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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of RM Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that on 30 October 2017, the Company offered to grant share options (the “**Option(s)**”) to certain eligible participants (the “**Grantee(s)**”), subject to their acceptance, to subscribe for a total of 36,800,000 ordinary shares of HK\$6.80 each of the Company (the “**Share(s)**”), under the share option scheme of the Company effective on 11 October 2013.

Details of the Options granted are as follow:

Date of grant : 30 October 2017
(the “**Date of Grant**”)

Number of Options granted : 36,800,000 Options (each Option shall entitle the holder of the Option to subscribe for one Share)

Exercise price of Options granted : HK\$6.80 per Share

(being the highest of (i) the closing price of HK\$6.80 per Share as quoted in The Stock Exchange of Hong Kong Limited’s (the “**Stock Exchange**”) daily quotations sheet of the Date of Grant; (ii) the average closing price HK\$6.63 per Share as quoted in the Stock Exchange’s daily quotations sheet for the five trading days immediately preceding the Date of Grant; and (iii) nominal value of HK\$0.01 per Share)

Validity period of the Options : The validity period of the Options shall be two years from the Date of Grant and the Options shall be lapsed at the expiry of the validity period.

Vesting date of Options : All of the Options will vest on the date after 12 months from the Date of Grant.

Among the 36,800,000 Options granted above to Directors and employees, of which 12,500,000 Options were granted to the Directors, details of which are as follows:

Name of Grantee	Capacity	Number of Options granted
Mr. Lee Chi Hang, Sidney	Executive Director	1,500,000
Mr. Wong Ping Yiu	Executive Director	1,000,000
Mr. Wang Xihua	Executive Director	1,000,000
Mr. Lai Wei Lam, William	Executive Director	1,000,000
Mr. So Kevin Hoi Chak	Executive Director	1,000,000
Mr. Liao Zhe	Executive Director	5,000,000
Ms. Szeto Wai Ling, Virginia	Independent non-executive Director	500,000
Mr. Leung Winson Kwan Yau	Independent non-executive Director	500,000
Mr. Tam Kin Yip	Independent non-executive Director	500,000
Mr. Leung Man Loon	Independent non-executive Director	500,000
		<u>12,500,000</u>

Save as disclosed above, none of the Grantee is a Director, chief executive or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them.

The Grant of the Share Options to each of the above Directors has been reviewed and approved by the Board and the remuneration committee of the Company, which comprises all independent non-executive Directors, save that each of the Directors has abstained from approving the resolution relating to the granting of his/her and/or, where appropriate, his/her associate's respective Share Option.

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

Hong Kong, 30 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.