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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: 8185)**

### **GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 23.06A of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “GEM 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 22 November 2013, the Company granted share options (“Share Options”) to eligible persons of the Group (the “Grantees”) to subscribe for a total of 36,500,000 ordinary share(s) of HK\$0.01 each in the capital of the Company (the “Share(s)”) under the share option scheme of the Company effective on 11 October 2013, and all the Grantees accepted the Share Options on the same date. The details of Share Options granted are set out as below:

Date of grant	:	22 November 2013
Exercise price of Share Options granted	:	HK\$1.64 per Share
Number of Share Options granted	:	36,500,000 Share Options (each Share Option shall entitle the Grantees to subscribe for one Share)
Closing price of the Shares on the date of grant	:	HK\$1.64 per Share
Validity period of the Share Options	:	Category: (a) 26,800,000 Share Options shall be valid commencing from the date of acceptance until 21 November 2016 (both days inclusive). (b) 4,850,000 Share Options shall be valid commencing from 21 May 2014 until 21 November 2016 (both days inclusive). (c) 4,850,000 Share Options shall be valid commencing from 21 November 2014 until 21 November 2016 (both days inclusive).

Out of the 26,800,000 Share Options granted under Category (a) above, 12,000,000 Share Options were granted to six (6) Directors, details of which are as follows:

<u>Names of Director</u>	<u>Number of Share Options</u>
Mr. CHAN Yan Tak	500,000
Mr. WONG Mau Tai	5,000,000
Mr. FOO Chi Ming	5,000,000
Prof. NG Ka Ming*	500,000
Mr. CHENG Kwok Kin, Paul*	500,000
Mr. WEI Jianan*	500,000

\*Independent non-executive Directors

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

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

Hong Kong, 25 November 2013

*As at the date of this announcement, the executive directors of the Company are Mr. CHAN Yan Tak, Mr. WONG Mau Tai and Mr. FOO Chi Ming; the non-executive director of the Company is Madam TSANG Pui Man; and the independent non-executive directors of the Company are Prof. NG Ka Ming, Mr. CHENG Kwok Kin, Paul and Mr. WEI Jianan.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM Website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the day of its posting. The announcement will also be published on the Company's website at [www.royalmedic.com](http://www.royalmedic.com).*