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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 上海東覺實業有限公司 (Shanghai Dong Jiao Industrial Company Limited\*) in respect of the distribution and sale of the Group's products in the PRC.

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

Reference is made to the announcement of the Company dated 19 September 2014.

#### **THE DISTRIBUTION AGREEMENT**

The board (the “**Board**”) of directors (the “**Directors**”) of RM Group Holdings Limited (the “**Company**”) is pleased to announce that on 27 February 2015, Wisdom Come Medical Group Limited, an indirect wholly-owned subsidiary of the Company (“**Wisdom Come**”), Medalist Limited, an indirect wholly-owned subsidiary of the Company (“**Medalist**”) and 上海東覺實業有限公司 (Shanghai Dong Jiao Industrial Company Limited \*), an independent third party (the “**Distributor**”) have entered into a distribution agreement (the “**Distribution Agreement**”) in respect of the distribution and sale of certain products of the Company and its subsidiaries (collectively referred to as the “**Group**”) in the People’s Republic of China (the “**PRC**”).

The Distributor is a company incorporated in the PRC and has the experience and expertise of promoting, distributing and selling of pre-packaged food in the PRC. It is an independent third party who is not connected with any Director, chief executive or substantial shareholder of the Group.

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

- Date : 27 February 2015
- Parties : Wisdom Come Medical Group Limited  
Medalist Limited  
上海東覺實業有限公司(Shanghai Dong Jiao Industrial Company Limited \*)
- Term : Subject to the early termination clause under the Distribution Agreement, the term of the Distribution Agreement shall commence from the date of the Distribution Agreement for a period of five years.
- Major Terms : Wisdom Come appoints the Distributor as the sole distributor apart from Zhuhai UShopin Trading Co., Ltd. to distribute and sell certain of the Group's products in the PRC. The Distributor shall purchase the Group's products from Wisdom Come for sale in the PRC and shall not appoint any third party as its distribution agent unless with prior written approval of Wisdom Come. The Distributor is also responsible for advertising and promoting the Group's products in the PRC. The advertising and promotion fees shall be borne by the Distributor unless otherwise agreed by Wisdom Come. Medalist is the registered owner of the Group's trademarks in the PRC and agrees to grant to the Distributor the rights to use the Group's trademarks in the PRC for performing its duties as the Group's sole distributor under the Distribution Agreement. Wisdom Come is entitled to terminate the Distribution Agreement or the sole distribution rights or to limit the distribution territory if the Distributor fails to achieve the minimum order amount as agreed under the Distribution Agreement.

\* : For identification purpose

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

Hong Kong, 27 February 2015

*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).*