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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: 932)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 31 AUGUST 2017
AND
CHANGES OF DIRECTOR AND BOARD COMMITTEE**

The Board is pleased to announce that all resolutions proposed at the AGM held on 31 August 2017 have been duly passed by the Shareholders by way of poll as more than 50% of the votes were cast in favour of each of the ordinary resolutions.

Mr. Lim Ming Shing, Tony has retired as an executive Director after conclusion of the AGM in accordance with the Company's articles of association and did not offer himself for re-election at the AGM due to focusing his attention on the duties of being the chief financial officer of the Group.

Reference is made to the circular (the "**Circular**") and the notice of annual general meeting (the "**AGM**") of RM Group Holdings Limited (the "**Company**") both dated 28 July 2017. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS

The Board is pleased to announce that all resolutions proposed at the AGM held on 31 August 2017 have been duly passed by the Shareholders by way of poll as more than 50% of the votes were cast in favour of each of the ordinary resolutions. The vote-taking at the AGM was scrutinized by the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited. The poll results in relation to all the resolutions put to the vote at the AGM were as follows:

Ordinary Resolutions		Number of votes cast and percentage of total number of votes cast		Total number of votes cast
		For	Against	
1.	To receive and adopt the audited financial statements and the reports of the Directors and the auditors for the year ended 31 March 2017.	282,077,076 (100%)	- (0%)	282,077,076
2(a)	To re-elect Mr. Lee Chi Hang, Sidney as an executive Director.	282,077,076 (100%)	- (0%)	282,077,076
2(b)	To re-elect Mr. Wang Xihua as an executive Director.	282,077,076 (100%)	- (0%)	282,077,076
2(c)	To re-elect Mr. Lai Wei Lam, William as an executive Director.	282,077,076 (100%)	- (0%)	282,077,076
2(d)	To re-elect Mr. Leung Winson Kwan Yau as an independent non-executive Director.	282,077,076 (100%)	- (0%)	282,077,076
2(e)	To re-elect Mr. Tam Kin Yip as an independent non-executive Director.	282,077,076 (100%)	- (0%)	282,077,076
2(f)	To fix the maximum number of Directors and to authorise the Board to fix their remuneration.	282,077,076 (100%)	- (0%)	282,077,076
3.	To re-appoint Crowe Horwath (HK) CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration.	282,077,076 (100%)	- (0%)	282,077,076
4.A.	To grant a general mandate to the Directors to issue, allot and deal with additional shares up to a maximum of 20% of the existing issued share capital of the Company, as set out in resolution 4.A. in the notice of the AGM.	281,402,076 (99.76%)	675,000 (0.24%)	282,077,076
4.B.	To grant a general mandate to the Directors to repurchase shares up to a maximum of 10% of the existing issued share capital of the Company, as set out in resolution 4.B. in the notice of the AGM.	282,077,076 (100%)	- (0%)	282,077,076
4.C.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares by the number of shares repurchased by the Company, as set out in resolution 4.C. in the notice of the AGM.	281,402,076 (99.76%)	675,000 (0.24%)	282,077,076

As at the date of the AGM on 31 August 2017, the total number of issued shares of the Company was 528,600,000 shares, which was the total number of shares entitling the holders thereof to attend and vote for or against all resolutions at the AGM. It was noted that there were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM.

RETIREMENT OF DIRECTOR AND CHANGE TO BOARD COMMITTEE

Mr. Lim Ming Shing, Tony (“**Mr. Lim**”) has retired as an executive Director of the Company after conclusion of the AGM in accordance with the Company’s articles of association and did not offer himself for re-election at the AGM. Mr. Lim also ceased to be a member of the Remuneration Committee. Following his retirement, Mr. Lim will remain as the chief financial officer of the Group.

Owing to the continuous expansion of the Group, the Board believes the above arrangement will enable Mr. Lim to dedicate his time and efforts to focus on the duties of being the chief financial officer of the Group.

Mr. Lim has confirmed that he has no disagreement with the Board and that he is not aware of any matter in relation to his retirement that needs to be brought to the attention of the Shareholders.

The Board wishes to extend its sincere gratitude to Mr. Lim for his valuable contributions to the Group during his tenure of service.

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

Hong Kong, 31 August 2017

As at the date of this announcement, the executive directors of the Company are Mr. CHAN Yan Tak, Mr. LEE Chi Hang, Sidney, Mr. WONG Ping Yiu, Mr. WANG Xihua and Mr. LAI Wei Lam, William; and the independent non-executive directors of the Company are Ms. SZETO Wai Ling, Virginia, Mr. LEUNG Winson Kwan Yau and Mr. TAM Kin Yip.