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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 on GEM: 8185)

(Stock Code on Main Board: 932)

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

Financial adviser

AMASSE CAPITAL
寶 積 資 本

Reference is made to the announcement issued by the Company dated 6 July 2015 in relation to the formal application submitted to the Stock Exchange for the Transfer of Listing.

The Board is pleased to announce that the approval-in-principle of the Transfer of Listing has been granted on 5 November 2015. The last day of dealings in the Shares on GEM (Stock code: 8185) will be Thursday, 19 November 2015. It is expected that dealings in the Shares on the Main Board (Stock code: 932) will commence at 9:00 a.m. on Friday, 20 November 2015.

The Board confirms that as at the date of this announcement, all the pre-conditions for the Transfer of Listing as set out in Rule 9A.02 of the Main Board Listing Rules have, insofar as applicable, been fulfilled in relation to the Company and the Shares.

The Transfer of Listing will have no effect on the existing share certificates in respect of the Shares, which will continue to be good evidence of legal title and be valid for trading, settlement and registration purposes and will not involve any transfer or exchange of the existing share certificates. No change is proposed to be made to the English and Chinese stock short names of the Company, the share certificate, the board lot size which is 4,000 Shares each, the trading currency of the Shares which is in Hong Kong dollars, and the share registrar and transfer office of the Company in Hong Kong which is Tricor Investor Services Limited, following the Transfer of Listing.

Reference is made to the announcement issued by the Company dated 6 July 2015 in relation to the formal application submitted to the Stock Exchange for the Transfer of Listing pursuant to Chapter 9A of the Main Board Listing Rules.

TRANSFER OF LISTING

An application was made by the Company to the Stock Exchange for the listing of, and permission to deal in, (i) 516,300,000 Shares in issue; (ii) any Shares which may fall to 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, on the Main Board by way of the Transfer of Listing.

The Board is pleased to announce that the approval-in-principle for the Transfer of Listing of the Shares on the Main Board has been granted on 5 November 2015. The last day of dealings in the Shares (Stock code: 8185) on GEM will be Thursday, 19 November 2015. It is expected that dealings in the Shares on the Main Board of the Stock Exchange (stock code: 932) will commence at 9:00 a.m. on Friday, 20 November 2015.

The Board confirms that as at the date of this announcement, all the pre-conditions for the Transfer of Listing as set out in Rule 9A.02 of the Main Board Listing Rules have, insofar as applicable, been fulfilled in relation to the Company and the securities of the Company.

The Shares have been accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from 11 October 2013, the date on which the Shares were first listed on GEM. Subject to continued compliance with the stock admission requirements of HKSCC, the Shares will continue to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS once dealings in the Shares on the Main Board commence, and that all activities under CCASS are subject to the General Rules of the CCASS and CCASS Operational Procedures in effect from time to time.

The Transfer of Listing will have no effect on the existing share certificates in respect of the Shares, which will continue to be good evidence of legal title and be valid for trading, settlement and registration purposes. No change is proposed to be made to the English and Chinese stock short names of the Company, the share certificate, the board lot size which is 4,000 Shares each, the trading currency of the Shares which is in Hong Kong dollars, and the share registrar and transfer office of the Company in Hong Kong which is Tricor Investor Services Limited, following the Transfer of Listing.

REASON FOR THE 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 the 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 Transfer of Listing. The Transfer of Listing will not involve issue of any new Shares by the Company.

SHARE OPTION SCHEME

The Company adopted the Share Option Scheme on 24 September 2013, which became effective on 11 October 2013. 41,500,000 share options were granted under the Share Option Scheme since the Share Option Scheme became effective. Among which 15,500,000 share options lapsed, 1,300,000 share options were exercised and 24,700,000 share options remained 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.

The Share Option Scheme will remain valid and effective following the Transfer of Listing to the Main Board and will be implemented in full compliance with the requirements under Chapter 17 of the Main Board Listing Rules. Following the Transfer of Listing, (i) the Shares issued and to be issued upon exercise of share options, which may be granted under the Share Option Scheme; and (ii) the Shares to be issued upon exercise of share options, which have been granted pursuant to the Share Option Scheme, will be listed on the Main Board.

