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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)

INSIDE INFORMATION ENTERING INTO A DISTRIBUTION AGREEMENT

This announcement is made by the Company pursuant to Rule 17.10(2) of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board wishes to inform the shareholders of the Company and potential investors that the Group entered into a distribution agreement with UShopin in respect of the distribution of the Group's products in the PRC.

Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

THE DISTRIBUTION AGREEMENT

The board (the "**Board**") of directors (the "**Directors**") of the Company is pleased to announce that on 18 September 2014, Royal Medic (Holdings) Limited ("**Royal Medic**"), a wholly owned subsidiary of the Company and Zhuhai UShopin Trading Co., Ltd. ("**UShopin**"), an independent third party, entered into a distribution agreement (the "**Distribution Agreement**") in respect of the distribution of three nominated health supplements and beauty supplements and products ("**Royal Medic Products**") of the Company and its subsidiaries (collectively referred to as the "**Group**") in the People's Republic of China (the "**PRC**").

The major terms of the Distribution Agreement are set out as follows:-

Date : 18 September 2014

Parties : Royal Medic (Holdings) Limited
Zhuhai UShopin Trading Co., Ltd.

Terms : One year commencing from the date of fulfilment of condition precedent in the Distribution Agreement subject to the early termination provisions provided in the Distribution Agreement. If the total order quantity of UShopin during the term shall exceed an agreed amount, UShopin shall have the right of first refusal to renew the term of the Distribution Agreement for further one year. Further renewal of the Distribution Agreement after such further one year is subject to further negotiation between the parties.

Subject to UShopin obtained all necessary approvals, licences, permits, registrations and filings for the import, distribution and sale of Royal Medic Products in the PRC in accordance with applicable laws and regulations, Royal Medic appoints UShopin as a non-exclusive distributor to advertise, promote, market, distribute and sell Royal Medic Products in the PRC. Initial commercial release of any Royal Medic Products shall be subject to prior written consent of Royal Medic.

Upon the expiration or termination of the Distribution Agreement, UShopin shall transfer all approval documents, licences and permits necessary for the import, distribution and sale of Royal Medic Products in the PRC to Royal Medic or such other person nominated by Royal Medic at a nominal consideration.

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

Hong Kong, 19 September 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.