

**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)**

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Resolution 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 Friday, 5 January 2018 at 2:30 p.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.

12 December 2017

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## DEFINITIONS

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

“Articles of Association”	the Articles of Association of the Company, as amended from time to time
“Board”	the board of Director(s) of the Company
“Cayman Companies Law”	the Companies Law (2016 Revision) of the Cayman Islands, as amended from time to time
“Change of Company Name”	the proposed change of name of the Company from “RM Group Holdings Limited 御藥堂集團控股有限公司” to “Shunten International (Holdings) Limited 順騰國際(控股)有限公司”
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“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 held at Rm 636, 6/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong on Friday, 5 January 2018 at 2:30 p.m. to approve the resolution contained in the notice of Extraordinary General Meeting which is set out on page 6 to 7 of this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	7 December 2017, being the latest practicable date for ascertaining certain information referred to in this circular prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.0025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



**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

12 December 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 5 December 2017 in relation to the proposed 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

## LETTER FROM THE BOARD

Group has further diversified into the online payment services business after completion of the Company's acquisition of the entire issued share capital of Empire Access 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 of the Company as a whole.

### CONDITIONS OF THE CHANGE OF COMPANY NAME

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

- (a) the passing of a special resolution by the Shareholders to approve the Change of Company Name at the EGM; and
- (b) the Registrar of Companies of the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of all the conditions set out above, the Change of Company Name will take effect from the date on which Registrar of Companies in the Cayman Islands issues the certificate of incorporation on change of name confirming the new name has been registered. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong under the Companies Ordinance.

### EFFECTS OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position. All existing share certificates in issue bearing the present name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificate of the Company will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates of securities for new share certificates bearing the new name of the Company. Once the Change of Company Name becomes effective new certificates of securities will be issued only in the new name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becomes effective.

## LETTER FROM THE BOARD

### EGM

The Change of Company Name is to be considered and approved, if thought fit, by the Shareholders in the EGM to be held on Friday, 5 January 2018.

Notice of the EGM is set out on pages 6 to 7 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 meeting, 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.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 2 January 2018 to Friday, 5 January 2018 (both dates inclusive), for the purpose of determining the Shareholders' eligibility to attend and vote at the EGM to be held on Friday, 5 January 2018, and during which no transfer of Shares will be effected. In order to qualify for attendance of the EGM to be held on Friday, 5 January 2018 at 2:30 p.m., all completed transfer forms accompanied by the relevant share certificates of the Company must be lodged with the Company's branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 29 December 2017.

### GENERAL

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 names of the Company for trading on the Stock Exchange as and when appropriate.

### VOTING BY POLL

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

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider that the resolution in relation to the proposed Change of Company Name as set out in the notice of the EGM is in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommended the Shareholders to vote in favour of the resolution 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, confirm 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.

Yours faithfully,  
For and on behalf of  
**RM Group Holdings Limited**  
**CHAN Yan Tak**  
*Chairman*

# 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 IS HEREBY GIVEN** that the extraordinary general meeting (the “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 Friday, 5 January 2018 at 2:30 p.m. for the following purpose:

### SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands, the English name of the Company be changed from “RM Group Holdings Limited” to “Shunten International (Holdings) Limited” and the dual foreign name in Chinese of the Company “順騰國際(控股)有限公司” be adopted to replace its existing Chinese name “御藥堂集團控股有限公司” and any one or more of the directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

Yours faithfully,  
For and on behalf of  
**RM Group Holdings Limited**  
**CHAN Yan Tak**  
Chairman

Hong Kong, 12 December 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 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.*



## NOTICE OF EXTRAORDINARY GENERAL MEETING

*Notes:*

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the above meeting (or at any adjournment thereof) 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 register 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 Tuesday, 2 January 2018 to Friday, 5 January 2018 (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 Friday, 29 December 2017.
5. The resolution set out in this notice shall be decided by way of poll.