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RM GROUP HOLDINGS LIMITED

御樂堂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 932)

**(1) PASS AWAY OF INDEPENDENT NON-EXECUTIVE DIRECTOR
(2) ANNOUNCEMENT PURSUANT TO RULES 3.10(1), 3.10A AND
3.21 OF THE LISTING RULES AND
(3) APPOINTMENT OF CHAIRMAN OF REMUNERATION
COMMITTEE AND CHAIRMAN OF NOMINATION
COMMITTEE**

PASS AWAY OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “Board”) of RM Group Holdings Limited (the “Company”) regrets to learn with great sadness that Mr. WEI Jianan (“Mr. Wei”), an independent non-executive director of the Company, a member of the audit committee and chairman of each of the remuneration committee and nomination committee of the Company, passed away on this Tuesday, 2 February 2016.

All directors of the Company express the deepest sorrow for his death and convey their condolences to the family of Mr. Wei. The Board would also like to express their most sincere appreciation to Mr. Wei for his past services and contribution to the Company.

COMPLIANCE WITH RULES 3.10(1), 3.10A AND 3.21 OF THE LISTING RULES

Following the pass away of Mr. Wei, the Company has only two independent non-executive directors and two audit committee members, the number of which falls below the minimum number required under rules 3.10(1) and 3.21 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”).

In addition, under Rule 3.10A, the Company must appoint independent non-executive directors representing at least one-third of the Board. As at the date of this announcement, the Board comprises seven directors, of which two are independent non-executive directors. The current number of independent non-executive directors in the Company therefore falls below the requirement under the Listing Rules.

The Board is currently identifying suitable candidate to fill the vacancy and will ensure that an additional independent non-executive director will be appointed as soon as practicable and within three months after the date of this announcement in order to ensure compliance by the Company with Rules 3.10(1), 3.10A and 3.21 of the Listing Rules. The Company will release a further announcement as soon as practicable after the appointment of the new independent non-executive director of the Company.

APPOINTMENT OF CHAIRMAN OF REMUNERATION COMMITTEE AND CHAIRMAN OF NOMINATION COMMITTEE

The Board would like to announce that, with effect from 3 February 2016, Prof. NG Ka Ming an independent non-executive director of the Company, has been appointed as the chairman of each of the remuneration and nomination committee of the Company.

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

Hong Kong, 3 February 2016

As at the date of this announcement, the executive directors of the Company are Mr. CHAN Yan Tak, Mr. WONG Mau Tai, Mr. LEE Chi Hang, Sidney and Mr. LIM Ming Shing, Tony; 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 and Mr. CHENG Kwok Kin, Paul.