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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of RM Group Holdings Limited (御藥堂集團控股有限公司) (the “**Company**”). Potential investors should read the prospectus of the Company dated 30 September 2013 (the “**Prospectus**”) for detailed information about the Placing (as defined in the Prospectus) described below before deciding whether or not to invest in the Shares (as defined in the Prospectus) thereby being offered.*



RM Group Holdings Limited
(御藥堂集團控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

**LISTING ON THE GROWTH ENTERPRISE MARKET
OF THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF PLACING**

Number of Placing Shares : 129,600,000 Placing Shares
Maximum Placing Price : Not more than HK\$1.07 per Placing Share and expected to be not less than HK\$0.76 per Placing Share, payable in full on application, plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%
Nominal Value : HK\$0.01 per Share
Board Lot : 4,000 Shares
GEM Stock Code : 8185

Sole Sponsor

WAG Worldsec Corporate Finance Limited

Joint Lead Underwriters

WAG Worldsec Corporate Finance Limited

Luen Fat Securities Co. Ltd.

Great Roc Capital Securities Limited

Unless defined otherwise, capitalised terms in this notice shall have the same meaning as those defined in the Prospectus.

Copies of this prospectus are available, for information purposes only, at the office of WAG Worldsec at 6th Floor, New Henry House, 10 Ice House Street, Central, Hong Kong from 3 p.m. to 4 p.m. on Monday, 30 September 2013, and from 9 a.m. to 4 p.m., from Wednesday, 2 October 2013 to Friday, 4 October 2013 (both dates inclusive).

Application has been made to the Stock Exchange for the granting of the approval for the listing of, and permission to deal in the Shares issued and to be issued pursuant to the Placing, the Capitalisation Issue (including any Shares to be issued pursuant to the exercise of any options granted under the Share Option Scheme) on the Growth Enterprise Market of the Stock Exchange.

Pursuant to the Underwriting Agreement, the Company is offering 129,600,000 Placing Shares for subscription by way of Placing at the Placing Price on and subject to the terms and conditions as set out in the Prospectus and the Underwriting Agreement.

Applications for the Placing Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus and the Underwriting Agreement. The Placing is conditional upon the fulfilment of the conditions as set out in the sub-section headed “Conditions of the Placing” in the section headed “Structure and Conditions of the Placing” in the Prospectus. If such conditions are not fulfilled (or, where applicable, waived) in accordance with the terms and conditions of the Underwriting Agreement on or before the dates and times as specified therein, the Placing will not proceed. In such a case, all money received will be refunded to applicants of the Placing without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published on the Stock Exchange’s website (www.hkexnews.hk) and the Company’s website (www.royalmedic.com) on the next business day immediately following the date of such lapse.

Investors should note that the Lead Manager (for itself and on behalf of the Underwriters) is entitled to terminate the arrangement under the Underwriting Agreement by notice in writing to the Company (for itself and on behalf of the Controlling Shareholders) given by Lead Manager (for itself and on behalf of the Underwriters) at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, upon the occurrence of any of the events set forth under “Grounds for Termination” in the section headed “Underwriting” in the Prospectus.

The Placing Price is expected to be fixed between the Lead Manager (for itself and on behalf of the Underwriters) and the Company on the Price Determination Date. The Price Determination Date is expected to be on or before Monday, 7 October 2013 or such later date as the parties may agree. The Placing Price will not be more than HK\$1.07 and is currently expected to be not less than HK\$0.76 per Share, unless otherwise announced.

The Lead Manager, with consent of the Company, may reduce the indicative Placing Price range stated in the Prospectus at any time prior to the morning of Monday, 7 October 2013. In such a case, a notice of the reduction of the indicative Placing Price range will be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.royalmedic.com, not later than Monday, 7 October 2013. Such notice will also

include confirmation or revision, as appropriate, of the placing statistics as currently set out in the section headed “Summary” in the Prospectus, and any other financial information which may change as a result of such reduction.

If, for whatever reason, the Lead Manager (for itself and on behalf of the Underwriters) and the Company are unable to reach any agreement on the Placing Price on or before the Price Determination Date or such later date as agreed by the parties, the Placing will not become unconditional and will lapse.

In such event, the Company will publish an announcement on the Stock Exchange’s website at *www.hkexnews.hk* and the Company’s website at *www.royalmedic.com*.

If the Listing Division of the Stock Exchange grants the listing of, and permission to deal in, the Shares on GEM and the Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

No receipt will be issued for application monies paid. The Company will not issue temporary documents of title. Share certificates will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

The announcement of the final Placing Price, the level of indication of interests in the Placing and the basis of allocations of the Placing Shares will be published on the Stock Exchange’s website at *www.hkexnews.hk* and the Company’s website at *www.royalmedic.com* on Thursday, 10 October 2013.

Dealings in Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Friday, 11 October 2013. Shares will be traded in board lots of 4,000 Shares each. The GEM stock code for the Shares is 8185.

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

Hong Kong, 30 September 2013

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 and a copy of the Prospectus will remain on the Stock Exchange's website at www.hkexnews.hk and, in the case of the announcement, on the "Latest Company Announcements" page for 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.royalmedic.com.