

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in RM Group Holdings Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

- (1) PROPOSED SHARE SUBDIVISION**  
**(2) PROPOSED AMENDMENTS TO THE MEMORANDUM AND THE ARTICLES**  
**(3) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS**  
**AND**  
**(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Financial Adviser**



**Euto Capital Partners Limited**

Capitalised terms used in this cover page shall have the same meaning as those defined in this circular.

Resolutions will be proposed at the Extraordinary General Meeting of RM Group Holdings Limited to be held at Rm 636, 6/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong on Monday, 4 December 2017 at 11:00 a.m. to approve the matters referred in this circular.

The notice convening the Extraordinary General Meeting together with the form of proxy for use at the Extraordinary General Meeting are enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof. Completion and return of the proxy form will not prevent you from attending and voting in person at the Extraordinary General Meeting if you so wish.

10 November 2017

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## DEFINITIONS

*In this circular, the following expressions have the following meanings unless the context otherwise requires:*

“Articles”	the Articles of Association of the Company as amended from time to time
“Board”	the board of director(s) of the Company
“Company”	RM Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of approving the Share Subdivision and the re-election of the retiring Directors
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	8 November 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contain herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Memorandum”	the Memorandum of Association of the Company
“Option(s)”	options(s) granted to the eligible persons under the Share Option Scheme, as the context requires
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of par value HK\$0.01 each in the share capital of the Company

## DEFINITIONS

“Shareholder(s)”	registered holder(s) of the Share(s) or Subdivided Share(s), as the case may be
“Share Option Scheme”	the share option scheme of the Company adopted by the Company on 24 September 2013 and with effective on 11 October 2013
“Share Subdivision”	the proposed subdivision of each issued and unissued Share of par value of HK\$0.01 each into four (4) Subdivided Shares of par value of HK\$0.0025 each as described in this circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary shares of par value HK\$0.0025 each in the share capital of the Company arising from and upon the Share Subdivision become effective

## EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision is set out below:

Expected dispatch date of the circular  
in relation to the Share Subdivision and  
the amendment to the Memorandum  
and the Articles together with  
EGM notice and proxy form . . . . . Friday, 10 November 2017

Latest time for lodging the proxy form for the EGM  
(not later than 48 hours prior to the EGM) . . . . . 11:00 a.m.,  
Saturday, 2 December 2017

Expected date and time of the EGM . . . . . 11:00 a.m.,  
Monday, 4 December 2017

Publication of poll results of the EGM . . . . . Monday, 4 December 2017

*The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision as set out in the sections headed "Conditions of the Share Subdivision" in this circular.*

Effective date of the Share Subdivision . . . . . Tuesday, 5 December 2017

Free exchange of existing share certificates  
for new share certificates for Subdivided  
Shares commences . . . . . Tuesday, 5 December 2017

Dealing in Subdivided Shares commences . . . . . 9:00 a.m.,  
Tuesday, 5 December 2017

Original counter for trading in existing Shares  
(in board lots of 4,000 Shares) closes . . . . . 9:00 a.m.,  
Tuesday, 5 December 2017

Temporary counter for trading in Subdivided Shares  
in board lots of 16,000 Subdivided Shares  
(in form of existing share certificates in blue colour) opens . . . . . 9:00 a.m.,  
Tuesday, 5 December 2017

Original counter for trading in Subdivided Shares  
(in board lots of 4,000 Subdivided Shares) re-opens . . . . . 9:00 a.m.,  
Tuesday, 19 December 2017

Parallel trading in existing Shares and Subdivided Shares  
(in form of existing share certificates in blue colour and  
new share certificates in yellow colour) begins . . . . . 9:00 a.m.,  
Tuesday, 19 December 2017

## EXPECTED TIMETABLE

Temporary counter for trading in Subdivided Shares  
in board lots of 16,000 Subdivided Shares  
(in form of existing share certificates in blue colour) closes . . . . . 4:00 p.m.,  
Friday, 12 January 2018