PUBLIC FLOAT

The Directors confirm that no less than 25% of the total issued share capital of the Company was held by the public (as defined in the Main Board Listing Rules) as at the Latest Practicable Date. Accordingly, the minimum 25% public float requirement has been maintained in compliance with Rule 8.08 of the Main Board Listing Rules.

Save as disclosed above, there are no outstanding options, warrants or similar rights or convertible equity securities issued by the Company, which will be transferred to the Main Board as at the date of this announcement.

COMPETING INTEREST

As at the date of this announcement, none of the controlling shareholders or the Directors or their respective associates had any interest in a business which competes or may compete, either directly or indirectly, with the business of the Group pursuant to Rule 9A.09 (10) of the Main Board Listing Rules.

PUBLICATION OF RESULTS

Upon the Transfer of Listing, the Company will cease the practice of reporting financial results on a quarterly basis and will follow the relevant requirements of the Main Board Listing Rules, which include publishing its interim results and annual results within two months and three months from the end of the relevant periods or financial years, respectively. The Directors are of the view that the investors and Shareholders will continue to have access to relevant information on the Company following the reporting requirements under the Main Board Listing Rules. Meanwhile, the first quarterly report of the Group for the three months ended 30 June 2015 has been published on 14 August 2015 in accordance with the GEM Listing Rules.

RECENT DEVELOPMENT

The Directors would like to update the shareholders the recent business development of the Group as follows:

I. Significant increase in the revenue for the financial year ended 31 March 2015

The Group's revenue for the year ended 31 March 2015 increased by 34.2% to HK\$227.7 million (2014: HK\$169.7 million), which was mainly attributable to the increase in sales of health supplements. The management of the Company considered that the main reason for the increase in sales of health supplements in the financial year ended 31 March 2015 was due to the fact that there were more "one day special promotion event" for the Group's health supplements being conducted, (as compared with those being conducted in the financial year ended 31 March 2014). The increase in revenue was also contributed by the expansion of product range and increase in the number of special designated counters for products of the private label "Health Proof", which primarily sold health supplements. Based on the existing sales plan of the Group, it tentatively schedules to conduct a similar number of "one day special promotion event" in the financial year ending 31 March 2016.

II. Significant decrease in revenue and net profit for the three months period ended 30 June 2015

The Group's revenue and net profit for the three months period ended 30 June 2015 decreased by 18.8% to HK\$38.8 million (2014: HK\$47.8 million) and by 87.3% to HK\$483,000 (2014: HK\$3.8 million), respectively. The decrease in revenue and net profit were attributable to different scheduling of "one day special promotion events" of health supplements being held in the three months ended 30 June 2015 as compared with those held in the three months ended 30 June 2014. The said difference in scheduling also impacted on the product-mix being promoted in the "one day special promotion events" concerned, which in turn contributed to the decreased in revenue.

III. Commencement of sales to the PRC market

Reference is made to the announcements of the Company dated 19 September 2014 and 27 February 2015 (the "Announcements") in relation to the entering into two distribution agreements with two PRC distributors respectively. The general terms of the two distribution agreements have been disclosed in the Announcements.

As disclosed in the prospectus (the “**Prospectus**”) of the Company dated 30 September 2013, the Company had already expanded its business in an overseas market, being Taiwan, and conducted trading business with a Singapore distributor in 2011, although the expansion steps were cautiously prudent in those cases. As further stated in the Prospectus, it was the then intention of the Company to expand into other markets in the future. In line with this business strategy, the Directors resolved to extend the Group’s sale to the PRC in view of the big market potential in the PRC. Since it is always the Group’s strategy to develop overseas business in a prudent way, the Directors further decided to penetrate into the PRC market by appointing sales distributors before investing any substantial sum of money in the new market. Since the Group sells its products to the two PRC distributors without recourse, the Group does not anticipate that there will be any material risks in such business model. In order to monitor the performance of the two PRC distributors, the Group has adopted the following measures:

- (i) minimum order considerations from each of the two PRC distributors were provided in their respective distribution agreements. In the event that a distributor fails to achieve such minimum order considerations, the Group shall be entitled to (a) not to renew the distribution agreements; or (b) terminate the respective distribution agreements; or (c) terminate the distribution rights; or (d) limit the distribution territory;
- (ii) training courses will be provided to front line staff in the PRC market;
- (iii) representatives of the Group will visit the sales outlets in the PRC; and
- (iv) the Group will be involved in large-scale promotion campaigns to be launched by the PRC distributors.

