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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)**

## **(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (2) WITHDRAWAL OF ORDINARY RESOLUTION NUMBERED 2(ii) AT THE ANNUAL GENERAL MEETING**

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of RMH Holdings Limited (the “**Company**”) hereby announces that Mr. Cheung Kiu Cho Vincent (“**Mr. Cheung**”) has resigned as an independent non-executive Director, a member of the nomination committee of the Company (the “**Nomination Committee**”) and a member of the audit committee of the Company (the “**Audit Committee**”) with effect from 21 April 2021 as he would like to devote more time to his own business and career development.

Mr. Cheung has confirmed that he has no disagreement with the Company and there are no circumstances relating to his resignation which need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

Pursuant to Rule 5.05 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”), every board of directors of a listed issuer must include at least three independent non-executive directors. 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. Pursuant to Rule 5.28 of the GEM Listing Rules, the audit committee of a listed issuer must comprise a minimum of three members comprising non-executive directors only. Pursuant to Rule A.5.1 of Appendix 15 to the GEM Listing Rules, a listed issuer must establish a nomination committee comprising a majority of independent non-executive directors.

Following the resignation of Mr. Cheung, 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 and is not representing one-third of the Board under Rule 5.05(A) of the GEM Listing Rules. The number of members of the Audit Committee 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 Nomination Committee is reduced to two, therefore the Nomination Committee does not comprise a majority of independent non-executive Directors under Rule A.5.1 of Appendix 15 of the GEM Listing Rules. In order to comply with Rules 5.05, 5.05(A), 5.28 and A.5.1 of Appendix 15 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 21 April 2021 as prescribed under Rule 5.33 of the GEM Listing Rules, and will make further announcement(s) as and when appropriate.

#### **WITHDRAWAL OF ORDINARY RESOLUTION NUMBERED 2(ii) AT THE ANNUAL GENERAL MEETING**

Reference is made to the notice of annual general meeting (the “**AGM Notice**”), the circular (the “**AGM Circular**”) and the form of proxy (the “**AGM Proxy Form**”) dated 31 March 2021 in relation to the annual general meeting of the Company to be held at 150 Orchard Road, #08-03 Orchard Plaza, Singapore 238841 on Tuesday, 11 May 2021 at 11:00 a.m. (the “**AGM**”).

Due to the resignation of Mr. Cheung as a Director, ordinary resolution numbered 2(ii) in respect of the re-election of Mr. Cheung as an independent non-executive Director as set out in the AGM Notice, the AGM Circular and the AGM Proxy Form is no longer applicable and will not be put forward for consideration and approval by the shareholders of the Company at the AGM.

Those AGM Proxy Form already lodged by the shareholders of the Company shall remain valid, except that no vote will be conducted or counted by the Company for ordinary resolution numbered 2(ii).

Shareholders are reminded to carefully read the AGM Notice and the AGM Circular for details in respect of other resolutions which will be put forward as scheduled for consideration and approval at the AGM, eligibility for attending the AGM, appointment of proxy and other relevant matters.

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

Hong Kong, 21 April 2021

*As at the date of this announcement, the executive Directors are Dr. Loh Teck Hiong, Mr. Liu Yang and Dr. Seow Swee How; and the independent non-executive Directors are Mr. Ong Kian Guan and Mr. Yang Zhangxin.*

*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 GEM of the Stock Exchange 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 Information” page of the GEM website at [www.hkgem.com](http://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 <https://www.rmholdings.com.sg>.*