

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: _____

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: RM Group Holdings Limited

Stock code (ordinary shares): 8185

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 14 April 2015

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 11 October 2013

Name of Sponsor(s): WAG Worldsec Corporate Finance Limited

Names of directors:

Executive Directors
Mr. CHAN Yan Tak
Mr. WONG Mau Tai
Mr. FOO Chi Ming

Non-Executive Directors
Madam TSANG Pui Man

Independent Non-Executive Directors
Mr. WEI Jianan
Professor NG Ka Ming
Mr. CHENG Kwok Kin, Paul

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Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Name	Number of ordinary shares	Percentage of shareholding
Mr. CHAN Yan Tak (Note 1)	385,400,000	75%
Madam TSANG Pui Man (Note 2)	385,400,000	75%
Able Island Group Limited (Note 3)	385,400,000	75%

Notes:

1. Mr. CHAN Yan Tak is deemed to be interested in 385,400,000 Shares held by Able Island Group Limited under the SFO.
2. Madam Tsang Pui Man is the spouse of Mr. Chan Yan Tak, who owns the entire issued share capital of Able Island Group Limited. Accordingly, Madam Tsang is deemed to be interested in the 385,400,000 Shares held by Able Island Group Limited by virtue of the SFO.
3. Able Island Group Limited, a company incorporated in BVI, is an investment holding company, the entire issued share capital of which is held by Mr. CHAN Yan Tak.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31 March

Registered address: Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Head office and principal place of business: 21/F., Man Shing Industrial Building
307-311 Castle Peak Road
Kwai Chung
Hong Kong

Web-site address (if applicable): www.royalmedic.com

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Share registrar: *Principal share registrar and transfer office in the Cayman Islands*
Royal Bank of Canada Trust Company
(Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road
PO Box 1586
Grand Cayman KY1-1110
Cayman Islands

Hong Kong branch share registrar and transfer office
Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

Auditors: CCIF CPA Limited
9/F, Leighton Centre
77 Leighton Road
Causeway Bay
Hong Kong

B. Business activities

The Group engages in the business of formulation, marketing, sales and distribution of health supplements and beauty supplements and products mainly in Hong Kong and Taiwan.

C. Ordinary shares

Number of ordinary shares in issue: 516,300,000

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 4,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

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E. Other securities

A summary of the share options granted by the Company is set out below:

Dates of Grant	No. of Option granted	Exercise Price Per Share	Date of Announcement	Lapsed/ Exercise	No. of Option outstanding
22 November 2013	36,500,000	HK\$1.64	25 November 2013	11,800,000 (Notes)	24,700,000
7 July 2014	5,000,000	HK\$1.77	7 July 2014	-	5,000,000

Notes

1. 10,000,000 Options lapsed in January 2014
2. 500,000 Options lapsed in August 2014
3. 500,000 Options were exercised in March 2015
4. 800,000 Options were exercised in April 2015

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Mr. CHAN Yan Tak
Executive Director

Mr. WONG Mau Tai
Executive Director

Mr. FOO Chi Ming
Executive Director

Madam TSANG Pui Man
Non-Executive Director

Mr. WEI Jianan
Independent Non-Executive Director

Professor NG Ka Ming
Independent Non-Executive Director

Mr. CHENG Kwok Kin, Paul
Independent Non-Executive Director

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NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*