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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)

PROFIT WARNING

This announcement is made by RM Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited 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 board of directors (the “**Board**”) of the Company wishes to inform the shareholders of the Company and potential investors that, based on the preliminary assessment on the unaudited consolidated management accounts of the Group, the Group is expected to record a loss for the six months ended 30 September 2017 (the “**Relevant Period**”) as compared to the profit of the same period in 2016, the aforesaid turnaround from profit to loss was primarily due to (i) increase in one-off legal and professional fees mainly in relation to the new acquisitions; (ii) decrease in gross profits margins in the health products business; (iii) the newly acquired online information and advertising business is at running-in period and incurred slightly losses; and (iv) increase in headcounts to cope with business expansion.

The information contained in this announcement is only based on the preliminary assessment by the Board with reference to the information currently available and the unaudited consolidated management accounts of the Group for the Relevant Period, which have not been reviewed by the auditors of the Company nor the Company's audit committee. The Company is in the process of finalizing the interim results of the Group for the Relevant Period. Shareholders and potential investors are advised to read the Company's interim results announcement for the Relevant Period, which is expected to be released by the end of November 2017 in accordance with the Listing Rules.

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, 10 November 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 and Mr. TAM Kin Yip and Mr. LEUNG Man Loon.