

### Monthly Return of Equity Issuer on Movements in Securities

	For the month ended (dd/mm/yyyy) :	30/06/2015
--	------------------------------------	------------

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	RM Group Holdings Limited
Date Submitted	03/07/2015

## I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>8185</u> De	escription :	RM GR	OUP
	No. of ordinary shares	Par value ( <i>HK\$</i> )	Authorised share capital (HK\$)
Balance at close of preceding month (see remarks)	h 1,000,000,000	0.01	10,000,000.00
Increase/(decrease)	Nil		Nil
Balance at close of the month	1,000,000,000	0.01	10,000,000.00
(2) Stock code : <u>N/A</u> De	escription :	N/A	1
		Par value	Authorised share
	No. of ordinary shares	(State currency)	capital (State currency)
Balance at close of preceding mont	shares	(State	capital
Balance at close of preceding mont Increase/(decrease)	shares	(State	capital

# 2. Preference Shares

Stock code :	N/A	Description :		N/A	L
		•	oreference ares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	preceding 1	nonth			
Increase/(decrease)					
Balance at close of	the month				

#### 3. Other Classes of Shares

Stock code :	N/A	Description :	N/A	
		No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	preceding 1	nonth		
Increase/(decrease)			_	
Balance at close of	the month			

Total authorised share capital at the end of the month (HK\$): 10,000,000.00

# II. Movements in Issued Share Capital

	No. of ordi	nary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	516,300,000	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	516,300,000	N/A	N/A	N/A

# III. Details of Movements in Issued Share Capital

Share Option	Selicities of the	155001)			N. 0
	Movement duri	ng the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant	
Granted	Exercised	Cancelled	Lapsed		thereto as at close of the month
Nil	Nil	Nil	Nil	Nil	24,700,000
Nil	Nil	Nil	Nil	Nil	5,000,000
	Granted	Movement duri Granted Exercised Nil Nil	Nil Nil Nil	Movement during the month Granted Exercised Cancelled Lapsed Nil Nil Nil Nil	No. of new shares of issuer issued during the month pursuant thereto         Movement during the month         Granted       Exercised         Cancelled       Lapsed

#### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including AGM approval date (dd/mm/yyyy) and class of shares issuable		Movement duri	ng the month		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		-
4.	Granted		Cuntentu	Lupsed		
				·		
5.						
·						
·						
6.						
0.						
		т		1 \		
		10	otal A. (Ordin		N/A	
				nce shares)	N/A	
				Other class)	N/A	
Total funds raised du	ring the month	from exercise o	of			
options (HK\$)				N/A		

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nomir nominal cl	nal value at E	Exercised uring the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1.N/A</u>						
( / / )         Stock code (if listed)         Class of shares         issuable (Note 1)         Subscription price         EGM approval date         (if applicable)         (dd/mm/yyyy)         2.	·					
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3.	( / / )					
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)4.	( / / )					
( / / )	· ·					
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
		Total B.	(Ordin	ary shares)	N/A	
			(Prefere	nce shares)	N/A	
			(0	Other class)	N/A	

	For Main Board and GEM listed issuers				iers	
Convertibles (i.e. Convertible in Convertible in Class and description		Amount at close of preceding month	be Listed) Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A	0					
Stock code (if listed) Class of shares	_ _ 					
issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy))	( / / )					
2. Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy)3.	( / / _) 					
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy) 4.	( / / ) 					
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	( / / )			dinary shares) erence shares) (Other class)	N/A N/A N/A	

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <u>N/A</u>	-	
	•	
2		
( / / )	-	
shares (Note 1)		
3.		
<u> </u>		
shares (Note 1)		
Total D. (Ordinary shares) (Preference shares)	N/A N/A	
(Other class)	N/A N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Other Movements in Issued Share Capital

