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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 EXTRAORDINARY GENERAL MEETING
HELD ON 14 AUGUST 2015**

The Board is pleased to announce that the ordinary resolution as set out in the EGM Notice was duly passed by the Independent Shareholders by way of poll at the EGM held on 14 August 2015.

Reference is made to (i) the circular of RM Group Holdings Limited (the “**Company**”) dated 30 July 2015 (the “**Circular**”) and an announcement of the Company dated 4 August 2015 and (ii) the notice of extraordinary general meeting of the Company (“**EGM**”) dated 30 July 2015 (the “**EGM Notice**”). 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 the ordinary resolution proposed as set out in the EGM Notice was duly passed by the Independent Shareholders by way of poll at the EGM held on 14 August 2015. The vote-taking at the EGM was scrutinised by the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited. The poll results in relation to the ordinary resolution proposed at the EGM were as follows:

Ordinary Resolution	Number of votes cast and percentage of total number of votes cast		Total number of votes cast
	For	Against	
To approve, confirm and ratify the Sale and Purchase Agreement and the transactions contemplated thereunder.	29,732,000 (100%)	- (0%)	29,732,000

As at the date of the EGM, the total number of issued shares of the Company was 516,300,000 Shares. As more than 50% of votes were cast in favour of the ordinary resolution, the resolution was duly passed as ordinary resolution of the Company.

Mr. Chan Yan Tak has interests in the Sale and Purchase Agreement as disclosed in the Circular, Mr. Chan and his associates, holding a total of 359,700,000 Shares and representing approximately 69.67% of the total issued share capital of the Company as at the date of the EGM, were required to abstain and did abstain from voting on the ordinary resolution at the EGM.

Accordingly, the Independent Shareholders holding a total of 156,600,000 Shares were entitled to attend and vote for or against the ordinary resolution proposed at the EGM. It was noted that there was no Share entitling the holders to attend and vote only against the ordinary resolution proposed at the EGM. Save as disclosed above, there was no restriction on any Shareholder to cast votes on any of the proposed resolution at the EGM.

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

Hong Kong, 14 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.