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RM GROUP HOLDINGS LIMITED

御樂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 on 12 September 2017, it has entered into an agreement with Celestial Award Limited (the “**Buyer**”), a company fully controlled by CITIC YBN Capital Limited, to sell not more than HKD50 million in value of shares of the Company held by the Controlling Shareholder to the Buyer. On 13 September 2017, the Controlling Shareholder has disposed 6,912,000 shares of the Company (the “**Sale Shares**”) to the Buyer (the “**Sales**”), who to the best knowledge, information and belief of the directors of the Company, is 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.

Immediately before completion of the Sales, the Controlling Shareholder owned a total of 190,304,000 shares of the Company, representing approximately 36.00% of the issued share capital of the Company.

The Sale Shares represent approximately 1.31% 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 183,392,000 shares of the Company, representing approximately 34.69% 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, 14 September 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. WONG Ping Yiu, Mr. WANG Xihua, Mr. LAI Wei Lam, William and Mr. SO Kevin Hoi Chak; and the independent non-executive directors of the Company are Ms. SZETO Wai Ling, Virginia, Mr. LEUNG Winson Kwan Yau, Mr. TAM Kin Yip and Mr. LEUNG Man Loon.