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RCG

RCG Holdings Limited

宏霸數碼集團(控股)有限公司*

(a company incorporated in Bermuda with limited liability)

(Stock Codes: HKSE: 802; AIM: RCG)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the AGM of RCG Holdings Limited (the “Company”) will be held at 3:00 p.m. on 26 June 2012 (Hong Kong Time) at Lot 1, Jalan Teknologi 3/5, Taman Sains Selangor 1, Kota Damansara, Petaling Jaya, Selangor, Malaysia, for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited financial statements for the year ended 31 December 2011 and the reports of the directors of the Company (the “Directors”) and of the auditors thereon.
2. To re-elect:
 - (a) Mr. Li Jinglong as an executive Director of the Company;
 - (b) Mr. Zhang Ligong as an executive Director of the Company;
 - (c) Mr. Raymond Chu Wai Man as a non-executive Director of the Company;
 - (d) Mr. Pieter Lambert Diaz Wattimena as an independent non-executive Director of the Company.
3. To authorise the board of Directors or executive committee of the board of Directors to fix the remuneration of the Directors of the Company.
4. To appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and authorise the board of Directors to fix their remuneration.

* For purpose of identification only

AS SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions which will be proposed as ordinary resolutions of the Company:

5. “**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of Shares upon the exercise of subscription or conversion rights attached to the warrants which might be issued by the Company or any other securities which are convertible into Shares or an issue of Shares in lieu of the whole or part of a dividend on Shares or any scrip dividend scheme or similar arrangement in accordance with the Bye-laws, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as 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 time of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company (the “Shareholders”) in general meeting.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to the Shareholders on the register of members on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors 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 applicable to the Company).”

6. “**THAT** conditional upon the passing of resolutions nos. 5 and 7 in the notice convening this meeting of the Company, the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to and in accordance with the said resolution no. 7 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the said resolution no. 5.”

SPECIAL RESOLUTION

7. As special business, to consider and, if thought fit, pass the following resolution which will be proposed as a special resolution of the Company:

“**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued Shares on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Hong Kong Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such Shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the AIM Rules, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as 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 time of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by a special resolution of the Shareholders in general meeting.”

Yours faithfully,
On behalf of the Board
RCG Holdings Limited
Tan Sri Dato’ Nik Hashim Bin Nik Ab. Rahman
Chairman

Hong Kong, 30 April 2012

As at the date of this notice, the Board of the Company comprises the following directors:

Executive Directors:

Li Jinglong
Zhang Ligong

Non-executive Directors:

Tan Sri Dato’ Nik Hashim Bin Nik Ab. Rahman
Raymond Chu Wai Man

Independent Non-executive Directors:

Li Mow Ming, Sonny
Liu Kwok Bond
Pieter Lambert Diaz Wattimena

Notes:

1. A Form of Proxy or Form of Direction (as applicable) is enclosed.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
3. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
4. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s Registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom (for shareholders whose names appear in the Company’s branch register in Jersey and who hold shares in

certificated form), or, in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, (for Shareholders whose names appear in the Company's branch register in Hong Kong) not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof) at which the person named in the instrument proposes to vote.

5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event the Form of Proxy shall be deemed to be revoked.
6. In the case of joint holders of any share, if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the Company and such corporation shall be deemed to be present in person at any such meeting if a person so authorised is present thereat.
8. In the case of holders of Depository Interests representing ordinary shares in the Company, a Form of Direction must be completed in order to instruct Capita IRG Trustees Limited, the Depository, to vote on the holder's behalf at the meeting or, if the meeting is adjourned, at the adjourned meeting. To be effective, a completed and signed Form of Direction (and any power of attorney or other authority under which it is signed) must be delivered to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom by no later than 72 hours before the time fixed for the meeting or any adjourned meeting.
9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those Shareholders registered in the Register of members of the Company as of 21 June 2012 are entitled to attend or vote at the annual general meeting of the Company in respect to the number of shares registered in their name at that time. Changes to entries on the Register after that time will be disregarded when determining the rights of any person to attend or vote in the annual general meeting. The Register of members of the Company will be closed from 22 June 2012 to 26 June 2012. In order to be entitled to attend and vote at the annual general meeting, shareholders registered on the Hong Kong branch register of the Company are reminded to ensure that all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 21 June 2012.
10. The biographies of the Directors who will be seeking re-election are set out below.

Mr. Li Jinglong

Mr. Li Jinglong, aged 51, holds a diploma in Business Management from Beijing Society Han Shou University in China. Prior to joining the Group, Mr. Li has, since 2005, been the general manager of Shanghai Yu Heng Pharmaceuticals Technology Company Limited, a company which specialises in surgical dressing and medical consumable products, and where he oversaw the company's long term development plans, daily operations and vendors and distributors management. He was the general manager of ZhongXing Industrial Development Company Limited from 1995 to 2005 where he was responsible for daily operations, trading and business developments of the company. Mr. Li will be responsible for the Group's business development in China.

Mr. Li has not previously held any position within the Company or any of its subsidiaries and has not been a director in any other listed company in the past three years.

As at the Latest Practicable Date, Mr. Li does not have any interests or short positions in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Li does not have any relationship with any current or former director, senior management, or substantial or controlling shareholders of the Company.

