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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in RM Group Holdings Limited, you should at once hand this circular accompanying with the form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

**DISCLOSEABLE AND CONNECTED TRANSACTION
IN RELATION TO ACQUISITION OF THE ENTIRE
ISSUED SHARE CAPITAL OF AND THE SHAREHOLDER'S LOAN
IN ROYAL RICHLI (HONG KONG) LIMITED
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Financial Adviser to the Company

AMASSE CAPITAL
寶 積 資 本

**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**



大有融資有限公司
MESSIS CAPITAL LIMITED

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 3 to 9 of this circular. A letter from the Independent Board Committee is set out on page 10 of this circular. A letter from the Independent Financial Adviser, Messis Capital Limited, containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 11 to 18 of this circular.

A notice convening the EGM to be convened and held at Room 508-520, Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Friday, 14 August 2015 at 4:30 p.m. is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not prevent you from attending and voting in person at the EGM of any adjournment thereof if you so wish.

30 July 2015

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Acquisition”	the acquisition of the Sale Share and the Shareholder’s Loan by Rich Sunny from Mr. Chan pursuant to the Sale and Purchase Agreement
“Board”	the board of Directors
“Company”	RM Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Completion”	completion of the Acquisition in accordance with the terms and conditions of the Sale and Purchase Agreement
“Conditions”	the conditions for the Completion of the Acquisition
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Consideration”	HK\$19,410,000, being the total consideration for the Acquisition pursuant to the Sale and Purchase Agreement
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held and convened to consider and, if thought fit, approve the Sale and Purchase Agreement and the transactions contemplated thereunder
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent board committee, comprising all independent non-executive Directors, which has been formed to advise the Independent Shareholders in respect to the Sale and Purchase Agreement and the transactions contemplated thereunder
“Independent Financial Adviser”	Messis Capital Limited, a licensed corporation for type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Independent Shareholders”	Shareholders other than those who are required by the GEM Listing Rules to abstain from voting on the resolution approving the Sale and Purchase Agreement and the transactions contemplated thereunder
“Latest Practicable Date”	27 July 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Mr. Chan”	Mr. Chan Yan Tak, (i) the chairman and an executive Director of the Company, and (ii) the sole shareholder and a director of the Target Company
“Property”	Workshops 1, 2, 3, 5, 6, 7, 8 and 9 on 27th Floor, the Galaxy, No. 313 Castle Peak Road, Kwai Chung, Tsuen Wan, New Territories, Hong Kong
“Rich Sunny”	Rich Sunny Investment Limited, an indirect wholly-owned subsidiary of the Company
“Sale and Purchase Agreement”	the conditional sale and purchase agreement dated 23 June 2015 entered into between Rich Sunny and Mr. Chan in relation to the Acquisition
“Sale Share”	one (1) ordinary share, representing the entire issued share capital of the Target Company
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holders of the Shares from time to time
“Shareholder’s Loan”	being all the loans owned by Target Company to Mr. Chan immediately prior to Completion
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Royal Richly (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Chan Yan Tak (*Chairman*)

Mr. Wong Mau Tai

Mr. Foo Chi Ming

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681, Grand Cayman

KY1-1111, Cayman Islands

Non-Executive Director:

Madam Tsang Pui Man

Head Office and Principal Place

of Business in Hong Kong:

21/F., Man Shing Industrial Building

307–311 Castle Peak Road

Kwai Chung

Hong Kong

Independent Non-Executive Directors:

Professor Ng Ka Ming

Mr. Cheng Kwok Kin, Paul

Mr. Wei Jianan

30 July 2015

To the Shareholders

Dear Sir or Madam,

**DISCLOSEABLE AND CONNECTED TRANSACTION
IN RELATION TO ACQUISITION OF THE ENTIRE
ISSUED SHARE CAPITAL OF AND THE SHAREHOLDER'S LOAN
IN ROYAL RICHLI (HONG KONG) LIMITED**

INTRODUCTION

Reference is also made to the announcement of the Company dated 23 June 2015 in relation to the Acquisition.

On 23 June 2015 (after trading hours), Mr. Chan, as the vendor, and Rich Sunny, as the purchaser, entered into the Sale and Purchase Agreement, pursuant to which Mr. Chan has conditionally agreed to sell and Rich Sunny has conditionally agreed to purchase the Sale Share and the Shareholder's Loan at the Consideration of HK\$19,410,000 payable in cash.

LETTER FROM THE BOARD

As certain of the applicable percentage ratios (as defined in the GEM Listing Rules) for the Acquisition are 5% or more but all of them are less than 25%, the Acquisition constitutes a discloseable transaction under Chapter 19 of the GEM Listing Rules.

As at the Latest Practicable Date, Mr. Chan, being the chairman and an executive Director of the Company, is interested in 359,700,000 Shares, representing approximately 69.67% of the total issued share capital of the Company. Therefore, the Acquisition also constitutes a connected transaction of the Company under the GEM Listing Rules. Accordingly, the Sale and Purchase Agreement and the transactions contemplated thereunder are subject to the requirements of reporting, announcement and Independent Shareholders' approval under the GEM Listing Rules.

The purpose of this circular is to provide you with, among other things, (i) details of the Sale and Purchase Agreement and the transactions contemplated thereunder; (ii) the letter of the Independent Board Committee to the Independent Shareholders in respect of the Sale and Purchase Agreement and the transactions contemplated thereunder; (iii) the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Sale and Purchase Agreement and the transactions contemplated thereunder; and (iv) a notice of the EGM.

THE SALE AND PURCHASE AGREEMENT

On 23 June 2015 (after trading hours), Mr. Chan, as the vendor, and Rich Sunny, as the purchaser, entered into the Sale and Purchase Agreement, pursuant to which Mr. Chan has conditionally agreed to sell and Rich Sunny has conditionally agreed to purchase the Sale Share and the Shareholder's Loan at the Consideration of HK\$19,410,000 payable in cash.

The principal terms of the Sale and Purchase Agreement are as follow:

Date: 23 June 2015 (after trading hours)

Parties

Purchaser: Mr. Chan

Vendor: Rich Sunny

As at the Latest Practicable Date, Mr. Chan, being the chairman and an executive Director of the Company, is interested in 359,700,000 Shares, representing approximately 69.67% of the total issued share capital of the Company. Therefore, Mr. Chan is a connected person of the Company.

