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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of RM Group Holdings Limited (the “**Company**”) will be held at Room 508–520, Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Friday, 14 August 2015 at 4:30 p.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT**

- (a) the sale and purchase agreement entered into between Mr. Chan Yan Tak (as vendor) and Rich Sunny Investment Limited (as purchaser) dated 23 June 2015 (the “**Sale and Purchase Agreement**”) in relation the acquisition of (i) the one (1) ordinary share, representing the entire issued share capital of Royal Richly (Hong Kong) Limited (“**Royal Richly**”); and (ii) the assignment of debt, loan or liability due from Royal Richly to Mr. Chan Yan Tak as at the date of completion of the Sale and Purchase Agreement to Rich Sunny Investment Limited at a consideration of HK\$19,410,000 (a copy of the Sale and Purchase Agreement has been produced to the meeting marked “A” and initialed by the Chairman of the meeting for the purpose of identification) and all the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and

- (b) any one director of the Company be and is hereby authorised to do all such things and acts of administrative nature as he may in his discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of the Sale and Purchase Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he considers necessary or expedient in his opinion to implement and/or give effect to the Sale and Purchase Agreement.”

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

Hong Kong, 30 July 2015

*Registered Office:*

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

*Principal Place of Business in Hong Kong:*

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

*Notes:*

1. Every member entitled to attend and vote at the above meeting (or at any adjournment thereof) (the “**EGM**”) 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 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 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 EGM. Completion and return of the form of proxy will not be preclude a member from attending the EGM and voting in person if he so wishes.
4. The registers of members of the Company (the “**Registers of Members**”) will be closed from Thursday, 13 August 2015 to Friday, 14 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 EGM, 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 Wednesday, 12 August 2015.
5. The resolution set out in this notice shall be decided by way of poll.

*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.*

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