Parallel trading in Shares and Subdivided Shares  
(in form of existing share certificates in blue colour and  
new share certificates in yellow colour) ends . . . . . 4:00 p.m.,  
Friday, 12 January 2018

Free exchange of existing share certificates  
for new share certificates in yellow colour ends . . . . . Tuesday, 16 January 2018

*All dates and times stated in this circular refer to Hong Kong dates and times. Further announcement will be made by the Company for changes, if any, in the expected timetable for implementation of the Share Subdivision as well as the associated trading arrangements listed above.*



**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)**

*Executive Directors:*

Mr. Chan Yan Tak (*Chairman*)  
Mr. Lee Chi Hang, Sidney  
Mr. Wong Ping Yiu  
Mr. Wang Xihua  
Mr. Lai Wei Lam, William  
Mr. So Kevin Hoi Chak  
Mr. Liao Zhe

*Independent Non-Executive Directors:*

Ms. Szeto Wai Ling, Virginia  
Mr. Leung Winson Kwan Yau  
Mr. Tam Kin Yip  
Mr. Leung Man Loon

*Registered Office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman  
KY1-1111, Cayman Islands

*Head Office and Principal Place  
of Business in Hong Kong:*

27/F., The Galaxy  
313 Castle Peak Road  
Kwai Chung  
Hong Kong

10 November 2017

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED SHARE SUBDIVISION  
(2) PROPOSED AMENDMENTS TO THE MEMORANDUM AND THE ARTICLES  
(3) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcements of the Company dated 27 October 2017, 3 November 2017, 6 November 2017 and 8 November 2017. The purpose of this circular is to provide you with information relating to (i) the Share Subdivision; (ii) amendment to the Memorandum and the Articles; (iii) the re-election of the retiring Directors and (iv) give you the notice of the EGM.

## LETTER FROM THE BOARD

### (1) PROPOSED SHARE SUBDIVISION

#### **Basis of the Share Subdivision**

The Board proposes that each of the existing issued and unissued Shares of the Company will be subdivided into four (4) Subdivided Shares. The Share Subdivision will become effective upon the fulfillment of the conditions set out below under the section headed "Conditions of the Share Subdivision" below.

As at the Latest Practicable Date, the Company has 528,600,000 Shares in issue and fully paid. It is expected that upon the Share Subdivision becoming effective, 2,114,400,000 Subdivided Shares will be in issue and fully paid, assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the EGM.

As disclosed in the Company's announcement dated 12 October 2017, the Company has completed the placing of convertible bonds in the aggregate principal amount of HK\$265 million, which are convertible into 56,989,247 new Shares (which are equivalent to 227,956,988 Subdivided Shares).

As at the Latest Practicable Date, the Company has outstanding Options carrying rights to subscribe for a total of 36,800,000 new Shares (which are equivalent to 147,200,000 Subdivided Shares). Such outstanding Options have not yet been vested and hence are not exercisable as at the Latest Practicable Date.

Save for the aforesaid convertible bonds and the Options, as at the Latest Practicable Date, the Company has no outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares.

#### **Conditions of the Share Subdivision**

The completion of the Share Subdivision is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the EGM for approving the Share Subdivision; and
- (b) the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares.

Assuming all the conditions are fulfilled, the Share Subdivision will become effective on the next day following the passing of the relevant ordinary resolution at the EGM, which is expected to take place on Tuesday, 5 December 2017.

Application will be made to the Stock Exchange in respect of such approval for the listing of, and permission to deal in, the Subdivided Shares.



## LETTER FROM THE BOARD

### **Free exchange of share certificates**

Upon the Share Subdivision becoming effective, the Shareholders may, during the period from Tuesday, 5 December 2017 to Tuesday, 16 January 2018 (both dates inclusive), submit their existing certificates for the Shares to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange for the new share certificates for the Subdivided Shares free of charge. Thereafter, existing certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each certificate issued or cancelled, whichever is higher.

The new share certificates will be yellow in colour so as to be distinguished from the existing share certificates which are blue in colour.

The existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Friday, 12 January 2018 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of title to the Subdivided Shares on the basis of one (1) Share for four (4) Subdivided Shares.

### **Reasons for and benefits of share subdivision**

#### *Benefits of Share Subdivision*

The Share Subdivision (when effective) will increase the total number of Shares in issue and correspondingly reduce the trading price of each Share in the Company so that the price per Shares can be reduced and become more appealing to investors.

The Board is of the view that the increase in the number of issued shares of the Company together with the corresponding reduction in the trading price as a result of the Share Subdivision may improve the trading liquidity of the Subdivided Shares vis-à-vis the existing Shares, apart from enabling the Company to broaden its Shareholders's base.

#### *Alternative methods considered*

The Board has also considered alternative methods such as issue bonus shares and reduction of board lot size to achieve the above objectives.

Unlike the Share Subdivision and the reduction of board lot size, issue of bonus shares has an effect to the reserve on the premium account of the balance sheet of the Company, which is not preferred by the Board.

## LETTER FROM THE BOARD

Between the reduction of board lot size and the Share Subdivision, the Board has assessed their respective merits based on the following:

- (i) Feedback from the various parties

The Company has been maintaining close relationship with the Shareholders, potential investors and securities firms on various occasions including product launch events, press conferences and Shareholders' meetings. The management of the Company has exchanged ideas with them (including 20 retail investors (who in aggregate held approximately 60% of the issued share capital of the Company as at 14 August 2017 (being the latest survey conducted by the Company)), 5 potential institutional investors and 3 securities firms) on as how improve liquidity of the Shares as the Company considers as opinion as market players can produce good reference about a general market view. The Company has been given from them a generally consistent feedback that (i) reduced share price brought by possible share subdivision would attract more investors and improve liquidity; and (ii) between share subdivision and reduction in board lot size as options to improve trading liquidity, share subdivision is considered a better option as they believed that general investors would be affected more by share price than the board lot value.

- (ii) Share price is more covered than the board lot value

The Company notes that, all the prices of the listed companies are quoted at Stock Exchange at per share price rather than per board lot price. In most stock commentary in the public domain, the authors primarily comment about the current per share price and rarely mention the board lot value of a particular listed company. All easily accessible information in financial media strongly evidenced that there is an inclination of an investor to pay attention to the per share price for an investment decision.

- (iii) Trading Volume of the Shares with the change of Share price

The Company noted that there was a negative correlation between the trading volume of the Company and its share prices after the average Share price increased from HK\$3.43 onwards. It is hence expected that the Share Subdivision, with reduced per Share price, would suit the purpose to increase the liquidity of the Shares.

- (iv) Reduction in board lot size may not necessarily increase the trade volume and liquidity of the Company shares

The Company has reviewed the movement of trading volume of three listed companies which have completed reduction in board lot size recently and they are:

- (i) TCL Multimedia Technology Holdings Limited (Stock Code: 1070)("1070")
- (ii) HNA Technology Investments Holdings Limited (Stock Code: 2086)("2086")

## LETTER FROM THE BOARD

- (iii) King's Flair International (Holdings) Limited (Stock Code: 6822)("6822")

The Company observed that a reduction in board lot size may not necessarily result with improvement in the liquidity of listed shares. Among the above 3 samples, only 1070 showed increase of trade volume and liquidity while 2086 and 6822 showed the opposite.

- (v) Cost analysis

The Company is aware that, when compared with the reduction of board lot size, there would be additional administrative expenses for the proposed Share Subdivision (such as venue fee and food & beverage fee for the Shareholder's meeting, preparation of the circulars, fee charged by the share registrar). That said, the Company considers the benefits brought from share subdivision (such as the points listed out in (i) to (iv) above) would significantly outweigh the relatively minimal administrative expenses incurred (which is estimated to be not more than HK\$15,000).