LETTER FROM THE BOARD

Assets to be acquired

Mr. Chan agreed to sell and Rich Sunny agreed to purchase the Sale Share and the Shareholder's Loan. The Target Company holds the Property, the details of which are set out in the sub-section headed "Information of the Property".

As at the Latest Practicable Date, the Shareholder's Loan is amounted to approximately HK\$21,132,000.

Consideration

The Consideration for the Sale Share and the Shareholder's Loan is HK\$19,410,000, which will be paid by Rich Sunny to Mr. Chan by cash in the following manner:

- (a) a deposit (being part of the Consideration) of HK\$1,941,000 (the "Deposit") has been paid by Rich Sunny to Mr. Chan upon signing of the Sale and Purchase Agreement; and
- (b) the balance of the Consideration of HK\$17,469,000 shall be paid by Rich Sunny to Mr. Chan upon Completion.

The Company intends to fund the Consideration by internal resources of the Group.

In the event that Rich Sunny fails to perform its obligations under the Sale and Purchase Agreement resulting from the termination of the Sale and Purchase Agreement, the Deposit together with all interest thereon shall be forfeited to Mr. Chan as liquidated damages and full settlement of the compensation for loss or damages suffered by Mr. Chan. In the event that the Conditions are not fulfilled on or before 31 December 2015 or Mr. Chan fails to perform its obligations under the Sale and Purchase Agreement, the Sale and Purchase Agreement will be terminated and the Deposit shall be forthwith repaid by Mr. Chan to Rich Sunny.

The Consideration was determined after arm's length negotiation between Mr. Chan and Rich Sunny with reference to, among others, (i) the valuation of the Property of HK\$36,300,000 by an independent valuer and (ii) the outstanding mortgage loan owing by the Target Company to a commercial bank in Hong Kong amounted to approximately HK\$16,890,000 as at the date of the Sale and Purchase Agreement. In an alternative exhibition, the Consideration roughly equals the amount of the Shareholder's Loan less the accumulated retained losses up to the Latest Practicable Date.

Conditions precedent

Completion is conditional upon the following conditions being fulfilled:

- (i) the Independent Shareholders approving the Sale and Purchase Agreement and the transactions contemplated thereunder at the EGM;

LETTER FROM THE BOARD

- (ii) the obtaining of all necessary consents, authorisations and approvals as required by the applicable laws and regulations, licensing and registration relating to the Acquisition, if any;
- (iii) the warranties given by Mr. Chan under the Sale and Purchase Agreement remaining true and accurate and not misleading at Completion as if repeated at Completion and at all times between the date of the Sale and Purchase Agreement and Completion; and
- (iv) Rich Sunny notifying Mr. Chan's solicitors in writing that it is satisfied in reliance on the warranties and upon inspection and investigation as to deliver the vacant possession of the Property.

Completion

Subject to the fulfillment of the Conditions, the Completion shall take place on 17 August 2015 or 3 days after all the Conditions have been fulfilled, whichever is the later (or such other date as Mr. Chan and Rich Sunny may mutually agree in writing).

INFORMATION ON THE GROUP AND RICH SUNNY

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.

Rich Sunny is an indirectly wholly-owned subsidiary of the Company and is principally engaged in the business of property investment and investment holding.

INFORMATION ON THE TARGET COMPANY

The Target Company is a company incorporated in Hong Kong with limited liability and is principally engaged in property investment.

Financial information of the Target Company

Set out below are the financial information of the Target Company which have been prepared in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants:

	For the period from 1 February 2013, being the date of incorporation, to 31 March 2014 (audited)	For the year ended 31 March 2015 (unaudited)
Loss before taxation	HK\$14,050	HK\$1,342,648.77
Loss after taxation	HK\$14,050	HK\$1,342,648.77

LETTER FROM THE BOARD

According to the management accounts of the Target Company for the year ended 31 March 2015, its unaudited net liabilities was approximately HK\$1,357,000 as at 31 March 2015.

Upon Completion, the Target Company will become an indirectly wholly-owned subsidiary of the Company and the financial results of the Target Company will be consolidated into the Group's financial statement.

Information of the Property

The Property is located at Workshops 1, 2, 3, 5, 6, 7, 8 and 9 on 27th Floor, the Galaxy, No. 313 Castle Peak Road, Kwai Chung, Tsuen Wan, New Territories, Hong Kong. The Property is held by Mr. Chan through the Target Company as an investment property. The original acquisition cost of the Property is HK\$34,299,444.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Company has considered and explored the available properties in the property market, but it was not be able to identify a suitable property with similar size and at similar location and proximity to its current office. Thus, the Company decided to purchase the Property from Mr. Chan through the acquisition of the Target Company.

The current headquarters of the Group is a self-owned property and is located at 21/F, Man Shing Industrial Building, 307–311 Castle Peak Road, Kwai Chung, Hong Kong with a total gross area of approximately 7,325 square feet. It will be used as office premises and/or warehouse upon the acquisition of the Property.

The Group intends to occupy the Property as the Group's headquarters. The Board considers that the purchase of the Target Company which holds the Property would enable the Group to reduce a potential rental expenses in the future and would strengthen the asset and/or income base of the Group and provide capital appreciation to the Group.

Accordingly, the Directors (excluding the independent non-executive Directors whose views will be given after taking into account the advice from the Independent Financial Adviser) are of the view that the terms of the Acquisition are on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

As certain of the applicable percentage ratios (as defined in the GEM Listing Rules) for the Acquisition are 5% or more but all of them are less than 25%, the Acquisition constitutes a discloseable transaction under Chapter 19 of the GEM Listing Rules.

As at the Latest Practicable Date, Mr. Chan, being the chairman and an executive Director of the Company, is interested in 359,700,000 Shares, representing approximately 69.67% of the total issued share capital of the Company. Therefore, the Acquisition also constitutes a connected transaction of the Company under the GEM Listing Rules. Accordingly, the Sale and

LETTER FROM THE BOARD

Purchase Agreement and the transactions contemplated thereunder are subject to the requirements of reporting, announcement and Independent Shareholders' approval under the GEM Listing Rules.

