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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: 8185)

**PROPOSALS FOR
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

Resolutions will be proposed at the Annual General Meeting of RM Group Holdings Limited to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Tuesday, 4 August 2015 at 2:30 p.m. to approve the matters referred to in this circular.

The notice convening the Annual General Meeting together with the form of proxy for use at the Annual 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 Annual 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 Annual General Meeting if you so wish.

29 June 2015

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Able Island”	Able Island Group Limited, a company incorporated in the British Virgin Islands, is an investment holding company, the entire issued share capital of which is held by Mr. Chan Yan Tak, the chairman, an executive Director and the chief executive officer of the Company
“Annual General Meeting”	the annual general meeting of the Company to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Tuesday, 4 August 2015 at 2:30 p.m. or any adjournment thereof, to consider, if appropriate to approve the resolutions contained in the notice of Annual General Meeting which is set out on pages 13 to 17 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Director(s)
“Cayman Companies Law”	the Companies Law (2012 Revision) of the Cayman Islands, as amended from time to time
“Close Associate(s)”	shall have the meaning ascribed to it under the GEM Listing Rules
“Company”	RM Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Controlling Shareholder”	shall have the meaning ascribed to it under the GEM Listing Rules
“Core Connected Persons”	shall have the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended from time to time
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“INED”	the independent non-executive director(s) of the Company
“Latest Practicable Date”	23 June 2015, being the latest practicable date for ascertaining certain information referred to in this circular prior to the printing of this circular
“Memorandum of Association”	the memorandum of Association of the Company, as amended from time to time
“Nomination Committee”	nomination committee of the Company
“PRC”	the People’s Republic of China
“Remuneration Committee”	remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate to be given to the Directors at the Annual General Meeting to exercise the powers of the Company to repurchase at any time until the next annual general meeting of the Company or such earlier period as stated in the Share Repurchase Resolution the Shares up to a maximum of 10% of the fully paid-up issued share capital of the Company at the date of passing of the Share Repurchase Resolution
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme of the Company adopted by the Company on 24 September 2013
“Share Repurchase Resolution”	the ordinary resolution referred to in resolution 5.B. of the notice of the Annual General Meeting
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Substantial Shareholder”	shall have the meaning ascribed to it under the GEM Listing Rules

DEFINITIONS

“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers approved by the Securities and Futures Commission from time to time
“United States”	The United States of America
“%”	per cent



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: 8185)

Executive Directors:

Mr. Chan Yan Tak (*Chairman*)
Mr. Wong Mau Tai
Mr. Foo Chi Ming

Non-Executive Director:

Madam Tsang Pui Man

Independent Non-Executive Directors:

Professor Ng Ka Ming
Mr. Cheng Kwok Kin, Paul
Mr. Wei Jianan

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:*

21/F., Man Shing Industrial Building
307-311 Castle Peak Road
Kwai Chung
Hong Kong

29 June, 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting including (i) the grant of the Repurchase Mandate; (ii) the grant of the Issue Mandate (defined below) to issue new Shares; and (iii) the re-election of Directors who are going to be retired and offer themselves for re-election as the Director at the Annual General Meeting.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO REPURCHASE SHARES

The latest general mandate to repurchase Shares, up to a maximum of 10% of the fully paid-up issued Shares of the Company was granted to the Directors at the date of the annual general meeting of the Company held on 4 August 2014 (the “2014 AGM”) pursuant to the resolution passed by the Shareholders. This general mandate will expire at the conclusion of the Annual General Meeting. The Share Repurchase Resolution will be proposed at the Annual General Meeting to approve the grant of the Repurchase Mandate to the Directors. The Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolution 5.B. of the notice of the Annual General Meeting.

According to the requirements under the GEM Listing Rules, the Company shall send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate. Shareholders should refer to the explanatory statement contained in the Appendix I to this circular, which sets out further information in relation to the Repurchase Mandate.

3. GENERAL MANDATE TO ISSUE NEW SHARES

The latest general mandate to allot, issue and deal with unissued Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue was granted to the Directors at the 2014 AGM pursuant to the resolution passed by the Shareholders. This general mandate will expire at the conclusion of the Annual General Meeting.

An ordinary resolution to grant a general mandate to the Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing such ordinary resolution will be proposed at the Annual General Meeting. As at the Latest Practicable Date, the issued share capital of the Company comprised 516,300,000 fully paid-up Shares. If there is no allotment or repurchase of Shares after the Latest Practicable Date and up to the date of the Annual General Meeting, the maximum number of new Shares to be issued under the proposed general mandate to allot, issue and deal with new Shares will be 103,260,000 Shares. The Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolution 5.A. of the notice of the Annual General Meeting.