Accordingly, the Board considers the proposed Share Subdivision is the best option as the implementation of the Share Subdivision is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### *Corporate action in the next 12 months*

The Company has no intention nor plan (initial or concrete) or otherwise foresee to undertake in the next 12 months any corporate action or arrangement that may affect trading in its shares such as share consolidation or further subdivision or change in board lot size.

## **(2) PROPOSED AMENDMENT TO THE MEMORANDUM AND THE ARTICLES**

Subject to and conditional upon the passing of the ordinary resolution to approve the Share Subdivision at the EGM and the Share Subdivision becoming effective, the Board proposes to amend the Memorandum and the Articles to reflect the new par value of the Subdivided Shares by:

- (1) deleting the existing Clause 8 of the Memorandum in its entirety and substituting therewith the following new Clause 8 with effect from the date on which the Share Subdivision becomes effective:

"8. The share capital of the Company is HK\$10,000,000 divided into 4,000,000,000 shares of a nominal or par value of HK\$0.0025 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies Law (Revised) and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed

## LETTER FROM THE BOARD

or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.”

- (2) deleting the existing Article 3(1) of the Articles in its entirety and substituting therewith the following new Article 3(1) with effect from the date on which the Share Subdivision becomes effective:

“3(1). The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of HK\$0.0025 each.”

The proposed amendments to the Memorandum and the Articles are conditional upon the passing at the EGM of the special resolution to approve the amendments.

### (3) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with the code provision A.4.2 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, all Directors appointed to fill a casual vacancy should be subject to election by the Shareholders at the first general meeting of the Company after appointments.

- (i) Mr. So Kevin Hoi Chak (“**Mr. So**”) has been appointed as an executive Director with effect from 11 September 2017;
- (ii) Mr. Liao Zhe (“**Mr. Liao**”) has been appointed as an executive Director with effect from 10 October 2017;
- (iii) Mr. Leung Man Loon (“**Mr. Leung**”) has been appointed as an independent non-executive Director and a member of each of the audit committee, remuneration committee and nomination committee of the Company with effect from 11 September 2017.

Accordingly, Mr. So, Mr. Liao and Mr. Leung are subject to re-election at the EGM. Their biographical details are set out in Appendix to this circular.

## LETTER FROM THE BOARD

### **(4) NOTICE OF EGM**

Notice of the EGM is set out on pages 14 to 16 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting in person at the EGM if you so wish.

### **VOTING BY POLL**

All the resolutions set out in the notice of the EGM shall be taken by poll in accordance with the Listing Rules and the Articles. The chairman of the EGM would explain the detailed procedures for voting by way of a poll in the EGM.

The poll results will be published on the Company's website at [www.royalmedic.com](http://www.royalmedic.com) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) in due course pursuant to the Listing Rules.

### **RECOMMENDATION**

The Directors consider that the resolutions, including but without limitation to, the proposed Share Subdivision, the proposed amendments to the Memorandum and the Articles, and the proposed re-election of the retiring Directors, as set out respectively in the notice of the EGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommended the Shareholders to vote in favour of all such resolutions to be proposed at the EGM.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirmed that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

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

*Save for the information set out below, there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of the following retiring Directors who stand for re-election at the EGM.*

*Stated below are the details of the retiring Directors who will retire and be eligible for re-election at the EGM according to the Articles:*

**Mr. So**, aged 41, has been appointed as executive Director with effect from 11 September 2017. Mr. So has over 15 years of corporate finance experience in Hong Kong. During his corporate finance career, he has advised on various mergers and acquisitions, general offers, notifiable and/or connected transactions and initial public offers. He has been employed as a senior vice president of a financial services firm in Hong Kong and was licensed as a responsible officer and representative in respect of the firm's type 6 (advising on corporate finance) and type 9 (asset management) regulated activities respectively under the SFO. Mr. So has completed a Bachelor of Arts degree from the University of Toronto with a major in Economics. Mr. So is a member of the Hong Kong Securities and Investment Institute. Mr. So is currently primarily responsible for the corporate finance matters of the Group. Mr. So, being an executive Director, is entitled to a remuneration package comprising a fixed director's salary of HK\$1,200,000 per annum. As at the Latest Practicable Date, Mr. So held 1,000,000 Options, representing 0.19% of issued Shares, which are exercisable from 30 October 2018 to 29 October 2019 (both days inclusive) (the "**Period**"), at the exercise price of HK\$6.80 per Option (the "**Exercise Price**") and the vesting period is from 30 October 2017 to 29 October 2018.