In accordance with the GEM Listing Rules, any Shareholder who has a material interest in the Acquisition shall abstain from voting on the resolution(s) to approve the Sale and Purchase Agreement and the transactions contemplated thereunder at the EGM. Mr. Chan and his associates have abstained from voting on the board resolution and will be required to abstain from voting on the relevant resolution(s) at the EGM accordingly. Save for Mr. Chan and his associates, to the best of knowledge, information and belief of the Directors, having made all reasonable enquiries, no other Shareholder has a material interest in the transactions contemplated under the Sale and Purchase Agreement and will be required to abstain from voting on the relevant resolution(s) to approve the Sale and Purchase Agreement and the transactions contemplated thereunder at the EGM.

EGM

The EGM will be convened and held to consider and, if thought fit, pass the ordinary resolution(s) to approve the Sale and Purchase Agreement and the transactions contemplated thereunder.

A notice convening the EGM to be convened and held at Room 508–520, Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Friday, 14 August 2015 at 4:30 p.m. is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not prevent you from attending and voting in person at the EGM of any adjournment thereof if you so wish.

The ordinary resolution(s) to approve the Sale and Purchase Agreement and the transactions contemplated thereunder at the EGM will be taken by poll and an announcement will be made by the Company after the EGM on the results of the EGM.

RECOMMENDATION

Your attention is drawn to:

- (i) the letter from the Independent Board Committee set out on page 10 of this circular which contains the recommendation of the Independent Board Committee to the Independent Shareholders concerning whether the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and are in the interests of the Company and the Shareholders as a whole; and

LETTER FROM THE BOARD

- (ii) the letter from the Independent Financial Adviser set out on pages 11 to 18 of this circular which contains its recommendations to the Independent Board Committee and the Independent Shareholders on whether the Sale and Purchase Agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

The Directors consider that the entering into the Sale and Purchase Agreements is on normal commercial terms and in the ordinary and usual course of business of the Group, and the terms of the Transactions are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution(s) to approve the Sale and Purchase Agreement and the transactions contemplated thereunder at the EGM.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

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



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)

30 July 2015

To the Independent Shareholders

Dear Sir or Madam,

**DISCLOSEABLE AND CONNECTED TRANSACTION
IN RELATION TO ACQUISITION OF THE ENTIRE
ISSUED SHARE CAPITAL OF AND THE SHAREHOLDER'S LOAN
IN ROYAL RICHLI (HONG KONG) LIMITED**

We refer to the circular of the Company to the Shareholders dated 30 July 2015 (the “Circular”), of which this letter forms part. Unless the context otherwise requires, capitalised terms used in this letter will have the same meanings as defined in the Circular.

We have been appointed as members of the Independent Board Committee to advise the Independent Shareholders on the Sale and Purchase Agreement and the transactions contemplated thereunder.

We wish to draw your attention to the letter from the Board and the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Sale and Purchase Agreement and the transactions contemplated thereunder, which form part of the Circular.

Having considered the advice of Messis Capital Limited, the Independent Financial Adviser, we consider that the terms and conditions of the Sale and Purchase Agreement are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote at the EGM in favour of the ordinary resolution set out in the notice of EGM to approve the Sale and Purchase Agreement and the transactions contemplated thereunder.

Yours faithfully,
For and on behalf of
the Independent Board Committee

Prof. NG Ka Ming

Mr. CHENG Kwok Kin, Paul
Independent non-executive Directors

Mr. WEI Jianan

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of the letter from the Independent Financial Adviser which sets out its advice to the Independent Board Committee and the Independent Shareholders for inclusion in this circular.



大有融資有限公司
MESSIS CAPITAL LIMITED

30 July 2015

*To: The Independent Board Committee and the Independent Shareholders
of RM Group Holdings Limited*

Dear Sir/Madam,

DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF AND THE SHAREHOLDER'S LOAN IN ROYAL RICHLI (HONG KONG) LIMITED

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Acquisition, details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular of the Company dated 30 July 2015 (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless the context otherwise requires.

Reference is made to the Company’s announcement dated 23 June 2015 (the “**Announcement**”), pursuant to which, it was announced, among other things, that on 23 June 2015 (after trading hours), Mr. Chan, as the vendor, and Rich Sunny, as the purchaser, entered into the Sale and Purchase Agreement, pursuant to which Mr. Chan has conditionally agreed to sell and Rich Sunny has conditionally agreed to purchase the Sale Share and the Shareholder’s Loan at the Consideration of HK\$19,410,000 payable in cash.

As certain of the applicable percentage ratios (as defined in the GEM Listing Rules) for the Acquisition are 5% or more but all of them are less than 25%, the Acquisition constitutes a discloseable transaction under Chapter 19 of the GEM Listing Rules. As at the Latest Practicable Date, Mr. Chan, being the chairman and an executive Director of the Company, was interested in 359,700,000 Shares, representing approximately 69.67% of the total issued share capital of the Company. Therefore, the Acquisition also constitutes a connected transaction of the Company under the GEM Listing Rules. Accordingly, the Sale and Purchase Agreement and the transactions contemplated thereunder are subject to the requirements of reporting, announcement and Independent Shareholders’ approval under the GEM Listing Rules. Mr. Chan and his associates will be required to abstain from voting on the relevant resolution(s) at the EGM accordingly. Save for Mr. Chan and its associates, to the best of

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

knowledge, information and belief of the Directors, having made all reasonable enquiries, no other Shareholder has a material interest in the transactions contemplated under the Sale and Purchase Agreement and will be required to abstain from voting on the relevant resolution(s) to approve the Sale and Purchase Agreement and the transactions contemplated thereunder at the EGM.

The Independent Board Committee, comprising all the independent non-executive Directors, namely Prof. Ng Ka Ming, Mr. Cheng Kwok Kin, Paul and Mr. Wei Jianan, has been established to give recommendation to the Independent Shareholders on the terms of the Sale and Purchase Agreement. We, Messis Capital, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in these regards and to give our opinion in relation to the Sale and Purchase Agreement.