4. RE-ELECTION OF DIRECTORS

In relation to the proposed resolution 3 as set out in the notice of the Annual General Meeting regarding the re-election of the retiring Directors, Professor Ng Ka Ming, Messrs. Cheng Kwok Kin, Paul and Wei Jianan shall retire from the Board by rotation in accordance with article 84(1) of the Articles of Association at the Annual General Meeting. All the retiring Directors shall be eligible for re-election as the Director at the Annual General Meeting.

Details of the Directors proposed for re-election as the Director at the Annual General Meeting are set out in Appendix II to this circular.

LETTER FROM THE BOARD

5. VOTING BY POLL

All the resolutions set out in the notice of the Annual General Meeting shall be taken by poll in accordance with the GEM Listing Rules and the Articles of Association. The chairman of the Annual General Meeting would explain the detailed procedures for voting by way of a poll at the commencement of the Annual General Meeting.

The poll results will be published on the Company's website at www.royalmedic.com and the Stock Exchange's website at www.hkexnews.hk after the conclusion of the Annual General Meeting.

6. ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 13 to 17 of this circular. A form of proxy for use at the Annual General Meeting 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 Annual General Meeting. Completion and return of the form of proxy will not prevent you from attending and voting in person at the Annual General Meeting if you so wish.

7. RECOMMENDATION

The Directors consider that the resolutions, including but without limitation to, the proposed grant of the Repurchase Mandate and the Issue Mandate to issue new Shares and the proposed re-election of Directors, as set out respectively in the notice of the Annual General Meeting are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all such resolutions to be proposed at the Annual General Meeting.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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

The following is the explanatory statement required to be sent to Shareholders under the GEM Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Repurchase Mandate to be proposed at the Annual General Meeting.

1. SHARE REPURCHASE PROPOSAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 516,300,000 fully paid-up Shares. It is proposed that up to a maximum of 10% of the fully paid-up Shares in issue at the date of passing of the Share Repurchase Resolution to approve the Repurchase Mandate may be repurchased by the Directors. Subject to the passing of the Share Repurchase Resolution, on the basis that no further Shares are issued prior to the Annual General Meeting and without taking into account of other restrictions, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 51,630,000 fully paid-up Shares.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available for such purpose in accordance with the Memorandum of Association and Articles of Association, the Cayman Companies Law and the other applicable laws of the Cayman Islands and the GEM Listing Rules. Any Share(s) repurchased under the Repurchase Mandate must be funded out of the capital paid up on the repurchased Shares or the funds of the Company which would otherwise be available for dividend or distribution, or out of the proceeds of a fresh issue of Shares. Any premium payable on the repurchase must be provided for out of the funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account.

It is not expected that there would be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2014/15 Annual Report) even if the proposed repurchases were to be exercised in full at any time during the proposed repurchase period. Nevertheless, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. DIRECTORS' UNDERTAKING AND CORE CONNECTED PERSONS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Cayman Companies Law and the other applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their Close Associates have a present intention, in the event that the Share Repurchase Resolution is approved by Shareholders, to sell Shares to the Company or its subsidiaries.

No Core Connected Persons have notified the Company that they have a present intention to sell Shares held by them to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchases of its Shares.

5. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a share repurchase pursuant to the Repurchase Mandate, any such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of Shareholders' interests) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. As at the Latest Practicable Date, Able Island was directly interested in 359,700,000 Shares as disclosed under the SFO, which constituted approximately 69.67% of the voting rights attaching to the issued share capital of the Company. Were the Repurchase Mandate to be exercised in full, which is considered to be unlikely in the current circumstances, Able Island would (assuming that there is no change in relevant facts and circumstances) hold approximately 77.41% of the voting rights attaching to the issued share capital of the Company. It is considered that, in the absence of any special circumstances, an obligation to make a mandatory offer as referred to above as a result of a share repurchase is unlikely to arise. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

6. SHARE REPURCHASES MADE BY THE COMPANY

There was no repurchase of the Shares by the Company or any of its subsidiaries during the six months prior to the Latest Practicable Date.

7. MARKET PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

Year	Month	Shares Prices (Per Share)	
		Highest Price <i>HK\$</i>	Lowest Price <i>HK\$</i>
2014	June	1.93	1.55
	July	1.90	1.64
	August	1.85	1.47
	September	1.65	1.40
	October	2.10	1.45
	November	1.90	1.63
	December	1.70	1.44
2015	January	1.76	1.45
	February	2.37	1.68
	March	2.49	1.88
	April	2.43	1.91
	May	2.49	1.84
	June (up to the Latest Practicable Date)	2.42	1.89

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 17.50(2) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of the following Directors who stand for re-election at the Annual General Meeting.