**Mr. Liao**, aged 30, has been appointed as an executive Director with effect from 10 October 2017. He has several years of marketing and brands strategy experience. Mr. Liao has been responsible for managing Tencent games in Tencent Holdings Limited and WeChat payment in Caifutong Payment Technology Co., Ltd. Mr. Liao was awarded a DFI-Diploma in Communication Design in 2010, a joint programme organized by Design Factory International, College of Communication Arts and Interactive Media and Beijing Normal University, Zhuhai (北京師範大學珠海分校). Mr. Liao is currently primarily responsible for the online and WeChat Pay Cross-Border Solutions business and the relevant projects of the Group. Mr. Liao, being an executive Director, is entitled to a remuneration package comprising a fixed director's salary of HK\$2,400,000 per annum. As at the Latest Practicable Date, Mr. Liao held 5,000,000 Options, representing 0.95% of issued Shares, which are exercisable during the Period, at the Exercise Price and the vesting period is from 30 October 2017 to 29 October 2018.

**Mr. Leung**, aged 40, has been appointed as an independent non-executive Director and a member of each of the audit committee, remuneration committee, nomination committee of the Company with effect from 11 September 2017. He is currently working in BOC Group Life Assurance Company Limited. Mr. Leung has extensive experience focusing in Life insurance and banking industries. Mr. Leung obtained a degree of Bachelor of Arts in Finance Services from Edinburgh Napier University in United Kingdom. Mr. Leung has been a Certified Financial Planner CM (CFPCM) since 2010 and designated a Fellow, Life Management Institute from Life Office Management Association since 2006. Mr. Leung, being an independent non-executive Director and a member of each

of the audit committee, remuneration committee, nomination committee of the Company, is entitled to a remuneration package comprising a fixed director's fee of HK\$240,000 per annum. As at the Latest Practicable Date, Mr. Leung has confirmed that he met the independence criteria pursuant to Rule 3.13 of the Listing Rules. As at the Latest Practicable Date, Mr. Leung held 500,000 Options, representing 0.09% of issued Shares, which are exercisable during the Period, at the Exercise Price and the vesting period is from 30 October 2017 to 29 October 2018.

Save as disclosed above, and as at the Latest Practicable Date, Mr. So, Mr. Liao and Mr. Leung (collectively, the "**Retiring Director(s)**") do not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

All the Retiring Directors have entered into the respective service agreements with the Company for a term of three years commencing from their respective date of appointments as the Director, with the provision that either party may terminate such service contract at any time by giving at least three months' notice in writing. Besides, in accordance with the Articles and the Listing Rules, all the Retiring Directors are subject to retirement by rotation, and being eligible, offer themselves for re-election at the Company's annual general meetings.

All the Retiring Directors' emolument be payable by 12 equal monthly installments and all Directors may receive a bonus at the discretionary of the Board and are eligible for participating in the Share Option Scheme. All the Retiring Directors' emoluments have been determined with reference to their qualifications, experiences, level of responsibilities undertaken, the performance of the Group, profitability, industry remuneration benchmark and prevailing market conditions except for the independent non-executive Directors, Mr. Leung, his fee was with reference to his duties and responsibilities in the Company. All the Retiring Directors' emolument have been approved by the Board and the remuneration committee of the Company. The emoluments of all the Retiring Directors are subject to annual review by the Board and the remuneration committee of the Company. Total remuneration to be paid to all the Directors for the year ended 31 March 2018 be set out in the audited consolidated financial statements of the Company's 2017/18 annual report. A resolution authorizing, inter alia, the Board to fix all Retiring Director's remuneration for the year ending March 2018 will be put forward at the EGM for the Shareholders' approval.