As at the Latest Practicable Date, Messis Capital did not have any relationship with or interest in the Company that could reasonably be regarded as relevant to the independence of Messis Capital. Apart from normal professional fees payable to us in connection with this appointment as the Independent Financial Adviser, no arrangement exists whereby we will receive any fees or benefits from the Company. Messis Capital has not acted as an independent financial adviser to the Company in the last two years.

BASIS OF OUR OPINION AND RECOMMENDATION

In formulating our opinion and recommendations, we have reviewed, *inter alia*, the Announcement, the Sale and Purchase Agreement, the latest annual report and interim report of the Company. We have assumed that all information and representations contained or referred to in the Circular and all information and representations which have been provided by the Directors and the management of the Company are true and accurate at the time they were made and will continue to be accurate as at the date of the despatch of the Circular. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors and the management of the Company.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed by them in the Circular have been arrived at after due and careful consideration and there are no other material facts not contained in the Circular; the omission of which would make any such statement made by them that contained in the Circular misleading in all material respects. We consider that we have been provided with sufficient information on which to form a reasonable basis for our opinion. We have no reason to suspect that any relevant information has been withheld, nor are we aware of any material facts or circumstances which would render the information provided and representations made to us untrue, inaccurate or misleading. We consider that we have performed all the necessary steps to enable us to reach an informed view and to justify our reliance on the information provided so as to provide a reasonable basis for our opinion. We have not, however, carried out any independent verification of the information provided by the Directors and the management of the Company, nor have we conducted an independent investigation into the business and affairs of the Group and their respective associates.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

This letter is issued for the information for the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the Shareholders Agreements, and except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without our prior written consent.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and recommendation to the Independent Board Committee and the Independent Shareholders, we have considered the following principal factors and reasons:

1. Information about the Group and the counterparty

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. Mr. Chan Yan Tak, the chairman and an executive Director of the Company, the sole shareholder and a director of the Target Company.

Set out below is a summary of the consolidated financial results of the Group for the two years ended 31 March 2015 and financial position of the Group as at 31 March 2014 and 31 March 2015 as extracted from the final results announcement of the Company for the year ended 31 March 2015:

	For the year ended 31 March 2014	For the year ended 31 March 2015
	(Audited)	(Audited)
	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	169,684	227,677
Gross profit	129,992	176,872
Profit/(loss) for the year	(5,733)	31,521
	As at 31 March 2014	As at 31 March 2015
	(Audited)	(Audited)
	<i>HK\$'000</i>	<i>HK\$'000</i>
Non-current assets	17,779	21,061
Current assets	168,810	188,682
Current liabilities	18,092	28,464
Non-current liabilities	366	366
Total equity	168,131	180,913
Cash and cash equivalents	123,299	98,913

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Group's revenue increased from approximately HK\$169.7 million for the year ended 31 March 2014 to approximately HK\$227.7 million for the year ended 31 March 2015, representing approximately 34.2% increase. The Group's improved from net loss of approximately HK\$5.7 million for the year ended 31 March 2014 to net profit of approximately HK\$31.5 million for the year ended 31 March 2015 which is mainly attributable to (i) the increase in sales; (ii) the absence of listing expenses and other related charges of approximately HK\$15.4 million; (iii) the decrease in equity-settled share-based payment in respect of the share options granted by the Company of approximately HK\$6.3 million; and (iv) the absence of one-off marketing campaign of approximately HK\$8.0 million to promote the Group's corporate image in Hong Kong; incurred during the year ended 31 March 2014.

2. Reasons for and benefits of the Acquisition

The Group's head office is located at 21/F., Man Shing Industrial Building, 307–311 Castle Peak Road, Kwai Chung, Hong Kong. The Property is located at Workshops 1, 2, 3, 5, 6, 7, 8 and 9 on 27th Floor, the Galaxy, No. 313 Castle Peak Road, Kwai Chung, Tsuen Wan, New Territories, Hong Kong. The Property is held by Mr. Chan through the Target Company as an investment property. The original acquisition cost of the Property is HK\$34,299,444.

As stated in the Letter from the Board, the Group intends to occupy the Property as the Group's headquarters. The Board considers that the purchase of the Target Company which holds the Property would enable the Group to achieve a potential rental savings and would strengthen the asset and/or income base of the Group and provide capital appreciation to the Group. Accordingly, the Directors are of the view that the terms of the Acquisition are on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

We have discussed with the management of the Company and were given to understand that the Group has to enlarge its office space to cope with the business expansion of the Group and identification of a location nearby the existing headquarters would be in the interests of the Company.

In view of (i) the Group has to enlarge its office space to cope with the business expansion of the Group; (ii) the Acquisition would enable the Group to achieve a potential rental savings and would strengthen the asset and/or income base of the Group and provide capital appreciation to the Group; and (iii) the Property is located nearby the existing headquarters of the Company, we consider that the Sale and Purchase Agreement is in the interests of the Company and the Shareholders as a whole.

3. Principal terms of the Sale and Purchase Agreement

Consideration

The Consideration for the Sale Share and the Shareholder's Loan is HK\$19,410,000, which will be paid by Rich Sunny to Mr. Chan by cash in the following manner:

- (a) a deposit (being part of the Consideration) of HK\$1,941,000 (the "Deposit") has been paid by Rich Sunny to Mr. Chan upon signing of the Sale and Purchase Agreement; and
- (b) the balance of the Consideration of HK\$17,469,000 shall be paid by Rich Sunny to Mr. Chan upon Completion.

The Company intends to fund the Consideration by internal resources of the Group.

In the event that Rich Sunny fails to perform its obligations under the Sale and Purchase Agreement resulting from the termination of the Sale and Purchase Agreement, the Deposit together with all interest thereon shall be forfeited to Mr. Chan as liquidated damages and full settlement of the compensation for loss or damages suffered by Mr. Chan. In the event that (a) the Conditions are not fulfilled on or before 31 December 2015; or (b) Mr. Chan fails to perform its obligations under the Sale and Purchase Agreement, the Sale and Purchase Agreement will be terminated and the Deposit shall be forthwith repaid by Mr. Chan to Rich Sunny.

