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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)

**DISCLOSEABLE TRANSACTION
IN RELATION TO ACQUISITION OF THE MACHINE**

ACQUISITION OF THE MACHINE

The Board hereby announces that on 18 October 2021, the Purchaser, an indirect wholly-owned subsidiary of the Company, entered into the Agreement with the Vendor, for acquisition of the Machine at the total consideration of HK\$19.88 million.

The principal terms of the Agreement are summarized below:

Date: 18 October 2021

Parties involved: (i) the Purchaser; and

(ii) the Vendor

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Vendor and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

Subject matter: The Vendor shall sell and the Purchaser shall acquire the Machine.

Asset to be acquired: 1 unit of the Machine

Consideration: The consideration for the Acquisition is HK\$19.88 million which will be satisfied by telegraphic transfers or cheque. The payment terms are as follows:

- (1) 12.5% of the Consideration, being HK\$2.485 million shall be payable within 7 days from the date of the Agreement;
- (2) 12.5% of the Consideration, being HK\$2.485 million shall be payable within 45 days from the date of the Agreement;
- (3) 65% of the Consideration, being HK\$12.922 million shall be payable within 14 days before equipment delivery; and
- (4) 10% of the Consideration, being HK\$1.988 million shall be payable within 30 days after completion of installation of the Machine or after clinical operation, whichever is earlier.

The Consideration will be funded by internal resources of the Group and bank financing.

Date of delivery: Subject to the Vendor's written confirmation after receipt of the Purchaser's official purchase order.

BASIS OF CONSIDERATION

The Consideration was determined after arm's length negotiation between the parties and on normal commercial terms taking into account the prevailing market price for machines similar to the Machine. The Consideration shall be satisfied by the internal resources of the Group or banking financing.

INFORMATION ABOUT THE GROUP AND THE PARTIES

The Group

The Group is principally engaged in the business of investing, managing and operating medical clinics and healthcare related businesses in Hong Kong and the Asia Pacific region.

The Purchaser

The Purchaser is a company incorporated in Hong Kong with limited liability and a direct wholly-owned subsidiary of the Company. The Purchaser is principally engaged in the business of clinic and medical imaging.

The Vendor

The Vendor is a company incorporated in Hong Kong with limited liability. It is principally engaged in the business of medical healthcare technology. The ultimate beneficiary owner of the Vendor is Siemens Healthineers AG, a company listed on the Frankfurt Stock Exchange (stock code: SHL).

REASONS FOR AND BENEFITS OF THE ACQUISITION OF THE MACHINE

The Company is an investment holding company principally engaged in the provision of investing, managing and operating medical clinics and healthcare related businesses in Hong Kong and the Asia Pacific region. In view of the Group's long-term strategy in further developing its business, the Directors consider that the Acquisition will broaden the variety of treatments offered by providing medical imaging service which oriented on preventive and proactive care empowers people to make better decisions for their own health.

In light of the above, the Directors are of the view that the Agreement was entered into after arm's length negotiation and on normal commercial terms, and the terms thereof are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS OF THE GEM LISTING RULES

As one or more of the applicable percentage ratios (as set out in Rule 19.07 of the GEM Listing Rules) in respect of the Acquisition exceeds 5% but is less than 25%, the entering into of the Agreement constitutes a discloseable transaction and is subject to the reporting and announcement requirements but exempt from shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the meanings below in this announcement:

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| “Acquisition” | the acquisition of the Machine by the Purchaser pursuant to the Agreement; |
| “Agreement” | the agreement dated 18 October 2021 entered into between the Purchaser and the Vendor in relation to the Acquisition; |
| “Board” | the board of Directors; |

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| “Company” | RMH Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed and traded on GEM of the Stock Exchange (Stock code: 8437); |
| “connected person(s)” | has the meaning ascribed to it under the GEM Listing Rules; |
| “Consideration” | the consideration in the amount of HK\$19.88 million to be paid by the Purchaser to the Vendor in respect of the Acquisition; |
| “Director(s)” | the director(s) of the Company; |
| “GEM” | GEM of The Stock Exchange of Hong Kong Limited; |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM of the Stock Exchange; |
| “Group” | the Company, its subsidiaries and its consolidated affiliated entities from time to time; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China; |
| “Machine” | Siemens Healthineers MAGNETOM Lumina; |
| “Purchaser” | RMH Imaging Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company as at the date of this announcement; |
| “Share(s)” | the ordinary shares of the Company; |
| “Shareholder(s)” | holder(s) of Share(s) from time to time; |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “subsidiary/(ies)” | has the meaning ascribed to it under the GEM Listing Rules; |

“Vendor” Siemens Healthcare Limited, a company incorporated in Hong Kong with limited liability; and

“%” per cent.

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

Hong Kong, 18 October 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. Yang Zhangxin, Mr. Loke Wai Ming and Ms. Wu Xiaoxia.

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 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 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>.