In the financial year ended 31 March 2015, the aggregate sales to these two distributors amounted to approximately HK\$7.7 million with an average gross profit margin of approximately 65.8%.

The Group has three subsidiaries incorporated in the PRC, namely RM China, RM Shanghai and RM Zhuhai, (the “**PRC Subsidiaries**”). As of the Latest Practicable Date, RM China has not commenced operation, RM Zhuhai engages in pre-packaged food importation and RM Shanghai engages in pre-packaged food wholesale businesses. Currently, the PRC Subsidiaries sell three products (“**Selected Products**”) directly to the two PRC distributors. All of the Selected Products do not have health function claim and the Company’s PRC Legal Adviser advised that they do not fall under the “List of health functions of health food” which requires certification from China Food and Drug Administration before importing into and trading in the PRC. The PRC Legal Adviser further advised that the most significant aspects of laws and regulations on

Food Industry relating to the Group's current business operation in the PRC include the following:

Value-added Tax

Pursuant to the Provisional Regulations on the Valued-added Tax of the PRC (中華人民共和國增值稅暫行條例) effective from 1 January 1994 as amended on 5 November 2008 and its implementation rules, the PRC Subsidiaries engaging in the sale of goods in the PRC are required to pay value-added tax ("VAT"). As RM Zhuhai and RM Shanghai each engages in pre-packaged food importation and wholesale businesses, respectively, VAT payable by each of RM Zhuhai and RM Shanghai is calculated as the net of "output VAT for the return period" less "input VAT for the return period". The prevailing rate of VAT applicable to RM Zhuhai and RM Shanghai is 17%. As RM China has not commenced operation, no VAT was imposed up to the Latest Practicable Date.

Customs Duty

According to the Regulations of the People's Republic of China on Import and Export Duties (中華人民共和國進出口關稅條例) effective on 1 January 2004, all goods permitted to be imported into or exported out of and all articles allowed to enter into the People's Republic of China shall, unless otherwise provided for by the State Council, be subject to payment of customs duties on imports or exports. Pursuant to the Tariff Implementation Scheme for the year of 2015 (2015年關稅實施方案) ("**Implementation Scheme**") effective from 1 January 2015, if the origin of the imported goods is a ASEAN member state, the conventional tariff rate as set forth in the Sino — ASEAN Free Trade Agreement shall be applicable for such items of goods. According to the Conventional Tariff Rate Form as attached in the Implementation Scheme, the Selected Products directly imported by RM Zhuhai from Malaysia, being an ASEAN member state, are exempted from the customs duty. Since RM Shanghai does not engage in the import and export business, no customs duty is imposed during its operation.

Food circulation permit

The Measures for the Administration of Food Circulation Permit (食品流通許可證管理辦法) promulgated by the State Administration of Industry and Commerce of the PRC and effective on 30 July 2009, provide that sellers of food products must obtain the Food Circulation Permits. Accordingly, each of the two subsidiaries of the Group incorporated in the PRC which have been in operation has obtained such food circulation permit and is entitled to engage in the wholesale of pre-packaged food in the manner and within the scope as approved in the PRC.

Food identification management system

According to the Food Safety Law of the PRC (中華人民共和國食品安全法), imported pre-packaged food shall attach a Chinese food label, and shall also attach a Chinese instruction, if it is required pursuant to the PRC laws, which shall state the origin of food and the name, address and contact information of the domestic agent. Pursuant to the Supervision and Management of Food Labels for Import and Export (進出口預包裝

食品標籤檢驗監管理規定) promulgated by the General Administration of Quality Supervision, Inspection and Quarantine of the PRC (國家質量監督檢驗檢疫總局) (“AQSIQ”) and became effective on 1 June 2012, the pre-packed food imported for the first time shall be issued record certificate if the Chinese label is verified to be qualified.

