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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)**

**CONFIRMATION LETTER CONCERNING  
EXTENSION OF EXCLUSIVITY PERIOD  
IN RELATION TO MEMORANDUM OF UNDERSTANDING  
CONCERNING A POSSIBLE ACQUISITION**

Reference is made to the announcements of RM Group Holdings Limited (the “**Company**”) dated 22 November 2016 (the “**Announcement**”) in relation to, among other things, the MOU.

Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless defined otherwise.

**THE CONFIRMATION LETTER**

As disclosed in the Announcement, the Vendor agreed with the Company that within a period of 1 month from the date of signing of the MOU, the Vendor shall not, initiate, assist, solicit, negotiate, encourage or accept any offer or inquiry from any person (other than as contemplated in the MOU) to purchase any interest in the Target Company, the Target Group and their respective underlying assets. The parties to the MOU may mutually agree in writing to extend the Exclusivity Period.

On 15 December 2016 (after trading hours), the Company and the Vendor executed a confirmation letter to the MOU (the “**Confirmation Letter**”), pursuant to which the Company and the Vendor mutually agreed to extend the Exclusivity Period of 1 month from the date of signing of the MOU to 2 months from the date of signing of the MOU, being 21 January 2017, or such other date as the Company and the Vendor may agree in writing.

## **FURTHER INFORMATION OF THE TARGET COMPANY**

The Target Company, through its subsidiary, is authorised by Guangdong Tengnan Internet Information and Technology Limited\* (廣東騰南網絡信息科技有限公司), a joint venture of Shenzhen Tencent Computer System Company Limited\* (深圳市騰訊計算機系統有限公司) and Guangdong Southern Metropolitan Media Company Limited\* (廣東省南方都市傳媒有限公司), to be the exclusive cooperation partner for advertising business and content operation entity in Hong Kong station for the website gd.qq.com, from the period of 1 November 2016 to 31 December 2019.

Save and except for the above, all other terms and conditions of the MOU shall remain unchanged and continue in full force and effect.

**The Board wishes to emphasize that the Possible Acquisition is subject to, among others, further negotiation entering into of the Formal Agreement and the fulfillment of the relevant conditions precedents of the MOU. At present stage, the terms and conditions of the Formal Agreement are yet to be finalized and agreed between the Purchaser and the Vendor. As such, the Possible Acquisition may or may not proceed. Further announcement(s) in respect of the Possible Acquisition will be made by the Company in the event that any Formal Agreement has been entered into.**

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

Hong Kong, 15 December 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, Mr. WONG Ping Yiu and Mr. WANG Xihua; and the independent non-executive directors of the Company are Prof. NG Ka Ming, Ms. SZETO Wai Ling, Virginia and Mr. LEUNG Winson Kwan Yau.*

\* For identification purpose only