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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 4 AUGUST 2015**

The Board is pleased to announce that all resolutions proposed at the Annual General Meeting held on 4 August 2015 have been duly passed by the Shareholders by way of poll as more than 50% of the votes were cast in favour of each of the ordinary resolutions.

Reference is made to the circular of RM Group Holdings Limited (the “**Company**”) dated 29 June 2015 (the “**Circular**”). Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS

The Board is pleased to announce that all resolutions proposed at the Annual General Meeting held on 4 August 2015 have been duly passed by the Shareholders by way of poll as more than 50% of the votes were cast in favour of each of the ordinary resolutions. The vote-taking at the Annual General Meeting was scrutinized by the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited. The poll results in relation to all the resolutions at the Annual General Meeting were as follows:

Ordinary Resolutions		Number of votes cast and percentage of total number of votes cast		Total number of votes cast
		For	Against	
1.	To receive and adopt the audited financial statements and the reports of the Directors and the auditors for the year ended 31 March 2015.	365,089,800 (100%)	- (0%)	365,089,800
2.	To declare a final dividend of HK2.5 cents per ordinary share of the Company for the year ended 31 March 2015.	365,089,800 (100%)	- (0%)	365,089,800

Ordinary Resolutions		Number of votes cast and percentage of total number of votes cast		Total number of votes cast
		For	Against	
3(a)	To re-elect Professor Ng Ka Ming as a Director.	365,089,800 (100%)	- (0%)	365,089,800
3(b)	To re-elect Mr. Cheng Kwok Kin, Paul as a Director.	365,089,800 (100%)	- (0%)	365,089,800
3(c)	To re-elect Mr. Wei Jianan as a Director.	365,089,800 (100%)	- (0%)	365,089,800
3(d)	To fix the maximum number of Directors and to authorise the Board to fix their remuneration.	365,089,800 (100%)	- (0%)	365,089,800
4.	To re-appoint CCIF CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration.	365,089,800 (100%)	- (0%)	365,089,800
5.A.	To grant a general mandate to the Directors to issue, allot and deal with additional Shares up to a maximum of 20% of the existing issued share capital of the Company, as set out in Resolution 5.A.	365,089,800 (100%)	- (0%)	365,089,800
5.B.	To grant a general mandate to the Directors to repurchase Shares up to a maximum of 10% of the existing issued share capital of the Company, as set out in Resolution 5.B.	365,089,800 (100%)	- (0%)	365,089,800
5.C.	To extend the general mandate granted to the Directors to issue, allot and deal with additional Shares by the number of Shares repurchased by the Company, as set out in Resolution 5.C.	365,089,800 (100%)	- (0%)	365,089,800

As at the date of the Annual General Meeting on 4 August 2015, the total number of issued shares of the Company was 516,300,000 Shares, which was the total number of Shares entitling the holders thereof to attend and vote for or against all resolutions at the Annual General Meeting. It was noted that there were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the Annual General Meeting.

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

Hong Kong, 4 August 2015

As at the date of this announcement, 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.

This announcement, 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 enquires, confirm that, to the best of their knowledge and belief, the information contained in this announcement 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 announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the GEM Website at www.hkgem.com for at least seven days from the day of its posting. The announcement will also be published on the Company's website at www.royalmedic.com.