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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, 9 May 2017, 31 May 2017, 30 June 2017, 31 July 2017 and 22 September 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.

The Company wishes to elaborate on the shareholding structure of the Company pursuant to the Fifth Supplemental Agreement.

EFFECT ON SHAREHOLDING STRUCTURE

The table below sets out, for the purpose of illustration only, the shareholding structure of the Company as at (i) the date of entering into the Fifth Supplemental Agreement on 22 September 2017; (ii) immediately upon full conversion of all the Convertible Bonds within the first anniversary of the date of issue of the Convertible Bonds at the Conversion Price of HK\$4.65 per Conversion Share; and (iii) immediately upon full conversion of all the Convertible Bonds after the first anniversary of the date of issue of the Convertible Bonds at the Conversion Price of HK\$4.00 per Conversion Share.

Shareholders	(i) As at the date of entering into the Fifth Supplemental Agreement on 22 September 2017		(ii) Immediately upon full conversion of all the Convertible Bonds within the first anniversary of the date of their issuance <i>(Notes 2 and 3)</i>		(iii) Immediately upon full conversion of all the Convertible Bonds after the first anniversary of the date of their issuance <i>(Notes 2 and 4)</i>	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>Approximately %</i>	<i>No. of Shares</i>	<i>Approximately %</i>
The Placees	–	–	56,989,247	9.7	66,250,000	11.1
Able Island Group Limited	183,392,000	34.7	183,392,000	31.3	183,392,000	30.8
Other public Shareholders	345,208,000	65.3	345,208,000	59.0	345,208,000	58.1
Total:	<u>528,600,000</u>	<u>100.0</u>	<u>585,589,247</u>	<u>100.0</u>	<u>594,850,000</u>	<u>100.0</u>

Note:

1. Able Island Group Limited, is ultimately beneficially wholly-owned by Mr. Chan Yan Tak.
2. For the purpose of illustration only: (a) the Conversion period of the Convertible Bonds commences after 45 days from the date of issue of the Convertible Bonds; and (b) subject to the conversion restrictions set out in the terms of conditions of the Convertible Bonds.
3. Assuming the Convertible Bonds in the aggregate principal amount of HK\$265 million are fully placed and all the Convertible Bonds are being converted into Conversion Shares within the first anniversary of the issue of the Convertible Bonds at the original Conversion Price of HK\$4.65.
4. Assuming the Convertible Bonds in the aggregate principal amount of HK\$265 million are fully placed and all the Convertible Bonds are being converted into Conversion Shares after the first anniversary of the issue of the Convertible Bonds at the reset Conversion Price of HK\$4.00.

WARNING

Completion of the Placing is subject to the satisfaction of the conditions precedent set out in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 25 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.