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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)

**SPECIAL DIVIDEND
AND
CLOSURE OF REGISTER OF MEMBERS**

The board of directors of RM Group Holdings Limited (the “Company”) on 24 June 2014 announced that, among the others, its recommendation of a special dividend of HK\$0.04 per ordinary share (the “Special Dividend”) for the year ended 31 March 2014. The Special Dividend will be payable to shareholders of the Company (the “Shareholders”) whose names appear on the register of members of the Company on Friday, 8 August 2014, amounting to approximately HK\$20,600,000, subject to approval by the Shareholders in the forthcoming annual general meeting of the Company to be held on Monday, 4 August 2014 (the “2014 AGM”). No final dividend has been paid or proposed by the Company for the year ended 31 March 2014.

The register of members of the Company will be closed from Friday, 1 August 2014 to Monday, 4 August 2014, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the 2014 AGM, all transfers documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:00 p.m. on Thursday, 31 July 2014.

The register of members will also be closed on Friday, 8 August 2014, during which period no transfer of shares will be registered. In order to qualify for the Special Dividend, all transfers documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for Registration not later than 4:00 p.m. on Thursday, 7 August 2014.

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

Hong Kong, 26 June 2014

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 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.