Mohd Azumi bin Mohamed, aged 61, was an independent non-executive Director before becoming the non-executive chairman of the Company. He is currently the chairman of the nomination committee of the Company and a member of the remuneration committee and the audit committee of the Company. He joined the private sector following his retirement as Chief of the Malaysian Army after a military career of 37 years. He serves as a director of Atlan Holdings Berhad (a company listed on Bursa Malaysia), Halim Mazmin Berhad (a company listed on Bursa Malaysia) and CBS Technology Berhad (a company listed on Bursa Malaysia). He was as an independent non-executive director of UURG Corporation Limited, a company listed on the HKSE, during the period between 30 August 2008 and 12 January 2010.

Save as disclosed above, General Dato’ Seri Mohd Azumi does not and has not held any other directorships in listed public companies in the three years preceding the date of this announcement. General Dato’ Seri Mohd Azumi does not propose to enter into any service contract with the Company. He is entitled to director fees in the amount of HK\$30,000 per month which is determined by reference to his role and responsibilities in the Group. General Dato’ Seri Mohd Azumi is not related to any Director, senior management or substantial or controlling shareholder of the Company. At the date of this announcement, he is interested in options exercisable into 200,000 shares of the Company, within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with the above appointments and re-designation and there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The Board is also in search of a new candidate to be appointed as an independent non-executive Director and will make further announcements in due course.

The above re-designations and new appointments are made with a view to further strengthen the independence of the Board, and to enhance strategic management and corporate governance of the Company as it enters a new phase of growth in 2010 and beyond. The Board wishes to extend its sincere congratulations to the new appointments of General Dato' Seri Mohd Azumi, Dato' Lee Boon Han, Mr. Ying Kan Man and Mr. Chong Khing Chung and looking forward to the long term relationship ahead.

By order of the Board  
**RCG Holdings Limited**  
**Ying Kan Man**  
Director

Hong Kong, 11 February 2010

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

*Executive Directors*

Raymond Chu Wai Man, Dato' Lee Boon Han, Ying Kan Man, Chong Khing Chung

*Non-executive Directors*

General Dato' Seri Mohd Azumi and Chau Pak Kun

*Independent Non-executive Directors*

Liu Kwok Bond, Jonathan Michael Caplan QC and Li Mow Ming Sonny