

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

SALE OF SHARES BY CONTROLLING SHAREHOLDER AND INSIDE INFORMATION

This announcement is made by RM Group Holdings Limited (the “**Company**”) pursuant to Rule 17.10(2) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

The Company has been notified that, on 16 April 2015, Mr. Chan Yan Tak (“Mr. Chan”), the chairman, chief executive officer and a controlling shareholder (as defined in the GEM Listing Rules), has completed the sale of a total of 25,700,000 shares of the Company (“Sale Shares”) to an individual (“Purchaser”) at the consideration of HK\$2.00 per share (the “Sales”). The Purchaser is a third party who is independent and not connected with the Company and its connected persons (as defined in the GEM Listing Rules).

Immediately before completion of the Sale, Mr. Chan indirectly owned a total of 385,400,000 shares of the Company, representing approximately 74.65% of the issued share capital of the Company.

The Sale Shares represent approximately 4.98% of the issued share capital of the Company as at the date of this announcement. Immediately after completion of the Sale, Mr. Chan indirectly owns a total of 359,700,000 shares of the Company, representing approximately 69.67% of the issued share capital of the Company.

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

By Order of the Board
RM Group Holdings Limited
FOO Chi Ming
Executive Director

Hong Kong, 17 April 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 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.