Pursuant to the Food Identification Management Requirement (食品標識管理規定) promulgated by AQSIQ, food identification labels should state the name, place and date of production, nature, names and addresses of producers, with clear storage conditions specified. Also, the pre-packaged foods should clearly set out the net content and the list of ingredients with the specification stated. Food labels with wording such as “nutrition” in their names or descriptions are required to state the nutrition and calories of such food in accordance with relevant national standards.

The identification labels of the Selected Products have been recorded with the relevant quarantine department in the PRC in compliance with the above requirements.

As advised by the PRC Legal Adviser, the Group’s current business operation in the PRC carried out by the PRC Subsidiaries of the Group are in compliance with the applicable PRC laws and regulations in all material respects since their commencement of business in the PRC in 2015 and up to the Latest Practicable Date.

Regarding the current operation in the PRC market, the Group is exposed to currency risk primarily through sales and purchases, which give rise to receivables and payables and cash balances that are denominated in foreign currencies. The currencies giving rise to this risk are primarily Renminbi. Currently, the Group does not have a hedging policy with respect to the foreign exchange fluctuations. However, the management will continue to monitor such exchange rate fluctuations and consider to implement appropriate measures in a timely and effective manner.

IV. Update on business development in Taiwan market

In order to improve the sales performance and reduce costs in Taiwan, the Group entered into a distribution agreement with a distributor in Taiwan to promote and sell its products in June 2015.

At the same time, the Group’s products continue to be sold in the stores of the distribution facilitator in Taiwan (“**Taiwan Distribution Facilitator**”), on a non-exclusive basis, without the use of promoters. The Group discontinued the use of promoters in the Taiwan Distribution Facilitator’s stores in October 2014.

V. Commencement of trading of health and beauty supplements in Hong Kong

By leveraging on the existing distribution channel of the Group, the Group began to obtain distribution rights of certain health and beauty supplements with market potential in the financial year ended 31 March 2015. Except for one slimming beauty product, the management mainly selected new health and beauty supplements with different health benefits to the Group’s existing products and therefore, such new products will not compete directly with the Group’s existing products while further enhancing the Group’s revenue with minimal impact on its existing business model. The Group does

not distribute the aforesaid slimming beauty product through the Group's Distribution Facilitator as compared with the Group's existing slimming products, which has similar benefits, so as to avoid direct competition. The Group currently distributes the other new products with different health benefits as compared with the Group's existing products through the Group's Distribution Facilitator. Since the trading of health and beauty supplements and products is similar to the Group's existing business, the business and regulatory risks are similar to the risks disclosed in the Prospectus.

In the financial year ended 31 March 2015, the aggregate sales attributable to trading of health and beauty supplements amounted to approximately HK\$1.8 million with an average gross profit margin of approximately 73.1%.

FURTHER BUSINESS DEVELOPMENT STRATEGIES

I. Marketing and promotion activities in Hong Kong

The Group will continue to drive turnover growth by placing emphasis on a multifaceted marketing strategy through utilising various media and channels, such as television commercials, printed media, digital media, outdoor advertising, in-store promotion, the Wisdom Club and product road shows. The Group intends to continue to maintain its marketing, advertising and promotion activities at the current level.

II. Expansion of distribution network

The Group intends to continue expanding its distribution network in Hong Kong by increasing the number of special designated counters at the Distribution Facilitator's stores and by employing more promoters to station at the special designated counters to promote and sell the Group's products directly to the general public consumers in Hong Kong.

III. Collaboration with CUCAMed Company Limited

The Group will continue its collaboration with CUCAMed Company Limited ("CUCAMed"), a wholly owned subsidiary of the Chinese University of Hong Kong Foundation Limited. The collaboration will not only enhance the product portfolio of the Group but also increase the brand recognition of Royal Medic.

The Group will continue to develop and promote products under the brand "LEGEND".

