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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)

**PROPOSED TRANSFER OF LISTING FROM
THE GROWTH ENTERPRISE MARKET TO THE MAIN BOARD
OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

Financial adviser to the Company

AMASSE CAPITAL
寶 積 資 本

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 6 July 2015 for the Proposed Transfer of Listing pursuant to the relevant provisions of the GEM Listing Rules and the Main Board Listing Rules. The Proposed Transfer of Listing will not involve issue of any new Shares by the Company.

There is no assurance that permission will be obtained from the Stock Exchange for the Proposed Transfer of Listing. Shareholders and potential investors should be aware that the implementation of the Proposed Transfer of Listing is subject to, among other things, the conditions set out below being fulfilled and thus may or may not become effective. Accordingly, the Proposed Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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REASONS FOR THE PROPOSED TRANSFER OF LISTING

The Company has been listed on GEM since 11 October 2013. The Company is an investment holding company. The Group is principally engaged in the business of formulation, marketing, sales and distribution of health supplements and beauty supplements and products mainly in Hong Kong, the PRC and Taiwan.

The Directors believe that, if materialized, the Proposed Transfer of Listing will enhance the profile of the Group and improve the trading liquidity of the Shares and recognitions by potential investors. The Directors consider that the listing of the Shares on the Main Board will be beneficial to the future growth and business development of the Group. There is no intention of the Board to change the nature of business of the Group following the Proposed Transfer of Listing.

CONDITIONS OF THE PROPOSED TRANSFER OF LISTING

The Proposed Transfer of Listing is conditional upon, among other things, (a) the Listing Committee granting approval for the listing of, and permission to deal in (i) 516,300,000 Shares in issue; (ii) any Shares which may be issued upon exercise of the outstanding share options which were granted under the Share Option Scheme; and (iii) any Shares which may be issued in respect of the additional share options which may be granted under the Share Option Scheme; and (b) all other relevant consents required or in connection with the implementation of the Proposed Transfer of Listing having been obtained, and the fulfillment of all conditions which may be attached to such consents, if any.

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OUTSTANDING OPTIONS

The Company has adopted the Share Option Scheme on 24 September 2013, which became effective on 11 October 2013. 41,500,000 share options have been granted under the Share Option Scheme since the Share Option Scheme has become effective, among which 15,500,000 share options were lapsed, 1,300,000 share options were exercised and 24,700,000 share options are outstanding as at the date of this announcement. Pursuant to the provisions of the Share Option Scheme and the shareholders' resolutions passed in the annual general meeting of the Company held on 4 August 2014, the Company may grant additional share options in respect of a total of 51,500,000 Shares under the Share Option Scheme. All outstanding share options will remain valid and exercisable after the Proposed Transfer of Listing.

GENERAL

The Board would like to emphasize that the definitive timetable for the Proposed Transfer of Listing has yet to be finalized. The Company will make further announcement(s) to keep the Shareholders and potential investors informed of the progress of the Transfer of Listing as and when appropriate.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Company”	RM Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are currently listed on GEM
“Directors”	directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Listing Committee”	the listing committee of the board of directors of the Stock Exchange
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“PRC”	The People’s Republic of China, which, for the purpose of this announcement, shall exclude Hong Kong, the Macau, Special Administrative Region of the PRC and Taiwan
“Proposed Transfer of Listing”	the proposed transfer of the listing of the Shares from GEM to Main Board pursuant to Chapter 9A of the Main Board Listing Rules

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Share Option Scheme”	the share option scheme adopted by the Company effective on 11 October 2013 and amended, supplemented or otherwise modified from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 6 July 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.