
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in RMH Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITORS AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of the front and inside cover pages shall have the same respective meanings as those defined in the section headed “Definitions” in this circular.

This circular together with a form of proxy will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.rmholdings.com.sg.

A notice convening the AGM to be held at Unit 912, 9/F, Two Harbourfront, 22 Tak Fung Street, Hunghom, Kowloon, Hong Kong and **by way of electronic means** on Tuesday, 10 May 2022, at 11:00 a.m. is set out on pages 15 to 22 of this circular. Whether or not you intend to attend and/or be present and vote at the AGM, Shareholders are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjourned meeting thereof. **Due to the recent development of COVID-19 pandemic in Hong Kong, Shareholders will not be allowed to attend the AGM in person.**

Please refer to the arrangement relating to measures to minimize the risk of COVID-19 provided in the AGM Notice.

31 March 2022

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

ARRANGEMENTS ON ATTENDANCE OF AGM AND VOTING BY PROXY

In light of the recent developments of the COVID-19 pandemic, in order to combat the spread of COVID-19, the AGM will be held by way of electronic means and Shareholders will not be allowed to attend the AGM in person.

Participation in and submitting questions at the AGM via live Webcast for Shareholders

Alternative arrangements are instead put in place for the participation of Shareholders in the AGM. The Board hereby announces that the Shareholders may participate in and submit questions at the AGM through a live webcast by Zoom (the “**Webcast**”) which can be accessed on computers, mobile phones or any browser-enabled electronic or communication devices. Shareholders will be able to access the Webcast using the same link at the start of the AGM until its conclusion. Please follow the instructions on the landing page on how to access the Webcast. To access the Webcast, Shareholders will need to register with the Company by sending an email to rmhagm2022@rmhholdings.com.sg and providing all necessary personal particulars as follows in the email:

- (a) Full name;
- (b) Registered Address;
- (c) Number of Shares held;
- (d) Hong Kong identity card number or passport number (in case of natural person) or company registration number (in case of body corporate);
- (e) Contact Telephone Numbers; and
- (f) Email Address,

not less than forty-eight (48) hours before the time appointed for holding the AGM to enable the Company to verify the Shareholders’ status.

Authenticated Shareholders will receive an email confirmation which contains a link to join the Webcast. Shareholders must NOT forward the link to any other person.

Voting by appointing the chairman of the AGM as proxy

Shareholders may only exercise their voting rights at the AGM via proxy voting and must appoint the Chairman of the AGM as proxy. Completed proxy forms should be received by the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjourned meeting thereof. The proxy form can be downloaded from the "Investor Relations" section of the Company's website at www.rmholdings.com.sg or the website of the Stock Exchange at www.hkexnews.hk.

The Company will continue to monitor the evolving COVID-19 situation and may adjust and/or implement additional precautionary measures as the public health situation changes.

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Unit 912, 9/F, Two Harbourfront, 22 Tak Fung Street, Hunghom, Kowloon, Hong Kong and by way of electronic means on Tuesday, 10 May 2022, at 11:00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 15 to 22 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	RMH Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and deal with Shares of the Company as set out in resolutions 5 and 7 of the AGM Notice
“Latest Practicable Date”	Friday, 25 March 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Date”	13 October 2017, the date on which dealings in the Shares commenced on GEM
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares of the Company as set out in resolution 6 of the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-back as amended from time to time and approved by the Securities and Futures Commission of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD

RMH HOLDINGS LIMITED 德斯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8437)

Executive Directors:

Dr. Loh Teck Hiong (*Chairman*)

Mr. He Weiqing

Independent Non-executive Directors:

Ms. Wu Xiaoxia

Mr. Yang Zhangxin

Mr. Loke Wai Ming

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business in

Hong Kong:

Unit 912, 9/F

Two Harbourfront

22 Tak Fung Street

Hunghom, Kowloon

Hong Kong

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM, among other things, (i) the granting of general mandates to the Directors to issue Shares and repurchase Shares; (ii) the re-election of Directors; and (iii) the re-appointment of auditors of the Company. These resolutions will be proposed at the AGM and are set out in the AGM Notice as contained in this circular.

LETTER FROM THE BOARD

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the AGM, separate ordinary resolutions will be proposed to grant the general mandates to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the aggregate number of Shares in issue as at the date of the passing of such resolution; (ii) to repurchase Shares which does not exceed 10% of the aggregate number of Shares in issue as at the date of passing of such resolution; and (iii) the general extension mandate, after the Repurchase Mandate is granted, to add the aggregate amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing of the resolution for approving the Issue Mandate.

Based on 1,296,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are repurchased or issued prior to the AGM, subject to the passing of the ordinary resolution for approving the Issue Mandate and the Repurchase Mandate, the Directors will be authorised to allot, issue and deal with up to a limit of 259,200,000 Shares pursuant to the Issue Mandate and repurchase 129,600,000 Shares pursuant to the Repurchase Mandate.

An explanatory statement, required by the GEM Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant proposed ordinary resolution for the grant of the Repurchase Mandate at the AGM.

