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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, by a placing agreement entered into between the Controlling Shareholder and the placing agents on 26 April 2017 for placing up to 80,000,000 shares of the Company held by the Controlling Shareholder, on 27 and 28 April 2017 the Controlling Shareholder has disposed an aggregate of 78,796,000 shares of the Company (the “**Sale Shares**”) through the placing agents to eight 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 (the “**Sales**”).

Immediately before completion of the Sales, the Controlling Shareholder owned a total of 269,100,000 shares of the Company, representing approximately 50.91% of the issued share capital of the Company.

The Sale Shares represent approximately 14.91% 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 190,304,000 shares of the Company, representing approximately 36.00% 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, 28 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.*