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RM GROUP HOLDINGS LIMITED

御藥堂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 932)

INSIDE INFORMATION DISPOSAL OF SHARES BY CONTROLLING SHAREHOLDER

This announcement is made by RM Group Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company has been notified by Able Island Group Limited (the “**Controlling Shareholder**”), the controlling shareholder of the Company wholly owned by Mr. Chan Yan Tak, the chairman and chief executive officer of the Company, that, on 11 August 2016, the Controlling Shareholder has disposed an aggregate of 40,000,000 shares of the Company (the “**Sale Shares**”) through a placing agent pursuant to a placing agreement entered into between the Controlling Shareholder and the placing agent for placing up to 40,000,000 shares of the Company held by the Controlling Shareholder to seven placees, who to the best knowledge, information and belief of the directors of the Company, are independent of and not connected with the Company and its connected persons (as defined in the Listing Rules) and not acting in concert (as defined in the Hong Kong Code on Takeovers and Mergers) with the Controlling Shareholder at the consideration of HK\$1.78 per share (the “**Sales**”).

Immediately before completion of the Sales, the Controlling Shareholder owned a total of 309,100,000 shares of the Company, representing approximately 59.87% of the issued share capital of the Company.

The Sale Shares represent approximately 7.75% of the issued share capital of the Company as at the date of this announcement. Immediately after completion of the Sales, the Controlling Shareholder owns a total of 269,100,000 shares of the Company, representing approximately 52.12% of the issued share capital of the Company.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in shares of the Company.

By Order of the Board
RM Group Holdings Limited
CHAN Yan Tak
Chairman

Hong Kong, 11 August 2016

As at the date of this announcement, the executive directors of the Company are Mr. CHAN Yan Tak, Mr. WONG Mau Tai, Mr. LEE Chi Hang, Sidney, Mr. LIM Ming Shing, Tony and Mr. WONG Ping Yiu; the non-executive director of the Company is Madam TSANG Pui Man; and the independent non-executive directors of the Company are Prof. NG Ka Ming, Mr. CHENG Kwok Kin, Paul and SZETO Wai Ling, Virginia.