IV. Expanding overseas markets

Apart from Taiwan and the PRC, the Group is also exploring opportunities in other overseas markets in southeast Asian countries by negotiating with potential distributors. As at the date of this announcement, no concrete terms have been reached with any of the potential distributors.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be made available for viewing on the Company's website at www.royalmedic.com and on the website of the Stock Exchange at www.hkgem.com:

- (a) the Memorandum and Articles of Association of the Company;
- (b) the first quarterly report of the Group for the three months ended 30 June 2014;
- (c) the first quarterly report of the Group for the three months ended 30 June 2015;
- (d) the interim report of the Group for the six months ended 30 September 2014;
- (e) the third quarterly report of the Group for the nine months ended 31 December 2014;
- (f) the Directors' report and the annual report of the Group for the year ended 31 March 2015;
- (g) the circular of the Company dated 30 June 2014 in relation to general mandates to issue and repurchase Shares and re-election of Directors, refreshment of scheme mandate limit under the share option scheme;
- (h) the circular of the Company dated 29 June 2015 in relation to general mandates to issue and repurchase Shares and re-election of Directors;
- (i) the circular of the Company dated 30 July 2015 in relation to discloseable and connection transaction in relation to the acquisition of entire issued share capital of and the shareholder's loan in Royal Richly (Hong Kong) Limited; and
- (j) a copy of each of the announcements and other corporate communications made by the Company as required under the GEM Listing Rules.

BIOGRAPHICAL DETAILS OF DIRECTORS

Executive Directors

Mr. Chan Yan Tak, aged 46, is the chairman of the Board and a chief executive officer as well as a director of most subsidiaries of the Company. Mr. Chan joined the Group in 2003 and was appointed as a director of the Company on 5 December 2011. Mr. Chan is responsible for the overall management and strategic development of the Group. Mr. Chan possesses over 11 years of experience in the health food and pharmaceutical trading businesses with extensive experience in product development, materials sourcing, branding-building, advertising, marketing and retail networking. Mr. Chan has acted as the honorary president of the Federation of Beauty Industry (H.K.). He has been a member of the Association of Hong Kong and Kowloon Practitioners of Chinese Medicine Limited since 2004 and was then appointed as the advisor of the abovementioned association in 2008.

Mr. Chan holds entirely the interest in Able Island Group Limited ("**Able Island**"), which holds 359,700,000 shares of the Company, representing 69.67% to total issued share capital of the Company.

Mr. Chan is entitled HK\$1,800,000 per annum, as director's fee and also receives a discretionary bonus, the amount of which is determined with the reference to the operating results of the Group and his performance.

Mr. Chan entered into a service agreement with the Company for three years till 23 September 2016, which is subject to retirement by rotation and re-election in the annual general meeting of the Company in accordance with the Company's Articles of Association and the GEM Listing Rules.

Mr. Wong Mau Tai, aged 61, is an executive Director of the Company as well as a Director of most subsidiaries of the Company. Mr. Wong joined the Group in 2009 and was appointed as a Director of the Company on 5 December 2011. Mr. Wong graduated from the Griffin College of Washington in the United States of America with a bachelor degree in business administration. He was the general manager of the Group from July 2009 to October 2011, mainly responsible for the production, packaging and logistic functions of the Group. He possesses more than 18 years of working experience in various business segments ranging from telecommunication, transportation to property development industry. Mr. Wong has strong knowledge in the health food and pharmaceutical trading business segment. Mr. Wong served as the manager of New World Development Company Limited and New World China Land Limited and engaged as the assistant to director and general manager of New World First Bus Services (China) Limited.

Mr. Wong is entitled HK\$840,000 per annum, as director's fee and also receives a discretionary bonus, the amount of which is determined with the reference to the operating results of the Group and his performance.

Mr. Wong entered into a service agreement with the Company for three years till 3 August 2017, which is subject to retirement by rotation and re-election in the annual general meeting of the Company in accordance with the Company's Articles of Association and the GEM Listing Rules.

