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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**

#### **PROPOSED ISSUE OF CONVERTIBLE BONDS**

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

The Company is negotiating with a placing agent for placing of convertible bonds under general mandate (“**Placing**”) to independent places. The detailed terms and conditions for the Placing is subject to further negotiation and to be agreed and confirmed in the definitive agreement(s) to be entered into by the placing agent and the Company. The Company will make relevant announcement(s), as and when appropriate, concerning the arrangement of the Placing in accordance with the Listing Rules.

The Company is of the view that the Placing will provide the Group with an opportunity to raise funds for financing the possible future investments of the Group and/or the general working capital of the Group which is expected to benefit the Company and the Shareholders as a whole.

**As the proposed Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 18 April 2017

*As at the date of this announcement, the executive directors of the Company are Mr. CHAN Yan Tak, 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 Ms. Szeto Wai Ling, Virginia, Mr. Leung Winson Kwan Yau and Mr. Tam Kin Yip.*