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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)

**SUPPLEMENTAL ANNOUNCEMENT
IN RELATION TO
PLACING OF CONVERTIBLE BONDS UNDER GENERAL MANDATE**

Placing Agent



WEALTH LINK SECURITIES LIMITED

Reference is made to the announcements (the “**Announcements**”) of RM Group Holdings Limited (the “**Company**”) dated 24 April 2017 and 9 May 2017 respectively in relation to the Placing. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

SECOND SUPPLEMENTAL PLACING AGREEMENT

On 31 May 2017, the Company and the Placing Agent entered into a second supplemental placing agreement (the “**Second Supplemental Agreement**”) to amend certain terms of the Placing Agreement (as amended by the Supplemental Agreement).

Pursuant to the Second Supplemental Agreement, the Company and the Placing Agent agreed to extend the Long Stop Date to 30 June 2017, or such other date as may be agreed between the Company and the Placing Agent. The extension of the Long Stop Date is due to the reason that additional time is required for the fulfilment of the conditions precedent.

The Company and the Placing Agent also agreed under the Second Supplemental Agreement that the Placing Agent would not arrange with the Placee(s) to deposit the subscription money in respect of the Convertible Bonds to a designated account of the Placing Agent prior to the completion of the Placing.

It is agreed under the Second Supplemental Agreement that the Placing Agent should on the date of completion of the Placing make or procure the making of payments of the subscription money in respect of the Convertible Bonds to a designated account of the Company with a licensed bank in Hong Kong. Save as mentioned in the above, all other terms of the Placing Agreement (as amended by the Supplemental Agreement) remain in full force and effect.

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

Hong Kong, 31 May 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.