

For the month ended (dd/mm/yyyy):

Monthly Return of Equity Issuer on Movements in Securities

| To: Hong Kong Exchanges and | d Clearing | Limited | | |
|--|------------|--|----------------------------------|---|
| Name of Issuer Date Submitted RM Group Holdings Li 02/11/2015 | | | l . | |
| I. Movements in Authorised Sh | are Capita | al | | |
| 1. Ordinary Shares | | | | |
| (1) Stock code : 8185 | Descrip | tion : | RM GR | OUP |
| Balance at close of preceding n (see remarks) | nonth | No. of ordinary shares 1,000,000,000 | Par value (HK\$) | Authorised share capital (HK\$) |
| Increase/(decrease) | | Nil | | Nil |
| Balance at close of the month | | 1,000,000,000 | 0.01 | 10,000,000.00 |
| (2) Stock code : N/A | Descrip | tion : | N/A | Δ |
| | | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding n | nonth | | | |
| Increase/(decrease) | | | | |
| Balance at close of the month | | | | |

31/10/2015

| Stock code : | N/A | Description : | | N/A | <u> </u> |
|-----------------------|-------------|---------------|--------------------------------|----------------------------------|---|
| | | | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of p | preceding 1 | month | | | |
| Increase/(decrease) | | | | | |
| Balance at close of t | he month | | | | |
| 3. Other Classes of S | Shares | | | | |
| | | ъ. | 45 | N/A | |
| Stock code : | N/A | Descrip | tion: | | • |
| Stock code : | N/A | Descrip | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
| Stock code : | | | No. of other | Par value (State | Authorised share capital |
| _ | | | No. of other | Par value (State | Authorised share capital |

II. Movements in Issued Share Capital

| | No. of ordinary 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 | |
| preceding month | 310,300,000 | 11/74 | | 1V/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 Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including AGM approval date (dd/mm/yyyy) and class of shares | Similar Option | Movement duri | | 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 | | |
|---|----------------|---------------|-----------|--|---|-------------|--|
| issuable | Granted | Exercised | Cancelled | Lapsed | | 111011111 | |
| 1. Share Option Scheme effective on 11/10/2013 Exercise price HK\$1.64 Ordinary shares 2. | Nil | Nil | Nil | Nil | Nil | _24,700,000 | |
| 3. | | | | | | | |

| Particulars of share option scheme including AGM approval date (dd/mm/yyyy) and class of shares issuable | | Manage I de | | | 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 |
|--|--|--------------------|---------------|-------------|--|---|
| | C . 1 | Movement durin | | T 1 | | |
| 4 | Granted | Exercised | Cancelled | Lapsed | | |
| 4. | | | | | | |
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| | | | | | | |
| | | Tot | al A. (Ordina | ary shares) | N/A | |
| | | | | nce shares) | N/A | |
| | | | • | ther class) | N/A | |
| Total funds raised du | ring the month | n from exercise of | | <i>'</i> . | | |
| options (HK\$) | <i>3</i> • • • • • • • • • • • • • • • • • • • | | | N/A | | |
| • | | | | | | |

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of Nominal value at nominal close of value preceding month | Exercised during 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 |
|---|---|----------------------------|---|--|--|
| 1.N/A | | | | | |
| | | | | | |
| 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 (Note 1) | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. | (/ /) | | | | |
| | | | | | |
| Stock code (if listed) Class of shares issuable (Note 1) Subscription price | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | |
| 4. | | | | | |
| Stock code (if listed) Class of shares issuable (Note 1) Subscription price | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | |
| | Tota | (Prefere | nary shares) ence shares) Other class) | N/A N/A N/A | |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer issued issuer which may be issued during the month pursuant pursuant thereto as at Currency of Amount at close Converted thereto close of the amount of preceding during the Amount at close month Class and description outstanding month month of the month 1. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Total C. (Ordinary shares) (Preference shares) N/A (Other class) N/A

For Main Board and GEM listed issuers

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 than ander Share Option Schemes) | | |
|---|--|---|
| 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. N/A | | |
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| - | 1 | |
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| shares (Note 1) | | |
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| 2 | 4 | |
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| | 1 | |
| sheres (Note 1) | 1 | |
| shares (Note 1) | | · |
| | | |
| 3 | | |
| | | |
| | 1 | |
| | 1 | |
| | 4 | |
| shares (Note 1) | | · - |
| | | |
| Total D. (Ordinary shares) | N/A | |
| (Preference shares) | N/A | • |
| (Other class) | N/A | |
| (Other class) | 14/71 | |
| | | |

| | | 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 |
|----|---------------|---------------------------|---|-------|---|--|---|
| | Type of Issue | | | | | | month |
| | | | Class of shares issuable (Note 1) | | | | |
| 1. | Rights issue | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | | | | N/A | N/A |
| | | | Class of shares issuable (Note 1) | | | | |
| 2. | Open offer | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | N/A | N/A |
| | | | Class of shares issuable (Note 1) | | | | |
| 3. | Placing | At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | NY/A | NT/A |
| | | | | | | N/A | N/A |
| | | | Class of shares issuable (Note 1) | | | | |
| 4. | Bonus issue | | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM 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 |
|----|-------------------------------------|------------|---|-------|---|--|--|
| | Type of issue | | | | | | month |
| | | | Class of shares issuable (Note 1) | | | | |
| 5. | Scrip dividend At price : Stat | te rency — | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | , | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | | | | IVA | _ IVA |
| | | | Class of shares repurchased (Note 1) | | | | |
| 6. | Repurchase of shares | | Cancellation date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | | | | | |
| | | | Class of shares redeemed (Note 1) | | | | |
| 7. | Redemption of shares | | Redemption date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | (48.22.2.2) | | | N/A | N/A |
| | | | Class of shares issuable: (Note 1) | | | | |
| 8. | Consideration issue At price : Stat | te rency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | SGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | (3-2 | | | 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 | e | | | |
| | | (Note 1) | | | | |
| 9. | Capital reorganisation | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | EGM approval date: | (/ / |) | | |
| | | (dd/mm/yyyy) | | | N/A | N/A |
| | | | | | | |
| | | Class of shares issuable (Note 1) | e | | | |
| 10. | Other (Please specify) At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | Ordinary Preference (Other | shares | s) N/A | |
| | | | | | | |
| То | tal increase / (decrease) in ordinary shares during t | he month (i.e. Total of A to | E): | (| 1) N/A | |
| | | | | (2 | 2) N/A | |
| To | tal increase / (decrease) in preference shares during | g 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 | L | |
| (T | hese figures should be the same as the relevant figu | ıres under II above ("Move | ments in I | ssued | Share Capital").) | |

| Remark: | |
|---------------|--|
| N/A | |
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| Submitted by: | Mak Mei Kuen |
| Title: | Company Secretary |
| | retary or other duly authorised officer) |
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| | |
| 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.