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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 9 AUGUST 2016**

The Board is pleased to announce that all resolutions proposed at the AGM held on 9 August 2016 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 (the “**Circular**”) and the notice of annual general meeting (the “**AGM**”) of RM Group Holdings Limited (the “**Company**”) both dated 8 July 2016. Unless otherwise defined herein, capitalised 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 AGM held on 9 August 2016 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 AGM was scrutinised by the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited. The poll results in relation to all the resolutions put to the vote at the AGM 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 2016.	328,516,058 (100%)	- (0%)	328,516,058

Ordinary Resolutions		Number of votes cast and percentage of total number of votes cast		Total number of votes cast
2(a)	To re-elect Mr. Chan Yan Tak as a Director.	328,516,058 (100%)	- (0%)	328,516,058
2(b)	To re-elect Mr. Wong Mau Tai as a Director.	328,516,058 (100%)	- (0%)	328,516,058
2(c)	To re-elect Mr. Lim Ming Shing, Tony as a Director.	328,516,058 (100%)	- (0%)	328,516,058
2(d)	To re-elect Mr. Lee Chi Hang, Sidney as a Director.	328,516,058 (100%)	- (0%)	328,516,058
2(e)	To re-elect Mr. Wong Ping Yiu as a Director.	328,516,058 (100%)	- (0%)	328,516,058
2(f)	To re-elect Ms. Szeto Wai Ling, Virginia as a Director	328,516,058 (100%)	- (0%)	328,516,058
2(g)	To fix the maximum number of Directors and to authorise the Board to fix their remuneration.	328,516,058 (100%)	- (0%)	328,516,058
3.	To re-appoint CCIF CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration.	328,516,058 (100%)	- (0%)	328,516,058
4.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 4.A. in the notice of the AGM.	328,516,058 (100%)	- (0%)	328,516,058
4.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 4.B. in the notice of the AGM.	328,516,057 (100%)	- (0%)	328,516,057
4.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 4.C. in the notice of the AGM.	328,516,058 (100%)	- (0%)	328,516,058

As at the date of the AGM on 9 August 2016, 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 AGM. It was noted that there was no restriction on any Shareholders to cast votes on any of the proposed resolutions at the AGM.

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

Hong Kong, 9 August 2016

As at the date of this announcement, the executive directors of the Company are Mr. CHAN Yan Tak, Mr. WONG Mau Tai, Mr. LEE Chi Hang, Sidney, Mr. LIM Ming Shing, Tony and Mr. WONG Ping Yiu; 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 Ms. SZETO Wai Ling, Virginia.