Stated below are the details of the Directors who will retire and be eligible for re-election at the Annual General Meeting according to the Articles of Association of the Company:

Professor Ng Ka Ming, aged 62, was appointed as an INED on 24 September 2013. He is also a member of the Audit Committee, the Nomination Committee and the Remuneration Committee. He obtained his bachelor degree in chemical engineering from the University of Minnesota and the degree of doctor of philosophy from the University of Houston in the United States. He is currently the chair professor of chemical and biomolecular engineering department at The Hong Kong University of Science and Technology (“HKUST”). He served as professor of chemical engineering department of the University of Massachusetts, Amherst in the United States. He joined HKUST and has been seconded to Nano and Advanced Materials Institute Limited by HKUST and held the position of chief executive officer. Professor Ng has held visiting positions at DuPont Central Research and Development Experimental Station of E.L. du Pont de Nemours and Company and the National University of Singapore. He has served as a corporate science and technology advisor of Mitsubishi Chemical Corporation. Professor Ng received the Excellence in Process Development Research Award from the American Institute of Chemical Engineers in 2002 and subsequently elected as a Fellow of American Institute of Chemical Engineers in 2003. Professor Ng, being an INED, a member of the Audit Committee, the Nomination Committee and the Remuneration Committee, is entitled to a remuneration package comprising a fixed director’s fee of HK\$25,000 per month and is eligible for participating in the Share Option Scheme.

Mr. Cheng Kwok Kin, Paul, aged 63, was appointed as an INED on 24 September 2013. He is currently the chairman of the Audit committee and a member of the Remuneration Committee and the Nomination Committee. Mr. Cheng has over 30 years of experience in the accounting and finance disciplines. Mr. Cheng joined Leach & Co., Chartered Accountants, of London, United Kingdom in 1972, and qualified as a Chartered Accountant in 1976. He became a partner of the firm in 1978 and retired from the partnership in 1992. Mr. Cheng acted as a board director and deputy president of Mitsubishi UFJ Securities (HK) Holdings, Limited (“MUHKH”), and held these positions until his retirement from MUHKH in December 2012. Mr. Cheng is Fellow of the Institute of Chartered Accountants in England and Wales, Fellow of the Hong Kong Institute of Certified Public Accountants (“HKICPA”), and a member of the Audit Profession Reform Working Group of the HKICPA and a member of the Membership Committee of the Hong Kong Securities and Investment Institute. Mr. Cheng is an independent non-executive director of Forterra Real Estate Pte. Ltd., which is a trustee manager of Forterra Trust (“Forterra”), a registered business trust formerly listed on the Singapore Exchange Securities Trading Limited (the “Singapore Stock Exchange”), Forterra was delisted from the Singapore Stock Exchange on 13 February 2015, following the completion of a mandatory cash offer for Forterra which commenced in November 2014 by its largest unitholder, a member of the Nan Fung Group (“Nan Fung”), resulting in Nan Fung holding all of the issued units of Forterra. Mr. Cheng is also an independent non-executive director of Xinyi Solar Holdings

Limited (stock code: 968) and Kin Yat Holdings Limited (stock code: 638), both companies listed on the Stock Exchange. Mr. Cheng, being an INED, the chairman of the Audit committee and a member of the Remuneration Committee and the Nomination Committee, is entitled to a remuneration package comprising a fixed director's fee of HK\$25,000 per month and is eligible for participating in the Share Option Scheme.

Mr. Wei Jianan, aged 76, was appointed as an INED on 24 September 2013. He is also the chairman of the Nomination Committee and the Remuneration Committee and a member of the Audit Committee. Mr. Wei is an experienced business executive with more than 20 years of experience in the retail trading business, which covers the pharmaceutical, garment and household products across the regions in Hong Kong, the PRC, Europe and the United States of America. Mr. Wei has served as a director of Chinese Arts & Craft (HK) Limited and China Resources (Holdings) Limited. Mr. Wei graduated from University of International Business and Economics (formerly known as Beijing International Business College) in Beijing, PRC in 1965. Mr. Wei, being an INED, the chairman of the Nomination Committee and the Remuneration Committee and a member of the Audit Committee, is entitled to a remuneration package comprising a fixed director's fee of HK\$25,000 per month and is eligible for participating in the Share Option Scheme.

As at the Latest Practicable Date, each of Professor Ng Ka Ming, Mr. Cheng Kwok Kin, Paul and Mr. Wei Jianan (the "Retiring Directors") individually held 500,000 Options granted by the Company which may be exercised in between 22 November 2013 and 21 November 2016 (both days inclusive) at the exercise price of HK\$1.64 per Option. Other than disclosed above, all the Retiring Directors do not have any interest in the Shares within the meaning of Part XV of the SFO.