The Consideration was determined after arm's length negotiation between Mr. Chan and Rich Sunny with reference to, among others, (i) the preliminary valuation of the Property of HK\$36,300,000 by an independent valuer; (ii) the outstanding mortgage loan owing by the Target Company to a commercial bank in Hong Kong amounted to HK\$16,890,000 as at the date of the Sale and Purchase Agreement; and (iii) the amount of the Shareholder's Loan. Based on the management accounts of the Target Company for the year ended 31 March 2015, we noted that, apart from the above outstanding mortgage loan, the other indebtedness of the Target Company was substantially consisted of the Shareholder's Loan of approximately HK\$21,132,000, which shall be assigned to the Group under the Acquisition. In an alternative exhibition, the Consideration is slightly lower than the amount of the Shareholder's Loan less the accumulated retained losses of the Target Company up the Latest Practicable Date, which is fair and reasonable in our view.

In assessing the fairness and reasonableness of the Consideration, we have reviewed the valuation report (the "Valuation Report") as set out in Appendix I to the Circular and assessed the basis and assumptions used by the independent professional valuer in the valuation of the Property as at 26 June 2015, details of which are explained in the paragraph headed "Valuation report" below. Having considered that the Consideration of HK\$19,410,000 was determined by reference to, among others, (i) the preliminary valuation of the Property of HK\$36,300,000 by an

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

independent valuer; (ii) adjusted by the outstanding mortgage loan owing by the Target Company to a commercial bank in Hong Kong amounted to HK\$16,890,000 as at the date of the Sale and Purchase Agreement; and (iii) the amount of the Shareholder's Loan, we are of the view that the Consideration is fair and reasonable so far as the Independent Shareholders are concerned.

Valuation Report

The Valuation Report was issued by Ascent Partners Valuation Service Limited, an independent professional valuer (the “**Valuer**”).

As stated in the Valuation Report as set out in Appendix I to the Circular, the market value of the Property amounted to HK\$36,300,000 as at 26 June 2015 (the “**Valuation**”). In assessing the Valuation, we have (i) reviewed the Valuation Report and discussed with the Valuer regarding, in particular, the methodology of, and the basis and assumptions adopted for, the Valuation; (ii) reviewed the terms of engagement of the Valuer having particular regard to whether the scope of work is appropriate and whether there are any limitations on the scope of work which might adversely impact on the degree of assurance given by the Valuation Report; (iii) interviewed the Valuer regarding its expertise and any current or prior relationships with the Group and its respective connected persons; and (iv) assessed the independence, experience and the qualification of the independent valuer in respect of the Valuation.

We noted that the Valuer has valued the property interests of property in market basis and applied the direct comparison method where comparison based on prices realised on actual sales price of comparable property is made. Comparable properties of similar size, character, and location are analysed and carefully weighted against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of values. As advised by the Valuer, the direct comparison method is a commonly-adopted method for property valuation. We have obtained the comparable sales transactions in the market from the Valuer and noted that the Valuer has chosen comparable recent sales transactions for industrial properties. Based on the above, we consider that the comparable sales transactions chosen by the Valuer are fair and representative samples for direct comparison purpose. Upon our enquiry, we are given to understand that the Valuer carried out a site visit in May 2015 to research information to determine the capital value of the Property. We also noted that the Valuation is prepared in accordance with Chapter 8 of the GEM Listing Rules and the HKIS Valuation Standards (2012 Edition) published by the Hong Kong Institute of Surveyors.

Based on all of the above work done by us in assessing the Valuation and having considered in particular (i) our review of the Valuation Report and our discussion with the Valuer regarding the methodology of, and the basis and assumptions adopted for, the Valuation; (ii) the comparable sales transactions are located in the vicinity and are of industrial properties; (iii) the independence, qualification and experience of the valuer; (iv) pursuant to Rule 17.92(2) under the

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

GEM Listing Rules, there is no reason for us to believe any of the information in the Valuation Report is not true or omits a material fact, we have not identified any material matter which would lead us to cast doubt on the fairness and reasonableness of the Valuation and consider that the Valuation is normal in nature without any unusual assumption and the basis thereof is fair and reasonable.

The Group recorded cash and cash equivalents of approximately HK\$98,913,000 as at 31 March 2015 and the Consideration would be satisfied by internal resources of the Group. In view of the level of cash of the Group, we are of the view that the Group has sufficient financial resources to satisfy the Consideration.

Our view

In view of that (i) the Consideration of HK\$19,410,000 was determined by reference to, among others, (a) the preliminary valuation of the Property of HK\$36,300,000 by an independent valuer; and (b) adjusted by the outstanding mortgage loan owing by the Target Company to a commercial bank in Hong Kong amounted to HK\$16,890,000 as at the date of the Sale and Purchase Agreement; (ii) the amount of Shareholder's Loan; and (iii) we have not identified any material matter which would lead us to cast doubt on the fairness and reasonableness of the Valuation and consider that the Valuation is normal in nature without any unusual assumption and the basis thereof is fair and reasonable, we are of the view that the terms of the Sale and Purchase Agreement is fair and reasonable so far as the Company and the Independent Shareholders are concerned.

4. Financial effect

Net assets

Given that the Consideration of HK\$19,410,000 is with reference to the (i) the preliminary valuation of the Property of HK\$36,300,000 by an independent valuer; (ii) the outstanding mortgage loan owing by the Target Company to a commercial bank in Hong Kong amounted to HK\$16,890,000 as at the date of the Sale and Purchase Agreement; and (iii) the Shareholder's Loan, it is expected that the Acquisition would not have material impact on the Group's equity attributable to the Shareholders upon completion unless the value of the Property significantly deviated from its appraised value as at 26 June 2015.

Liquidity and working capital

The Group's gearing ratio as of 31 March 2015, which is calculated on the basis of total liabilities over total assets, was approximately 13.7% (as at 31 March 2014: 9.9%) whilst the current ratio of the Group which expressed a ratio of current assets over current liabilities as of 31 March 2015, to reflect the adequacy of the financial resources was approximately 6.6 times (as at 31 March 2014: 9.3 times).

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As the Consideration will be settled by cash, the Group's current assets are expected to decrease by the same amount, which would lead to a decrease in the current ratio of the Group.

Earnings

Given that the Group intends to occupy the Property as the Group's headquarters, it is expected the Group will achieve a potential rental savings which in turn improve its earnings and will be offset by any depreciation charged on the Property. It is currently intended that after the commencement of use of the Property as the Group's new headquarters, the existing headquarters of the Group will be used as office premises and warehouse of the Group.

