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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)**

### **COMPLETION OF PLACING OF CONVERTIBLE BONDS**

**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, 22 September 2017 and 25 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.

### **COMPLETION OF PLACING OF CONVERTIBLE BONDS**

The Board is pleased to announce that all conditions of the Placing have been fulfilled and the completion of the placing of the Convertible Bonds in the aggregate principal amount of HK\$265 million took place on 12 October 2017. The Convertible Bonds, which are convertible into 56,989,247 Conversion Shares at the Conversion Price of HK\$4.65 per Conversion Share if all the Convertible Bonds are being converted into Conversion Shares within the first anniversary of the date of their issuance or are convertible into 66,250,000 Conversion Shares at the Conversion Price of HK\$4.00 per Conversion Share if all the Convertible Bonds are being converted into Conversion Shares after the first anniversary of the date of their issuance, have been successfully placed by the Placing Agent to six Places.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) each of the Placees and, where applicable, their ultimate beneficial owners, is an Independent Third Party; and (ii) none of the Placees will become a substantial Shareholder (within the meaning of the Listing Rules) upon full conversion of all the Convertible Bonds.

The net proceeds from the placing of the Convertible Bonds are approximately HK\$250 million and will be used by the Group as intended and disclosed in the Company's announcement dated 22 September 2017.

## 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 completion of the Placing on 12 October 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 reset Conversion Price of HK\$4.00 per Conversion Share.

	(i) As at the date of completion of the Placing on 12 October 2017		(ii) Immediately upon full conversion of all the Convertible Bonds within the first anniversary of the date of their issuance (Notes 2 and 3)		(iii) Immediately upon full conversion of all the Convertible Bonds after the first anniversary of the date of their issuance (Notes 2 and 4)	
	No. of Shares	%	No. of Shares	Approximately %	No. of Shares	Approximately %
Shareholders						
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
<b>Total:</b>	<b>528,600,000</b>	<b>100.0</b>	<b>585,589,247</b>	<b>100.0</b>	<b>594,850,000</b>	<b>100.0</b>

*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 all the Convertible Bonds in the aggregate principle amount HK\$265 million are being converted into Conversion Shares within the first anniversary of their issuance at the original Conversion Price of HK\$4.65.
4. Assuming no Convertible Bonds are being converted into Conversion Shares within the first anniversary of their issuance and all the Convertible Bonds in the aggregate principle amount HK\$265 million are being converted into Conversion Shares after the first anniversary of the Convertible Bonds at the reset Conversion Price of HK\$4.00.

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

Hong Kong, 12 October 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, Mr. SO Kevin Hoi Chak and Mr. LIAO Zhe; 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.*