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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)**

**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.

### **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

*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, 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.