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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**

Reference is made to the announcements (the “**Announcements**”) of RM Group Holdings Limited (the “**Company**”) dated 24 April 2017, 9 May 2017, 31 May 2017 and 30 June 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.

FOURTH SUPPLEMENTAL PLACING AGREEMENT

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

Pursuant to the Fourth Supplemental Agreement, the Company and the Placing Agent agreed to extend the Long Stop Date to 30 September 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.

By order of the Board
RM Group Holdings Limited
Chan Yan Tak
Chairman

Hong Kong, 31 July 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, Mr. WANG Xihua and Mr. LAI Wei Lam, William; 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.