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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)**

**PROPOSED CHANGE OF COMPANY NAME**

**Financial Adviser**



**Euto Capital Partners Limited**

The Board proposed to change the English name of the Company from “RM Group Holdings Limited” to “Shunten International (Holdings) Limited” and to adopt “順騰國際(控股)有限公司” to replace “御藥堂集團控股有限公司” as the dual foreign name in Chinese of the Company.

The Change of Company Name is subject to the approval by the Shareholders at the EGM by way of a special resolution and approval of the Registrar of Companies in Cayman Islands. The EGM will be convened for the Shareholders to consider and, if thought fit, approve the Change of Company Name. A circular containing, amongst other things, further information regarding the Change of Company Name together with the notice of EGM will be despatched to the Shareholders as soon as practicable.

## **PROPOSED CHANGE OF COMPANY NAME**

The board (“**Board**”) of directors (“**Directors**”) of RM Group Holdings Limited (“**Company**”, together with its subsidiaries, the “**Group**”) proposed to change the English name of the Company from “RM Group Holdings Limited” to “Shunten International (Holdings) Limited” and to adopt “順騰國際(控股)有限公司” to replace “御藥堂集團控股有限公司” as the dual foreign name in Chinese of the Company (“**Change of Company Name**”). A special resolution will be proposed at an extraordinary general meeting of the Company (“**EGM**”) to be convened to consider and, if thought fit, approve the Change of Company Name.

## **REASONS FOR THE CHANGE OF COMPANY NAME**

The Group is principally engaged in the business of sale, marketing and distribution of health and beauty supplements and products in Hong Kong, Taiwan and the PRC, provision of online advertising agency and online payment services. In particular, the Group has further diversified into the online payment service business after completion of the Company’s acquisition of the entire issued share capital of Empire Assess Limited which, together with its subsidiaries, are engaged in the WeChat Pay cross-border business, on 21 September 2017.

In order to reflect the Group’s aforesaid business diversification and expansion and that it is no longer engaged in one single line of health and beauty supplements and products business, the Board considers that the proposed Change of Company Name can promote and strengthen the Company’s corporate image and enable the Group to better identify itself and capture potential business opportunities for its future development beyond the health and beauty supplements and products business. As such, the Board is of the view that the Change of Company Name is in the interests of the Company and the shareholders (“**Shareholders**”) of the Company as a whole.

## **CONDITIONS FOR THE CHANGE OF COMPANY NAME**

The Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
2. the Registrar of Companies in Cayman Islands granting approval for the Change of Company Name.

Subject to satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in Cayman Islands enters the new English name in place of the existing English name of the Company and the dual foreign name in Chinese of the Company on the register maintained by the

Registrar of Companies in Cayman Islands. Thereafter, the Company will carry out all the necessary filing procedures with the Companies Registry in Hong Kong and the Registrar of Companies in Cayman Islands.

## **EFFECTS ON THE CHANGE OF COMPANY NAME**

The proposed Change of Company Name will not affect any rights of the existing holders of securities of the Company or the Company's daily business operation and its financial position. All the existing certificates of securities of the Company in issue bearing the existing name of the Company will, after the proposed Change of Company Name becoming effective, continue to be evidence of title to such securities of the Company and will continue to be valid for trading, settlement, registration and delivery purposes.

As soon as the proposed Change of Company Name has become effective, any new certificates of the securities of the Company will be issued in the new name of the Company. There will not be any arrangement for free exchange of the existing certificates of the securities of the Company for new share certificates bearing the new name of the Company.

In addition, subject to the confirmation by The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the English stock short name and the Chinese stock short name for trading of the shares of the Company will also be changed after the proposed Change of Company Name becomes effective.

## **GENERAL**

The EGM will be convened for the Shareholders to consider and, if thought fit, approve the Change of Company Name. A circular containing, amongst other things, further information regarding the Change of Company Name together with the notice of the EGM will be despatched to the Shareholders as soon as practicable. Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the Change of Company Name and the new stock short name of the Company for trading of the shares of the Company on the Stock Exchange.

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

Hong Kong, 5 December 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, 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.*