Under the appointment letter of Mr. Li entered into with the Company, the initial term of service is one year with an annual remuneration of HK\$180,000. Mr. Li's emolument was determined with reference to his duties and responsibilities with the Company and the Company's standard for emoluments. Mr. Li will be subject to re-election at the Company's next annual general meeting and rotation at least once every three years in accordance with the Company's Bye-laws.

Save as disclosed above, the Board is not aware of any other matter in relation to the appointment of Mr. Li that need to be brought to the attention of the shareholders of the Company or any information about Mr. Li that shall be disclosed pursuant to Rule 13.51 (2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Mr. Zhang Ligong

Mr. Zhang Ligong, aged 44, holds a diploma in Information Science and Engineering from Beijing Electrical & Information Engineering College in China. Prior to joining the Company, Mr. Zhang has been, since 2006, the deputy general manager of Beijing Zheshi Communications Technology Co. Ltd., a company specialising in home and office security and surveillance systems, and where he spearheaded sales, marketing and business development as well as being responsible for the company's operation and implementation of strategic direction. He was a technical engineer in Beijing Qinghe Textile Factory from 1986 to 2006. Mr. Zhang will be responsible for the Group's business development in China.

Mr. Zhang has not previously held any position with the Company or any of its subsidiaries and has not been a director in any other listed company in the past three years.

As at the Latest Practicable Date, Mr. Zhang does not have any interests or short positions in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Zhang does not have any relationship with any current or former director, senior management, or substantial or controlling shareholders of the Company.

Under the appointment letter of Mr. Zhang entered into with the Company, the initial term of service is one year with an annual remuneration of HK\$180,000. Mr. Zhang's emolument was determined with reference to his duties and responsibilities with the Company and the Company's standard for emoluments. Mr. Zhang will be subject to re-election at the Company's next annual general meeting and rotation at least once every three years in accordance with the Company's Bye-laws.

Save as disclosed above, the Board is not aware of any other matter in relation to the appointment of Mr. Zhang that need to be brought to the attention of the shareholders of the Company or any information about Mr. Zhang that shall be disclosed pursuant to Rule 13.51 (2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Raymond Chu Wai Man

Mr. Raymond Chu Wai Man, aged 49, joined the Group in 1999 as a founder. He was the chairman and chief executive officer of the Company. He stepped down from his positions as the chief executive officer of the Company on 11 February 2010 and as the executive chairman on 4 October 2010. He was redesignated as a non-executive Director on 4 October 2010. Mr. Chu holds directorships in subsidiary companies of the Group.

Mr. Chu garnered 10 years of experience in property and corporate finance matters. He joined the law firm Kao Lee & Yip in 1987 and became a partner in 1990, where he worked for a total of 10 years. He received a Bachelor of Laws from the University of Bristol, England in 1984. He was subsequently admitted as a solicitor in Hong Kong in 1987. Save as disclosed above, he has not held any directorships in listed companies in the last three years.

As at the Latest Practicable Date, Mr. Chu had an interest in a total of 2,800,000 Shares within the meaning of Part XV of the SFO. Mr. Chu does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company.

Under the appointment letter of Mr. Chu entered into with the Company, the initial term of service is one year with a director's fees of HK\$960,000 per annum. Mr. Chu's emolument was determined with reference to his duties and responsibilities with the Company, the Company's standards for emoluments and market condition. Mr. Chu will be subject to retirement by rotation and re-election at the Company's annual general meeting at least once every three years in accordance with the Bye-law 87(1) of the Company's Bye-laws.

Pieter Lambert Diaz Wattimena

Mr. Pieter Lambert Diaz Wattimena, aged 62, was appointed as an independent non-executive Director on 25 March 2010.

Mr. Diaz Wattimena dedicated over 30 years of service to the Indonesian Air Force and government, including appointments as Chief of 2nd Operation Command Expert in Makasar in 1997, Expert Staff of Air Force Chief of Staff at Headquarter of Air Force in 1999, Head of Duty, Air Force Flying Safety and Work in Indonesian National Air Force in 2000, and Director General of for Defense Facility and Procurement in 2005. He was also appointed as a Member of House of Representative/House of Parliament of the Republic of Indonesia from the Indonesia National Army/Police fraction from 1999 to 2004. To date, Mr. Diaz Wattimena is still acts as an adviser to national organisations such as Federation of Indonesia Labour Association for Metals, Electronics and Machines and Research Center of Political Communication and Social Society "Institut Lembang Sembilan". He graduated from the Air Force Academy in 1972, holds a bachelor degree of political science from Universitas Terbuka and is currently enrolled in the Institute of Business of Law and Management. He has not held any directorships in listed companies in the last three years.

As at the Latest Practicable Date, Mr. Diaz Wattimena does not have any interests or short positions in the Company's Shares within the meaning of Part XV of the SFO. Mr. Diaz Wattimena does not have any relationship with any director, senior management, or substantial or controlling Shareholder of the Company.

Under the appointment letter of Mr. Diaz Wattimena entered into with the Company, the initial term of service is one year with a director's fees of HK\$240,000 per annum. Mr. Diaz Wattimena emolument was determined with reference to his duties and responsibilities with the Company, the Company's standards for emoluments and market condition. Mr. Diaz Wattimena will be subject to retirement by rotation and re-election at the Company's annual general meeting at least once every three years in accordance with Bye-law 87(1) of the Company's Bye-laws.

Save as disclosed above, none of the Directors above are related to each other, senior management or substantial or controlling shareholders of the Company.