I.       Rights issue       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(/ / / )$ I.       Rights issue       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(/ / / )$ I.       Rights issue       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(/ / / )$ I.       Rights issue       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(/ / / )$ I.       Open offer       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(/ / / )$ I.       Glass of shares issuable currency       Issue and allotment date : (dd/mm/yyyy) $(/ / / )$ I.       Placing       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(/ / / )$ I.       Placing       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(/ / / )$ I.       Bonus issue       Class of shares issuable ( $/ / / )$ $(/ / / )$ $N/A$ $N/A$ I.       Bonus issue       Issue and allotment date : (dd/mm/yyyy) $(/ / / )$ $(/ / / )$ $(/ / / )$ I.       Bonus issue       Issue and allotment date : (dd/mm/yyyy) $(/ / / )$ $(/ / / )$ $(/ / / )$		Type of Issue	Issued Share Capital					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(///)$ EGM approval date: (dd/mm/yyyy)       N/A       N/A         2. Open offer       At price : State currency       Class of shares issuable (///)       N/A         2. Open offer       At price : State currency       Issue and allotment (///)       N/A       N/A         3. Placing       At price : State currency       Class of shares issuable (///)       N/A       N/A         3. Placing       At price : State currency       Issue and allotment (///)       N/A       N/A         4. Bonus issue       Class of shares issuable (///)       N/A       N/A       N/A         4. Bonus issue       Issue and allotment (///)       Issue and allotment (///)       Issue and allotment (///)       Issue and allotment (///)		51		Class of shares issuable					
1. Rights issue       At price : currency       date : (dd/mm/yyyy)         EGM approval date: $(//)$ (dd/mm/yyyy)       N/A       N/A         2. Open offer       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(//)$ 2. Open offer       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(//)$ 3. Placing       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(//)$ 3. Placing       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(//)$ 4. Bonus issue       Class of shares issuable (//)       N/A       N/A         4. Bonus issue       Issue and allotment (//) $(//)$ N/A									
$\frac{(dd/mn/yyyy)}{(dd/mn/yyyy)} = \frac{N/A - N/A}{N/A}$ $\frac{N/A - N/A}{N/A}$ $\frac{N/A - N/A}{(M/A)}$	1.	Rights issue			(	/ /	)		
N/A       N/A         State       Issue and allotment (Note 1)         N/A       N/A					(	/ /	)		
2. Open offer       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(//)$ EGM approval date: (dd/mm/yyyy) $(//)$ N/A       N/A         3. Placing       At price : State currency       Class of shares issuable (Note 1)				(dd/mm/yyyy)				N/A	N/A
2. Open offer At price : State currency Issue and allotment $( / / )$ EGM approval date : $(d/mm/yyyy)$ EGM approval date : $( / / )(d/mm/yyyy)3. Placing At price : State currency Issue and allotment ( / / )EGM approval date : ( / / )$									
2. Open oner At price currency date : $(dd/mm/yyyy)$ EGM approval date: $(///)$ (dd/mm/yyyy) 3. Placing At price : $\frac{State}{currency}$ Issue and allotment $(//)$ EGM approval date: $(//)EGM$ approval date: $(//)(dd/mm/yyyy)At price : \frac{State}{currency} Issue and allotment (//)EGM$ approval date: $(//)(dd/mm/yyyy)At price : \frac{State}{currency} Issue and allotment (//)EGM$ approval date: $(//)(dd/mm/yyyy)EGM approval date: (//)(//)EGM$ approval date: $(//)(//)EGM$ approval date: $(//)$			Stat.		(	/ /	)		
Image: State (dd/mm/yyyy)       N/A       N/A         3. Placing       At price : State currency       Issue and allotment (///) date : (dd/mm/yyyy)       N/A         3. Placing       At price : State currency       Issue and allotment (///) date : (dd/mm/yyyy)       N/A       N/A         4. Bonus issue       Issue and allotment (///) Issue and allotment (///) date : (dd/mm/yyyy)       Issue and allotment (///) date : (///) date	2.	Open offer			(	, /	)		
3. Placing       At price : State currency       Issue and allotment (///)         3. Placing       At price : State currency       Issue and allotment (///)         Bonus issue       Gass of shares issuable (///)       N/A         Value       Class of shares issuable (///)       N/A         Value       Class of shares issuable (///)       N/A         Value       Class of shares issuable (///)       N/A         Value       Issue and allotment (///)       N/A         Value       Issue and allotment (///)       Issue and allotment (///)         Gass of shares issuable       Class of shares issuable       Class of shares issuable (///)         EGM approval date: (///)       Issue and allotment (///)       I//)       I//)					(	/ /	)		
3. Placing       At price : State currency       Issue and allotment date : (d/mm/yyyy)       ( / / ) date : (d/mm/yyyy)         EGM approval date: (d/mm/yyyy)       N/A       N/A         4. Bonus issue       Class of shares issuable (Note 1)       N/A         Issue and allotment date : (d/mm/yyyy)       Issue and allotment (1 / / ) date : (1 / / )         EGM approval date: (1 / / )       Issue and allotment date : (1 / / )         EGM approval date: (1 / / )       Issue and allotment date : (1 / / )         EGM approval date: (1 / / )       Issue and allotment date : (1 / / )								<u> </u>	<u>N/A</u>
<ul> <li>At price : currency idate : (dd/mm/yyyy)</li> <li>EGM approval date: ( / / ) (dd/mm/yyyy)</li> <li>N/A N/A N/A</li> <li>Class of shares issuable (Note 1)</li> <li>Issue and allotment ( / / ) (date : (dd/mm/yyyy))</li> <li>EGM approval date: ( / / ) (dd/mm/yyyy)</li> </ul>									
Image: Construction of the date:       N/A       N/A         (dd/mm/yyyy)       N/A       N/A         4. Bonus issue       Issue and allotment (///) (dd/mm/yyyy)       Issue and allotment (///) (dd/mm/yyyy)	3.	Placing			(	/ /	)		
N/A       N/A         N/A       N/A         N/A       N/A         Class of shares issuable					(	/ /	)		
4. Bonus issue				(dd/mm/yyyy)				N/A	N/A
4. Bonus issue EGM approval date: (//) (d/mm/yyyy)									
(dd/mm/yyyy)	4.	Bonus issue		Issue and allotment	(	/ /	)		
<u> </u>					(	/ /	)		
								<u>N/A</u>	N/A

For Main Board and GEM listed issuers

			For N	lain Board a	nd GEM listed issue	
	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable (Note 1)			
5.	Scrip dividend	At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	(//)	N/A	N/A
			Class of shares			
6.	Repurchase of shares		repurchased ( <i>Note 1</i> ) Cancellation date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	(//)	N/A	N/A
			Class of shares redeemed ( <i>Note 1</i> )			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )	N/A	N/A
			Class of shares issuable:			
	~	State	( <i>Note 1</i> ) Issue and allotment	(//)		
8.	Consideration issue	At price : State	date : (dd/mm/yyyy)			
			SGM approval date: (dd/mm/yyyy)	(//)	N/A	N/A

For Main Board and GEM listed issuers

-

	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable ( <i>Note 1</i> )			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )		
					<u>N/A</u>	N/A
			Class of shares issuable ( <i>Note 1</i> )			
10.	Other (Please specify)	At price : State	- Issue and allotment date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )	N/A	N/A
				Ordinary share reference share (Other clas	s) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	N/A
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	-	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Г

Remark :		
N/A		
Submitted by:	Mak Mei Kuen	
Title:		
(Director, Sec	cretary or other duly authorised officer)	

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.