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RMH HOLDINGS LIMITED

德斯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8437)

PASS AWAY OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (“**Board**”) of directors (“**Directors**”) of RMH Holdings Limited (“**Company**”) announces with deepest sorrow that Mr. Wong Siu Ki (“**Mr. Wong**”), the independent non-executive Director, has passed away on 7 March 2018. The Company and the Board would like to convey its condolences to the family of Mr. Wong and express its sincere appreciation to Mr. Wong for his past contribution to the Company.

Pursuant to Rule 5.05 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), every board of directors of a listed issuer must include at least three independent non-executive directors; and at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise. Pursuant to Rule 5.05(A) of the GEM Listing Rules, a listed issuer must appoint independent non-executive directors representing at least one-third of the board of directors. The audit committee of a listed issuer must comprise a minimum of three members comprising non-executive directors only under Rule 5.28 of the GEM Listing Rules and a listed issuer must establish a remuneration committee chaired by an independent non-executive director and comprising a majority of independent non-executive directors under Rule 5.34 of the GEM Listing Rules.

Following the pass away of Mr. Wong, the Board comprises five members with three executive Directors and two independent non-executive Directors. As a result, the number of independent non-executive Directors of the Board is below the minimum number prescribed under Rule 5.05 of the GEM Listing Rules. The number of members of the audit committee of the Company is reduced to two which is below the minimum number prescribed under Rule 5.28 of the GEM Listing Rules. The number of members of the remuneration committee of the Company is reduced to two which is below the minimum number prescribed under Rule 5.34 of the GEM Listing Rules. In order to comply with Rules 5.05, 5.28 and 5.34 of the GEM Listing Rules, the Company is endeavoring to identify a suitable candidate to fill up the abovementioned vacancies as soon as practicable and in any event within three months from 7 March 2018 as prescribed under Rule 5.33 of the GEM Listing Rules, and will make further announcement(s) as and when appropriate.

By order of the Board
RMH Holdings Limited
Loh Teck Hiong
Chairman and executive Director

Hong Kong, 9 March 2018

As at the date of this announcement, the executive Directors are Dr. Loh Teck Hiong, Dr. Ee Hock Leong and Dr. Kwah Yung Chien, Raymond; and the independent non-executive Directors are Mr. Cheung Kiu Cho Vincent and Mr. Ong Kian Guan.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, 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’s website at www.hkgem.com for at least 7 days from the date of its posting. This announcement will also be published on the Company’s website at www.dermclinic.com.sg.