

For the month ended (dd/mm/yyyy):

## Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and C	learing Limited				
	RM Group Holdings Limited 04/12/2017				
I. Movements in Authorised Share	· Capital				
1. Ordinary Shares					
(1) Stock code: 932 Description: RM GROUP					
Delenge at along of preceding man	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)		
Balance at close of preceding mon (see remarks)	1,000,000,000	0.01	10,000,000.00		
Increase/(decrease)	Nil		Nil		
Balance at close of the month	1,000,000,000	0.01	10,000,000.00		
(2) Stock code : N/A D	Description :	tion: N/A			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding month					
Increase/(decrease)					
Balance at close of the month					

30/11/2017

Stock code : N/A Des		Descrip	otion:	N/A	1
			No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of p	receding 1	month			
Increase/(decrease)					
Balance at close of the	he month				
3. Other Classes of S	Shares				
			_	N/A	
Stock code :	N/A	Descrip	tion:	1 1/ 1	<u>\</u>
Stock code :	N/A	Descrip	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Stock code :			No. of other	Par value (State	Authorised share capital
			No. of other	Par value (State	Authorised share capital

# II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes	
	(1)	(2)	shares	of shares	
Balance at close of preceding month	528,600,000	N/A	N/A	N/A	
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A	
Balance at close of the month	528,600,000	N/A	N/A	N/A	

# III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Snare Options (unde	si share Option i	Schemes of the	188ue1 <i>)</i>		NT C 1	NT C
Particulars of share option scheme including AGM approval date	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant
(dd/mm/yyyy) and class of shares issuable	Granted	Exercised	Cancelled	Lapsed		thereto as at close of the month
1. Share				•		
Option Scheme						
effective on						
11/10/2013						
Exercise price						
HK\$6.80						
Ordinary shares	36,800,000	N/A	N/A	N/A	N/A	36,800,000
2.						
3.						

Particulars of share option scheme including AGM approval date (dd/mm/yyyy) and class of shares issuable		Movement durin	ng the month		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		•
4.				-		
		-				
5.						
6.						
<u>.                                    </u>						
		То	tal A. (Ordin	ary shares)	N/A	
			(Prefere	nce shares)	N/A	
				Other class)	N/A	
Total funds raised dur options (HK\$)	ing the month	from exercise of	f 	N/A		

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.N/A					
Stock code (if listed) Class of shares issuable (Note 1)					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)					
2.					
Stock code (if listed) Class of shares issuable (Note 1)					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)  3.	( / / )				
Stock code (if listed) Class of shares issuable (Note 1) Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
4.					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
	Total	(Preferen	ary shares) nce shares) Other class)	N/A N/A N/A	-

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer issued issuer which may be issued during the month pursuant pursuant thereto as at Currency of Amount at close Converted thereto close of the amount of preceding during the Amount at close month Class and description outstanding month month of the month 1. Convertible Bonds N/A 56,989,247 Stock code (if listed) Class of shares issuable (Note 1) Ordinary HK\$4.65 (on or before 11 October 2018) HK\$4.00 (after 11 October 2018) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) ( N/A ) Stock code (if listed) Class of shares issuable (*Note 1*) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Total C. (Ordinary shares) (Preference shares) (Other class) N/A

#### For Main Board and GEM listed issuers

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

(other than under Share Option Senemes)		
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A		
shares (Note 1)		
2.		
2		
shares (Note 1)		
		-
3.		
	1	
shares (Note 1)		
		-
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Ot						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the
	Type of Issue						month
			Class of shares issuable (Note 1)				
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
						N/A	N/A
			Class of shares issuable (Note 1)				
2.	Open offer	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						N/A	N/A
			Class of shares issuable (Note 1)				
3.	Placing	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	27/1	37/4
						N/A	N/A
			Class of shares issuable (Note 1)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						N/A	N/A

### For Main Board and GEM listed issuers

	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of issue						month
			Class of shares issuable (Note 1)				
5.	Scrip dividend At price:	State currency —	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		·	EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
						IVA	10/14
			Class of shares repurchased (Note 1)	·			
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
						<del> </del>	
			Class of shares redeemed (Note 1)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						N/A	N/A
			Class of shares issuable: (Note 1)				
8.		State currency —	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			SGM approval date: (dd/mm/yyyy)	( / /	)		
			(200)			N/A	N/A

### For Main Board and GEM listed issuers

	Type of Issue			j	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
		Class of shares issuable	·			
		(Note 1)				
9.	Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date:	( / /	)		
		(dd/mm/yyyy)			N/A	N/A
		Class of shares issuable (Note 1)				
10.	Other (Please specify) At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
			Ordinary sl reference sl (Other	hares	N/A	
То	tal increase / (decrease) in ordinary shares during the	he month (i.e. Total of A to	E):	(1	.) N/A	
				(2	2) N/A	
То	tal increase / (decrease) in preference shares during	g the month (i.e. Total of A	to E):		N/A	
То	Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):					
(T	hese figures should be the same as the relevant figu	res under II above ("Move	ments in Iss	sued	Share Capital").)	

Remark:	
N/A	
Submitted by	: Wong Kui Tong
Title:	Company Secretary
	ector, Secretary or other duly authorised officer)
Notes:	
1. State	e the class of shares (e.g. ordinary, preference or other).

If there is insufficient space, please append the prescribed continuation sheet.

2.