The aforementioned analyses are for illustrative purpose only and do not purport to represent how the financial position of the Group will be after the entering into the Sale and Purchase Agreement.

RECOMMENDATION

Having taken into account the above, we consider that the Sale and Purchase Agreement is in the ordinary and usual course of business of the Group and is in the interests of the Company and the Shareholders as a whole. In view of that (i) the Sale and Purchase Agreement is in the interests of the Company and the Shareholders as a whole; (ii) the Sale and Purchase Agreement is on normal commercial terms; and (iii) the terms of the Sale and Purchase Agreement are fair and reasonable, we would advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Sale and Purchase Agreement.

Yours faithfully,
For and on behalf of
Messis Capital Limited
Robert Siu
Managing Director

Mr. Robert Siu is a licensed person registered with the SFC and regarded as a responsible officer of Messis Capital Limited to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO and has over 15 years of experience in corporate finance industry.

The following is the text of a letter and valuation certificate prepared for the purpose of incorporation in this circular received from Ascent Partners Valuation Service Limited, an independent valuer, in connection with its valuation as at 26 June 2015 of the property interests to be acquired by the Group.



Suite 2102, Hong Kong Trade Centre
161–167 Des Voeux Road Central
Hong Kong
Tel: 3679–3890
Fax: 3579–0884

Date: 30 July 2015

The Board of Directors
RM Group Holdings Limited
21/F., Man Shing Industrial Building
307–311 Castle Peak Road
Kwai Chung
Hong Kong

Dear Sir/Madam,

RE: Valuation of Workshops 1, 2, 3, 5, 6, 7, 8 and 9 on 27th Floor, the Galaxy, No. 313 Castle Peak Road, Kwai Chung, Tsuen Wan, New Territories, Hong Kong (the “Property”)

INSTRUCTIONS

In accordance with the instructions received from RM Group Holdings Limited (the “**Company**”) and its subsidiaries (hereinafter together referred to as the “**Group**”) for us to carry out a valuation of the property to be acquired, we confirm that we have carried out property inspections, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of the property interests as at 26 June 2015 (referred to as the “**Valuation Date**”) for the purpose of incorporation in the circular of the Group.

This letter which forms part of our valuation report explains the basis and methodology of valuation, clarifying assumptions, valuation considerations, title investigation and limiting conditions of this valuation.

BASIS OF VALUATION

Our valuation of the property interests represents the market value which we would define as intended to mean “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

VALUATION METHODOLOGY

We have valued the property interests of property in market basis and the direct comparison method is adopted where comparison based on prices realised on actual sales price of comparable property is made. Comparable properties of similar size, character, and location are analysed and carefully weighted against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of values.

VALUATION CONSIDERATIONS

In valuing the property interests, we have complied with all the requirements contained in Chapter 8 of the Rules Governing the Listing of Securities on the Growth Enterprise Market issued by The Stock Exchange of Hong Kong Limited and the HKIS Valuation Standards (2012 Edition) published by The Hong Kong Institute of Surveyors.

VALUATION ASSUMPTIONS

Unless otherwise stated, our valuations have been made on the assumption that the seller sells the property interests on the open market in their existing states without the benefit of a deferred term contracts, leasebacks, joint ventures, management agreements or any similar arrangements, which could serve to affect the values of the property interests. We have also assumed that the Property has been constructed, occupied and used in full compliance with, and without contravention of all laws, except only where otherwise stated. We have further assumed that, for any use of the Property upon which this report is based, all required licenses, permit, certificate and authorizations have been obtained.

No allowance has been made in our valuation for any charges, mortgages or amount owing on any property interests nor for any expense or taxation which may be incurred in effecting a sale. We have assumed that the Property is free from encumbrances, restrictions and outgoings of an onerous nature which could affect their values.

We have assumed that the owners of the Property have free and uninterrupted rights to use and dispose of the Property for the whole of the unexpired term of Land Grant.

Other special assumptions of the property interests, if any, have been stated out in the footnotes of the valuation certificate attached herewith.

TITLE INVESTIGATION

We have carried out title searches at the Land Registry for the property interests located in Hong Kong. We have been, in some instances, provided with the extracts of the documents relating to the Property. However, we have not verified ownership of the Property to verify the existence of any amendments which do not appear on the copies handed to us. All documents have been used for reference only.

LIMITING CONDITIONS

We have inspected the exterior, and wherever possible, the interior of the property but no structural survey had been made. In the course of our inspection, we did not note any serious defects. We are not, however, able to report that the property is free from rot, infestation or any other structural defects. Further, no test has been carried out on any of the building services. All dimensions, measurements and areas are only approximates. We have not been able to carry out detailed on-site measurements to verify the site and floor areas of the property and we have assumed that the areas shown on the copies of documents handed to us are correct.

The site inspection of the property was carried out by Mr. Stephen Yeung, who is a Chartered Surveyor and Mr. Charles Choi, ASc (Estate Surveying) on 14 May 2015.

We have not carried out any soil investigations to determine the suitability of the soil conditions and the services etc. for any future development. Our valuations are prepared on the assumption that these aspects are satisfactory and that no extraordinary expenses or delays will be incurred during the construction period. We do not make any allowance for contamination or pollution of the land, if any, which may have been caused by past usage.

We have relied to a considerable extent on information provided by the Group and have accepted advice given to us on such matters, in particular, but not limited to, the sales records, tenure, planning approvals, statutory notices, easements, particulars of occupancy, site and floor areas and all other relevant matters in the identification of the property interests.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Group. We have also been advised by the Group that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to reach an informed view, and we have no reason to suspect that any material information has been withheld.

In valuing the property interests which are situated in Hong Kong and held under the government leases which will be expired before 30 June 2047, we have taken into account of the statement contained in the Annex III of the Joint Declaration of the Government of the United Kingdom of Great Britain and Northern Ireland and the Government of the People's Republic of China on the question of Hong Kong and the New Territories Leases (Extension) Ordinance 1988 that such leases would have been extended without payment of premium until 30 June 2047 and that an annual rent of three percent of the rateable values of the properties would be charged from the date of extension.

