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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 (the “GEM Listing Rules”) on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The board (the “Board”) of directors (the “Directors”) of RM Group Holdings Limited (the “Company”) announces that on 7 July 2014, the Company granted share options (“Share Options”) to an eligible person (the “Grantee”) to subscribe 5,000,000 ordinary shares 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 (the “Share Option Scheme”), and the Grantee accepted the Share Options on even date. The details of Share Options granted to the Grantee are set out below:

Date of grant	:	7 July 2014
Exercise price of Share Options granted	:	HK\$1.770 per Share
Number of Share Options granted	:	5,000,000 Share Options (each Share Option shall entitle the Grantee to subscribe for one Share)
Closing price of the Shares on the date of grant	:	HK\$1.770 per Share
Validity period of the Share Options	:	5,000,000 Share Options shall be valid commencing from the date of acceptance until 6 July 2015 (both days inclusive).

The exercise price of the Share Options represents the highest of (i) the closing price of HK\$1.770 per Share as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant of the Share Options; (ii) the average closing price of HK\$1.752 per Share as stated in the daily quotations sheet issued by the Stock Exchange for the 5 business days immediately preceding the date of grant of the Share Options; and (iii) the nominal value of the Share.

As at 7 July 2014, there were in total 31,500,000 outstanding options (including the Share Options granted on 7 July 2014) carrying rights to subscribe for 31,500,000 Shares, representing approximately 6.1% of the total issued share capital of the Company. Up to 7 July 2014, the total number of options granted under the Share Option Scheme was 41,500,000 options, in which 10,000,000 options had lapsed, and none of the options had been exercised and/or cancelled.

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

Hong Kong, 7 July 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.