Each of the Retiring Directors have entered into a service agreement contract with the Company for two years till 10 October 2015 subject to retirement by rotation and re-election in the Annual General Meeting in accordance with the provision of our Company's Articles of Association and the GEM Listing Rules. They will enter into service agreement with the Company for a term of three years should they be re-elected in the Annual General Meeting, subject to retirement by rotation and re-election in accordance with the provision of the Article of Association and the GEM Listing Rules.

Save as disclosed above, and as the Latest Practicable Date, each of the retiring Directors do not have any relationships with any Directors, senior management or substantial shareholders of the Company nor hold or did not hold any directorships in other public listed companies in the past 3 years and other major appointments and qualifications.

The re-election of all the Retiring Directors has been approved by the Nomination Committee and the Board. The Directors' emoluments are recommended by the Remuneration Committee and then approved by the Board and on the basis of the relevant Director's experience, responsibility, workload and the time devoted to the Group. A resolution authorising, inter alia, the Board to fix all Directors' remuneration for the year ending 31 March 2016 will be put forward at the Annual General Meeting for the Shareholders' approval.

NOTICE OF ANNUAL 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: 8185)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of RM Group Holdings Limited (the “**Company**”) will be held at 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Tuesday, 4 August 2015 at 2:30 p.m. for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors and of the auditors for the year ended 31 March 2015.
2. To declare a final dividend for the year ended 31 March 2015.
3.
 - (a) To re-elect Professor Ng Ka Ming as a director of the Company;
 - (b) To re-elect Mr. Cheng Kwok Kin, Paul as a director of the Company;
 - (c) To re-elect Mr. Wei Jianan as a director of the Company;
 - (d) To fix the maximum number of directors of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. To re-appoint the auditor and to authorise the board of directors of the Company to fix its remuneration.
5. To consider as special business, and if thought fit, pass the following resolutions as ordinary resolutions with or without amendments:

ORDINARY RESOLUTIONS

A. “THAT:

- (a) subject to paragraph (c) below and in substitution for all previous authorities, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options and other rights, or issue warrants and other securities including bonds, debentures

NOTICE OF ANNUAL GENERAL MEETING

and notes convertible into shares of the Company, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and other rights, or issue warrants and other securities, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to option holders of shares in the Company; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or
 - (iv) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or
 - (v) a specified authority granted by the shareholders of the Company (the “**Shareholders**”) in general meeting,

shall not exceed the aggregate of:

- (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution; and
- (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the Shareholders) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to a maximum

NOTICE OF ANNUAL GENERAL MEETING

equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution),

and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any other applicable laws of Cayman Islands to be held; or
- (iii) the revocation, variation or renewal of this Resolution by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares in the Company on the registers of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to all cases where such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

B. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of

NOTICE OF ANNUAL GENERAL MEETING

the share capital of the Company in issue at the date of passing of this Resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and

(c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any other applicable laws of the Cayman Islands to be held; or
- (iii) the revocation, variation or renewal of this Resolution by an ordinary resolution of the Shareholders in general meeting.”

C. **“THAT**, conditional upon the passing of Resolution 5.B., the general mandate granted to the directors of the Company (pursuant to Resolution 5.A. or otherwise) and for the time being in force to exercise the powers of the Company to allot shares be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted by the resolution set out as Resolution 5.B..”

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

Hong Kong, 29 June 2015

*Head Office and Principal Place
of Business in Hong Kong:*
21/F, Man Shing Industrial Building
307–311 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. WONG Mau Tai and Mr. FOO Chi Ming; the non-executive director of the Company is Madam TSANG Pui Man; and the independent non-executive directors of the Company are Prof. NG Ka Ming, Mr. CHENG Kwok Kin, Paul and Mr. WEI Jianan.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Every member entitled to attend and vote at the above meeting (or at any adjournment thereof) (the “**AGM**”) is entitled to appoint up to two individuals as his proxies. A proxy need not be a member of the Company. The number of proxies appointed by a clearing house (or its nominee) is not subject to the aforesaid limitation.
2. Where there are joint holders of any share, any one of such persons may vote at the AGM, 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 AGM 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 Company’s branch share registrar and transfer office in Hong Kong, 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 AGM. Completion and return of the form of proxy will not be preclude a member from attending the AGM and voting in person if he so wishes.
4. The registers of members of the Company (the “**Registers of Members**”) will be closed from Monday, 3 August 2015 to Tuesday, 4 August 2015 (both days inclusive) during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged for registration with Tricor Investor Services Limited at the above address not later than 4:30 p.m. on Friday, 31 July 2015.
5. The Registers of Members will also be closed from Monday, 10 August 2015 to Tuesday, 11 August 2015 (both days inclusive) and no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged for registration with Tricor Investor Services Limited at the above address not later than 4:30 p.m. on Friday, 7 August 2015.
6. All the resolutions set out in this notice shall be decided by way of poll.