REMARKS

Unless otherwise stated, all monetary amounts stated in this report are in Hong Kong Dollars (HKD).

Our valuation certificate in respect of the property interests is herewith attached.

Yours faithfully,
For and on behalf of
Ascent Partners Valuation Service Limited
Stephen Y. W. Yeung
MFin BSc(Hons) Land Adm. MHKIS MCIREA RPS(GP)
Principal

Mr. Stephen Y. W. Yeung is a Registered Professional Surveyor (General Practice Division) and a Professional Member of The Hong Kong Institute of Surveyors with over 10 years' experience in valuation of properties in HKSAR and mainland China. Mr. Yeung is also a valuer on the List of Property Valuers for Undertaking Valuations for Incorporation or Reference in Listing Particulars and Circulars and Valuations in Connection with Takeovers and Mergers published by HKIS.

VALUATION CERTIFICATE

Property interests to be acquired by the Group for owner-occupation in Hong Kong

Property	Description and tenure	Particular of Occupancy	Market Value in existing state as at 26 June 2015
Workshops 1, 2, 3, 5, 6, 7, 8 and 9 on 27th Floor, the Galaxy, No. 313 Castle Peak Road, Kwai Chung, Tsuen Wan, New Territories, Hong Kong	The property comprises eight industrial units on 27th Floor of a 26-storey workshop building (with 4th, 13th, 14th, 24th Floors omitted) completed in 2014. The gross floor area and the saleable area of the property is approximately 6,780 sq.ft. and 4,610 sq.ft. respectively.	The property is currently vacant.	HKD36,300,000 (Hong Kong Dollar Thirty Six Million Three Hundred Thousand)
429/11488th undivided shares of and in Section E of Lot No. 693 in Demarcation District 445	The lot is held under New Grant No. TW3554 for a term of 75 years renewable for 24 years commencing on 1 July 1898.		

Notes:

- (1) The registered owner of the property is Royal Richly (Hong Kong) Limited all dated 30 September 2014 which is a connected party of the Group with details as follows:

Unit	Memorial No.
Workshop 01	14102801360011
Workshop 02	14102801360025
Workshop 03	14102801360034
Workshop 05	14102801360045
Workshop 06	14102801360056
Workshop 07	14102801360062
Workshop 08	14102801360078
Workshop 09	14102801360088

- (2) The property is subject to encumbrances as follows:
- (i) An Occupation Permit (Permit No. NT64/2014(OP)) vide Memorial No. 14090202220019 dated 25 August 2014;
 - (ii) A Deed of Mutual Covenant and Management Agreement vide Memorial No. 14092902120036 dated 15 September 2014;
 - (iii) A Mortgage in favour of Chong Hing Bank Limited vide Memorial No. 14102801360099 dated 30 September 2014; and
 - (iv) An Assignment of Rentals in favour of Chong Hing Bank Limited vide Memorial No. 14102801360105 dated 30 September 2014.
- (3) The Property lies within an area zoned "Industrial" under the draft Kwai Chung Outline Zoning Plan No. S/KC/28 dated 13 June 2014.
- (4) As confirmed by the Group, the proposed renovation cost of the property is approximately HKD4,000,000.

(5) The Group have confirmed as follows:

- (i) No options or rights of pre-emption concerning or affecting the property;
- (ii) No environmental issues such as breach of environmental regulations;
- (iii) No notices, pending litigation, breach of law or title defects affecting the property; and
- (iv) No plans to dispose of or change the use of the property.

1. RESPONSIBILITY STATEMENT

This circular, 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 document misleading.

2. DISCLOSURE OF INTERESTS

(a) Directors', Supervisors' and chief executive's interests and short positions in the securities of the Company and its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which (i) are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (ii) were recorded in the register required to be kept under Section 352 of the SFO; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

(i) Long positions in the shares of the Company

Name of Directors	Capacity/nature of interest	Number of Ordinary Shares	Approximate percentage of interest in the Company's issued share capital
Mr. CHAN Yan Tak ("Mr. Chan")	Corporate interest	359,700,000	69.67%
Madam TSANG Pui Man ("Madam Tsang")	Family interest	359,700,000	69.67%

Notes:

- (1) Madam Tsang is the spouse of Mr. Chan, who owns the entire issued share capital of Able Island Group Limited (the "Able Island"). Accordingly, Madam Tsang is deemed to be interested in 359,700,000 shares of the Company held by Able Island by virtue of the SFO.

- (2) Mr. Chan owns the entire issued share capital of Able Island. Accordingly, Mr. Chan is deemed to be interested in 359,700,000 shares of the Company held by Able Island by virtue of the SFO.

(ii) *Long Positions in the underlying Shares of the share options granted under the share option scheme of the Company:*

<u>Name of the Directors</u>	<u>Date of grant of the share options</u>	<u>Exercise period of the share options</u>	<u>Exercise price per Share</u>	<u>Number of the share options outstanding</u>	<u>Number of the total underlying Shares</u>	<u>Approximately percentage of the total issued share capital of the Company</u>
Mr. Chan Yan Tak ("Mr. Chan")	22/11/2013	22/11/2013– 21/11/2016	HK\$1.64	500,000	500,000	0.10%
Mr. Wong Mau Tai	22/11/2013	22/11/2013– 21/11/2016	HK\$1.64	5,000,000	5,000,000	0.97%
Mr. Foo Chi Ming	22/11/2013	22/11/2013– 21/11/2016	HK\$1.64	5,000,000	5,000,000	0.97%
Madam Tsang Pui Man ("Madam Tsang")	22/11/2013	22/11/2013– 21/11/2016	HK\$1.64	500,000 ^(Note)	500,000 ^(Note)	0.10%
Professor Ng Ka Ming	22/11/2013	22/11/2013– 21/11/2016	HK\$1.64	500,000	500,000	0.10%
Mr. Cheng Kwok Kin, Paul	22/11/2013	22/11/2013– 21/11/2016	HK\$1.64	500,000	500,000	0.10%
Mr. Wei Jianan	22/11/2013	22/11/2013– 21/11/2016	HK\$1.64	500,000	500,000	0.10%