Mr. Foo Chi Ming, aged 50, is an executive Director of the Company. Mr. Foo joined the Company as a non-executive Director on 16 August 2012 and was redesignated as an executive director on 16 July 2013. Mr. Foo was awarded a professional diploma in accountancy from the City University of Hong Kong and a bachelor degree of Arts in accountancy from the City University of Hong Kong. Mr. Foo is an experienced business executive with more than 16 years of experience in accounting, auditing and financial consulting industries. Mr. Foo takes on the responsibilities of overseeing the financial strategy of the Group and assists Mr. Chan, the chairman of the Board and chief executive officer, to oversee the corporate strategy of the Group. Mr. Foo is currently the compliance officer of the Company under GEM Listing Rule 5.19. Mr. Foo is also a director and chief financial officer of Green Salt Management Limited and a director and financial controller of Qinghai Salt Industry Co., Limited (青海省鹽業股份有限公司). Mr. Foo worked for the audit department of Deloitte Touche Tohmatsu and worked as an associate director of Deloitte & Touche Corporate Finance Limited, focusing on mergers and acquisitions and capital raising transaction activities.

Mr. Foo is entitled HK\$1,200,000 per annum, as director's fee and also receives a discretionary bonus, the amount of which is determined with the reference to the operating results of the Group and his performance.

Mr. Foo entered into a service agreement with the Company for three years till 3 August 2017, which is subject to retirement by rotation and re-election in the annual general meeting of the Company in accordance with the Company's Articles of Association and the GEM Listing Rules.

Non-executive Director

Madam Tsang Pui Man, aged 45, is a non-executive Director of the Company. Madam Tsang was appointed as a director of the Company on 5 December 2011. Madam Tsang obtained a diploma in management studies awarded jointly by the Hong Kong Polytechnic University and the Hong Kong Management Association. Madam Tsang worked as the assistant manager of Sing Tao Club Limited. Madam Tsang is responsible for assisting the Group in formulating strategies for human resource functions and financial management.

Madam Tsang is the spouse of Mr. Chan, the chairman of the Board and chief executive officer, therefore, she is deemed as the controlling shareholder of the Company and is currently a director of Able Island, which holds 359,700,000 shares of the Company, representing 69.67% to total issued share capital of the Company.

Madam Tsang is entitled HK\$240,000 per annum, as director's fee.

Madam Tsang entered into a service agreement with the Company for three years till 3 August 2017, which is subject to retirement by rotation and re-election in the annual general meeting of the Company in accordance with the Company's Articles of Association and the GEM Listing Rules.

Independent non-executive Directors

Mr. Wei Jianan, aged 77, was appointed as an independent non-executive director of the Company on 24 September 2013. He is also the chairman of the nomination committee and remuneration committee and a member of audit committee of the Company. Mr. Wei is an experienced business executive with more than 20 years of experience in the retail trading business, which covers the pharmaceutical, garment and household products across the regions in Hong Kong, the PRC, Europe and the United States of America. Mr. Wei has served as a director of Chinese Arts & Craft (HK) Limited and China Resources (Holdings) Limited. Mr. Wei graduated from the University of International Business and Economics (formerly known as Beijing International Business College) in 1965.

Mr. Wei is entitled HK\$300,000 per annum, as director's fee.

Mr. Wei entered into a service agreement with the Company for three years till 3 August 2018, which is subject to retirement by rotation and re-election in the annual general meeting of the Company in accordance with the Company's Articles of Association and the GEM Listing Rules.

Professor Ng Ka Ming, aged 63, was appointed as an independent non-executive director of the Company on 24 September 2013. He is also a member of audit committee, nomination committee and remuneration committee of the Company. He obtained his bachelor degree in chemical engineering from the University of Minnesota and the degree of doctor of philosophy from the University of Houston. He is currently the chair professor of chemical

and biomolecular engineering department at The Hong Kong University of Science and Technology (“**HKUST**”). He served as a professor of chemical engineering department of the University of Massachusetts, Amherst. He joined HKUST and has been seconded to Nano and Advanced Materials Institute Limited by HKUST and held the position of chief executive officer. Professor Ng has held visiting positions at DuPont Central Research and Development Experimental Station of E.L. du Pont de Nemours and Company and the National University of Singapore. He has served as a corporate science and technology advisor of Mitsubishi Chemical Corporation. Professor Ng received the Excellence in Process Development Research Award from the American Institute of Chemical Engineers in 2002 and subsequently elected as a Fellow of American Institute of Chemical Engineers in 2003.

Professor Ng is entitled HK\$300,000 per annum, as director’s fee.