Save as disclosed above, as at the Latest Practicable Date, each of the Retiring Directors does not have any relationships with any Directors, senior management or Substantial Shareholders or the Controlling Shareholder of the Company nor hold or did not hold any directorships in other public listed companies in Hong Kong, or overseas in the last 3 years and other major appointments and qualifications.

Other than disclosed above, there are no other matters in relation to the re-election of each of the Retiring Director as Director that need to be brought to the attention of the Shareholders. There is no other information to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

# NOTICE OF EXTRAORDINARY GENERAL MEETING



## 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)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of RM Group Holdings Limited (the “Company”) will be held at Rm 636, 6/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong on Monday, 4 December 2017 at 11:00 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. “THAT subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Subdivided Shares (as defined below), each of the issued and unissued ordinary shares of par value of HK\$0.01 each be and is hereby subdivided into four (4) ordinary shares of par value HK\$0.0025 each in the share capital of the Company (the “Subdivided Shares”) with effect from the business day immediately following the date on which this resolution is passed; such Subdivided Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company; and any director of the Company be and is hereby authorised to sign and execute such documents and do all such acts and things and to effect all necessary actions as he considers necessary, desirable or expedient in order to effect, implement and complete any and all of the aforesaid matters.”
2. To re-elect the following retiring directors of the Company (the “Director”):
  - (a) Mr. So Kevin Hoi Chak as an executive Director.
  - (b) Mr. Liao Zhe as an executive Director.
  - (c) Mr. Leung Man Loon as an independent non-executive Director.
  - (d) To authorise the board of directors of the Company to fix the remuneration of the Directors.



# NOTICE OF EXTRAORDINARY GENERAL MEETING

## SPECIAL RESOLUTION

3. “**THAT** subject to and conditional upon the passing of Resolution No. 1 set out in the notice convening this meeting and the Share Subdivision (as defined in Resolution No. 1 set out in the notice convening this meeting) becoming effective, the memorandum of association and the articles of association of the Company be amended as below:

- (a) Clause 8 of the memorandum of association of the Company (the “**Memorandum**”)

by deleting the existing Clause 8 of the Memorandum in its entirety and substituting therewith the following new Clause 8 of the Memorandum with effect from the date on which the Share Subdivision becomes effective:

“8. The share capital of the Company is HK\$10,000,000 divided into 4,000,000,000 shares of a nominal or par value of HK\$0.0025 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies Law (Revised) and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.”

- (b) Article 3(1) of the articles of association of the Company (the “**Articles**”)

by deleting the existing Article 3(1) of the Articles in its entirety and substituting therewith the following new Article 3(1) of the Articles with effect from the date on which the Share Subdivision becomes effective:

“3(1). The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of HK\$0.0025 each.”

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

Hong Kong, 10 November 2017

*Head Office and Principal Place  
of Business in Hong Kong:*  
27/F, The Galaxy  
313 Castle Peak Road  
Kwai Chung  
Hong Kong

## NOTICE OF EXTRAORDINARY GENERAL MEETING

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

Notes:

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the above meeting (or at any adjournment thereof) (the “**EGM**”) shall be entitled to appoint another person as his proxy to attend and vote instead of him. The Member who is holder of two or more shares of the Company may appoint more than one proxy to represent him on vote on his behalf at the EGM. A proxy need not be the Member but must attend the EGM in person to represent you.
2. Where there are joint holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the registers of members of the Company in respect of such share will alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy by a notary public of that power or authority), must be deposited at the Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the EGM. Completion and return of the form of proxy will not preclude a member from attending the EGM and voting in person if he so wishes.
4. The registers of members of the Company will be closed from Wednesday, 29 November 2017 to Monday, 4 December 2017 (both days inclusive) during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged for registration with Tricor Investor Services Limited at the same address stated in above Note 3 not later than 4:30 p.m. on Tuesday, 28 November 2017.
5. All the resolutions set out in this notice shall be decided by way of poll.