Note: The represents interests in share options held by Mr. Chan as beneficial owner to subscribe for the underlying shares granted by the granted by the Company under the share option scheme. Madam Tsang is the spouse of Mr. Chan and is deemed to be interested that share options held by Mr. Chan by virtue of SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or the chief executive of the Company had registered any interest or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (ii) were recorded in the register required to be kept under Section 352 of the SFO; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

(b) Persons who have interests or short positions which are discloseable under Divisions 2 and 3 of Part XV of the SFO and substantial Shareholders

So far as is known to the Directors and the chief executive of the Company, as at the Latest Practicable Date, the following person (not being Directors, Supervisors or chief executives of the Company) had, or was deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or was recorded in the register required to be kept by the Company under Section 336 of Part XV of the SFO:

Long positions in shares of the Company

Name of Shareholders	Capacity/nature of interest	Number of Ordinary Shares	Approximate percentage of interest in the Company's issued share capital
Able Island (<i>Note</i>)	Beneficial Owner	359,700,000	69.67%

Note: The entire issued share capital of Able Island is beneficially owned by Mr. Chan.

Save as disclosed above, as at the Latest Practicable Date, the Directors and the chief executive of the Company were not aware of any other person (other than a Director or chief executive of the Company) who had, or was deemed to have, interests or short positions in the shares or underlying shares of the Company, which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or was recorded in the register required to be kept under Section 336 of Part XV of the SFO.

3. DIRECTORS' INTERESTS IN ASSETS/CONTRACTS AND OTHER INTERESTS

None of the Directors and the Supervisors was materially interested in any contract or arrangement subsisting as at the Latest Practicable Date which is significant in relation to the business of the Group, nor has any Director or Supervisor or their respective associates had any direct or indirect interests in any assets which had been acquired or disposed of by or leased to, or were proposed to be acquired or disposed of by or leased to, any member of the Group since 31 March 2015, being the date to which the latest published audited consolidated financial statements of the Group were made up.

4. COMPETING INTERESTS

To the best knowledge of the Directors, as at the Latest Practicable Date, none of the controlling Shareholders, the Directors or their respective close associates had any interests in a business, which competes or is likely to compete either directly or indirectly with the business of the Group which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules, if the Directors were controlling Shareholders.

5. SERVICE CONTRACT

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with the Company or any member of the Group which does not expire or is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

6. MATERIAL ADVERSE CHANGE

As the Latest Practicable Date, the Directors confirm that there has been no material adverse change in the financial or trading position of the Group since 31 March 2015 (being the date to which the latest published audited consolidated financial statements of the Group were made up).

7. EXPERTS AND CONSENTS

The following is the qualification of the expert who have been given opinions contained in this circular:

Name	Qualification
Messis Capital Limited	a licensed corporation to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance)
Ascent Partners Valuation Services Limited	Professional Valuer

As at the Latest Practicable Date, each of the above experts did not have any shareholding, directly or indirectly, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group. As at the Latest Practicable Date, each of the above experts did not have any direct or indirect interest in any assets which have been acquired, or disposed of by, or leased to any member of the Group, or were proposed to be acquired, or disposed of by, or leased to any member of the Group since 31 March 2015, the date to which the latest published audited consolidated financial statements of the Group were made up.

Each of the above experts had given and had not withdrawn its written consent to the issue of this circular, with the inclusion therein of its letter or the references to its name in the form and context in which they appear.

8. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of each of the following documents will be available for inspection during normal business hours at the principal place of business of the Company at 21/F, Man Shing Industrial Building, 307–311 Castle Peak Road, Kwai Chung, Hong Kong from the date of this circular up to and including the date of the EGM.

- (i) the Sale and Purchase Agreement;
- (ii) the letter from the Independent Board Committee, the text of which is set out on page 10 of this circular;
- (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, the text of which is set out on pages 11 to 18 of this circular;
- (iv) the written consents as referred to in the paragraph headed “7. Experts and consents” in this appendix;
- (v) the Valuation Report, the text of which is set out in Appendix I to this circular; and
- (vi) this circular.

NOTICE OF EGM



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of RM Group Holdings Limited (the “**Company**”) will be held at Room 508–520, Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Friday, 14 August 2015 at 4:30 p.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the sale and purchase agreement entered into between Mr. Chan Yan Tak (as vendor) and Rich Sunny Investment Limited (as purchaser) dated 23 June 2015 (the “**Sale and Purchase Agreement**”) in relation the acquisition of (i) the one (1) ordinary share, representing the entire issued share capital of Royal Richly (Hong Kong) Limited (“**Royal Richly**”); and (ii) the assignment of debt, loan or liability due from Royal Richly to Mr. Chan Yan Tak as at the date of completion of the Sale and Purchase Agreement to Rich Sunny Investment Limited at a consideration of HK\$19,410,000 (a copy of the Sale and Purchase Agreement has been produced to the meeting marked “A” and initialed by the Chairman of the meeting for the purpose of identification) and all the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and

NOTICE OF EGM

- (b) any one director of the Company be and is hereby authorised to do all such things and acts of administrative nature as he may in his discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of the Sale and Purchase Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he considers necessary or expedient in his opinion to implement and/or give effect to the Sale and Purchase Agreement.”

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

Hong Kong, 30 July 2015

Registered Office:

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Principal Place of Business in Hong Kong:

21/F., Man Shing Industrial Building
307–311 Castle Peak Road
Kwai Chung
Hong Kong

Notes:

1. Every member entitled to attend and vote at the above meeting (or at any adjournment thereof) (the “EGM”) is entitled to appoint up to two individuals as his proxies. A proxy need not be a member of the Company. The number of proxies appointed by a clearing house (or its nominee) is not subject to the aforesaid limitation.
2. Where there are joint holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the registers of members of the Company in respect of such share will alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy by a notary public of that power or authority), must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the EGM. Completion and return of the form of proxy will not preclude a member from attending the EGM and voting in person if he so wishes.
4. The registers of members of the Company (the “Registers of Members”) will be closed from Thursday, 13 August 2015 to Friday, 14 August 2015 (both days inclusive) during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged for registration with Tricor Investor Services Limited at the above address not later than 4:30 p.m. on Wednesday, 12 August 2015.
5. The resolution set out in this notice shall be decided by way of poll.