Professor Ng entered into a service agreement with the Company for three years till from 3 August 2018, which is subject to retirement by rotation and re-election in the annual general meeting of the Company in accordance with the Company’s Articles of Association and the GEM Listing Rules.

Mr. Cheng Kwok Kin, Paul, aged 64, was appointed as an independent non-executive director of the Company on 24 September 2013. He is currently the chairman of the audit committee and a member of the remuneration committee and the nomination committee of the Company. Mr. Cheng has over 30 years of experience in the accounting and finance disciplines. Mr. Cheng joined Leach & Co., Chartered Accountants, of London, United Kingdom in 1972, and qualified as a Chartered Accountant in 1976. He became a partner of the firm in 1978 and retired from the partnership in 1992. Mr. Cheng acted as a board director and deputy president of Mitsubishi UFJ Securities (HK) Holdings, Limited (“**MUHKH**”), and held these positions until his retirement from MUHKH in December 2012. Mr. Cheng is Fellow of the Institute of Chartered Accountants in England and Wales, Fellow of the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), and a member of the Audit Profession Reform Working Group of the HKICPA and a member of the Membership Committee of the Hong Kong Securities and Investment Institute. Mr. Cheng was an independent non-executive director of Forterra Real Estate Pte. Ltd., which is a trustee manager of Forterra Trust (“**Forterra**”), a Singapore-based business trust that is formerly listed on the Singapore Exchange Securities Trading Limited (“**Singapore Stock Exchange**”). Forterra was delisted from the Singapore Stock Exchange on 13 February 2015, and deregistered under the Business Trusts Act (Cap.31A) of Singapore with effect from 31 August 2015, following the completion of a mandatory cash offer for Forterra which commenced in November 2014 by its largest unitholder, a member of the Nan Fung Group (“**Nan Fung**”), resulting in Nan Fung holding all of the issued units of Forterra. Mr. Cheng resigned as an independent non-executive director of Forterra Real Estate Pte. Ltd. in October 2015. Mr. Cheng is also an independent non-executive director of Xinyi Solar Holdings Limited (a company listed on the Stock Exchange, stock code: 968) and Kin Yat Holdings Limited (a company listed on the Stock Exchange, stock code: 638).

Mr. Cheng is entitled HK\$300,000 per annum, as director’s fee.

Mr. Cheng entered into a service agreement with the Company for three years till 3 August 2018, which is subject to retirement by rotation and re-election in the annual general meeting of the Company in accordance with the Company's Articles of Association and the GEM Listing Rules.

Save as disclosed above, none of the Directors (i) has held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) as at the date of this announcement, has any interest in the Shares which required to be disclosed under Part XV of the Securities and Future Ordinance; and (iii) has any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no information relating to the Directors that is required to be disclosed pursuant to Rules 13.51(2)(h)-(v) of the Main Board Listing Rules and the Board is not aware of any other matter that needs to be brought to the attention of the Shareholders in relation to their directorships.

DEFINITIONS

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

“ASEAN”	the Association of Southeast Asian Nations
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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
“Distribution Facilitator”	a renowned retail chain of health and beauty products in Hong Kong, mainland China and Macau indirectly owned by one of the leading pan-Asian retailer
“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
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	4 November 2015, being the latest practicable date prior to the issue of this announcement for ascertaining certain information contained in this announcement
“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 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
“PRC Legal Adviser”	Shu Jin Law Firm (廣東信達律師事務所), a qualified PRC law firm as the PRC legal adviser to the company to render the opinion as to the PRC Subsidiaries
“RM China”	Royal Medic (China) Health Products Limited, a company incorporated in the PRC and an indirect wholly-owned subsidiary of the Company
“RM Shanghai”	Royal Medic Health Products (Shanghai) Limited, a company incorporated in the PRC and an indirect wholly-owned subsidiary of the Company
“RM Zhuhai”	Zhuhai Royal Medic Health Products Limited, a company incorporated in the PRC and an indirect wholly-owned subsidiary of the Company
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 24 September 2013 with effect from 11 October 2013, as amended from time to time
“Shareholder(s)”	the shareholder(s) of the Company

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“Transfer of Listing”

the proposed transfer of the listing of the Shares from GEM to Main Board

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

Hong Kong, 5 November 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.