

## Monthly Return of Equity Issuer on Movements in Securities

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	RM Group Holdings Limited
Date Submitted	07/05/2014

## I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>8185</u> Descrip	otion :	tion : RM GROUP				
	No. of ordinary shares	Par value ( <i>HK</i> \$)	Authorised share capital ( <i>HK\$</i> )			
Balance at close of preceding month (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 : <u>N/A</u> Descrip	otion :					
	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						

# 2. Preference Shares

Stock code :	N/A	Description :	Ň	J/A
		No. of prefe shares	Par value rence (State currency)	Authorised share capital (State currency)
Balance at close of	preceding 1	nonth		
Increase/(decrease)				
Balance at close of	the month			

#### 3. Other Classes of Shares

Stock code :	N/A	Description :	N/A	A
		No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	preceding 1	nonth		
Increase/(decrease)			_	
Balance at close of	the month			

Total authorised share capital at the end of the month (*HK\$*): 10,000,000.00

# 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	515,000,000	N/A	N/A	N/A	
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A	
Balance at close of the month	515,000,000	N/A	N/A	N/A	

# III. Details of Movements in Issued Share Capital

Share Options (under Particulars of share option scheme including AGM approval date		Movement duri		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.ShareOption Schemeeffective on11/10/2013Exercise priceUV\$1.64						
HK\$1.64 Ordinary shares	Nil	Nil	Nil	Nil	Nil	26,500,000
<u>2.</u>						
3						

### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including AGM approval date (dd/mm/yyyy) and class of shares issuable		Movement duri	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.	Ofailleu	Exercised	Cancenieu	Lapseu		
<del>.</del>						
5.						
6.						
		Та	otal A. (Ordin	om (choroc)	N/A	
		10		nce shares)	N/A N/A	
				Other class)	N/A N/A	
Total funds raised du	ring the month	from exercise o		(101 C1055)	1 1/ 2 1	
options (HK\$)	ing the month	nom exercise 0	T	N/A		
• • • • • • • • • • • • • • • • • • • •						

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of 2 nominal value	Nominal va close o preceding n	f dı	xercised uring 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
<u>1.N/A</u>							
( / / )   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 ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3.	( / /	)					
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price							
EGM approval date							
(if applicable)		<u>`</u>					
(dd/mm/yyyy)	( / /	)					
( / / )	. <u> </u>						
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price							
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)					
				( <b>O</b> - 1'	nom above -	NT / A	
			Total B.		nary shares)	N/A N/A	
					Other class)	N/A	

			For Main Board and GEM listed issuers				
Convertibles (i.e. Convertible in	Currency of amount	Amount at close of preceding month	be Listed) Converted during the month	Amount 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	
Class and description	outstanding	month	month	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 ( <i>Note 1</i> ) Subscription price EGM approval date							
(if applicable) (dd/mm/yyyy)3.	( / / ) 						
Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4.	( / / )						
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)				dinary shares) erence shares) (Other class)	 N/A N/A		

	No. of new shares of	No. of new shares of
	issuer issued during	issuer which may be
	the month pursuant	issued pursuant thereto
Full particulars including EGM approval date (dd/mm/yyyy),	thereto	as at close of the month
i un particulars mendung Echi approva dale (du/min/yyyy),		as at close of the month
if applicable, and class of shares issuable:		
1. N/A		
	1	
	4	
shares (Note 1)	1	
2.		
	4	
shares (Note 1)	1	
Shares (Note 1)		
_		
3		
	1	
	4	
shares (Note 1)		
	4	
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

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 Movements in Issued Share Capital

	Type of Issue	Issued Share Capital					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
	51		Class of shares issuable					
			(Note 1)					
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(	/ /	)		
			EGM approval date:	(	/ /	)		
			(dd/mm/yyyy)				N/A	N/A
			Class of shares issuable					
2.	Open offer	At price : State	( <i>Note 1</i> ) 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	Issue and allotment date : (dd/mm/yyyy)	(	/ /	)		
			EGM approval date:	(	/ /	)		
			(dd/mm/yyyy)				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)	(	/ /	)	NT / A	N/A
							N/A	<u> </u>

For Main Board and GEM listed issuers

		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
		Q	Class of shares issuable ( <i>Note 1</i> )		_		
5.	Scrip dividend	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
			Class of shares repurchased ( <i>Note 1</i> )				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
			Class of shares redeemed ( <i>Note 1</i> )				
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.	Consideration issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(//)	)		
			SGM approval date: (dd/mm/yyyy)	(//)	)		
			(du/mm/yyyy)			N/A	N/A

For Main Board and GEM listed issuers

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	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
			Class of shares issuable ( <i>Note 1</i> )			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )		
					<u>N/A</u>	N/A
			Class of shares issuable ( <i>Note 1</i> )			
10.	Other (Please specify)	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )	N/A	N/A
				Ordinary share reference share (Other clas	s) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	N/A	
	(2)	N/A	
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	-	N/A	
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	-	N/A	
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)			

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Remark :		
N/A		
Submitted by:	Mak Mei Kuen	
Title:	Company Secretary	
	eretary or other duly authorised officer)	

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.