The Issue Mandate, the Repurchase Mandate and the general extension mandate, if granted at the AGM, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

RE-ELECTION OF THE DIRECTORS

Pursuant to the Article 83(3) and 84(1) of the Articles, Mr. He Weiqing, Ms. Wu Xiaoxia, Mr. Yang Zhangxin and Mr. Loke Wai Ming will retire from office as Directors at the AGM and, being eligible, offer themselves for re-election.

The Board, upon the recommendation of the nomination committee of the Board, proposed Mr. He Weiqing, Ms. Wu Xiaoxia, Mr. Yang Zhangxin and Mr. Loke Wai Ming, the retiring Directors, to stand for re-election as Directors at the AGM.

LETTER FROM THE BOARD

Particulars of the Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular.

RE-APPOINTMENT OF THE AUDITORS

SHINEWING (HK) CPA Limited will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

ANNUAL GENERAL MEETING

The notice convening the AGM at which ordinary resolutions will be proposed, inter alia, (i) the Issue Mandate and the Repurchase Mandate; (ii) the re-election of Directors; and (iii) the re-appointment of auditors of the Company are set out on pages 15 to 22 of this circular.

For determining Members' entitlement to attend and vote (where applicable) at the Meeting, the register of Members will be closed from Wednesday, 4 May 2022 to Tuesday, 10 May 2022 (both dates inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify for exercising your voting right at the forthcoming Meeting, all transfer documents accompanied by the relevant share certificate must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 3 May 2022. Shareholders who wish to vote on any or all of the resolutions at the AGM must submit a proxy form to appoint the Chairman of the AGM as their proxy to do so on their behalf.

A form of proxy for the AGM is enclosed herewith. Whether or not you intend to attend and/or be present and vote at the AGM, Shareholders are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjourned meeting thereof. **Due to the recent development of COVID-19 pandemic in Hong Kong, Shareholders will not be allowed to attend the AGM in person.**

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, the voting of the shareholders at the AGM must be taken by poll. The chairman of the AGM will therefore demand a poll for all resolutions to be put to the vote at the meeting pursuant to the Articles. An announcement on the poll vote results will be made by the Company after the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 circular 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 circular misleading.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate and the Repurchase Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters.

The Board is pleased to recommend the retiring Directors, to be re-elected as the Directors at the AGM. In addition, the Board also recommends all Shareholders to vote in favour of reappointing SHINEWING (HK) CPA Limited as the auditors of the Company.

Yours faithfully,
For and on behalf of the Board
RMH Holdings Limited
Loh Teck Hiong
Chairman

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information for your consideration of the Repurchase Mandate.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The GEM Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,296,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions granting the Repurchase Shares and on the basis that no further Shares are issued or repurchased before the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 129,600,000 Shares, being 10% of the number of Shares in issue as at the date of the AGM. The Shares repurchased by the Company shall, subject to applicable law, be automatically cancelled upon such repurchase.

3. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. FUNDING AND EFFECT OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles, the GEM Listing Rules, and the applicable laws of the Cayman Islands.

Under the GEM Listing Rules, a listed company may not repurchase its own shares listed on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

The Directors consider that, if the Repurchase Mandate was to be exercised in full, there might be a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2021, being the date of its latest published audited combined financial statements. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Articles and the applicable laws of the Cayman Islands.

6. TAKEOVER CODE CONSEQUENCE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

As at the Latest Practicable Date, the substantial Shareholders (as defined in the GEM Listing Rules) were:

Name	Number of shares held (Note 1)	Nature of interest	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Dr. Loh Teck Hiong ("Dr. Loh")	210,024,000 (L)	Interest of controlled corporation (Note 2)	16.21%	18.01%
Brisk Success Holdings Limited ("Brisk Success")	210,024,000 (L)	Beneficial owner	16.21%	18.01%
Ms. Fung Yuen Yee	210,024,000 (L)	Interest of spouse (Note 3)	16.21%	18.01%
Mr. Li Ming Cheng	132,968,000 (L)	Interest of controlled corporation (Note 4)	10.26%	11.40%
	696,000 (L)	Beneficial owner	0.05%	0.06%
HK MZ Health Investment Management Group Limited	132,968,000 (L)	Beneficial owner	10.26%	11.40%

Notes:

1. The letter "L" denotes the person's long position in the relevant Shares.
2. Brisk Success is legally and beneficially owned as to 70% by Dr. Loh. Accordingly, Dr. Loh is deemed to be interested in 210,024,000 Shares held by Brisk Success by virtue of Part XV of the SFO.
3. Ms. Fung Yuen Yee, being the spouse of Dr. Loh, is deemed to be interested in all the Shares in which Dr. Loh is interested pursuant to the SFO.
4. HK MZ Health Investment Management Group Limited is legally and wholly owned by Mr. Li Ming Cheng. Accordingly, Mr. Li Ming Cheng is deemed to be interested in 132,968,000 Shares held by HK MZ Health Investment Management Group Limited by virtue of Part XV of the SFO.

The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

7. SHARE PURCHASED BY THE COMPANY

The Company has not purchased any of its Shares (whether on GEM or otherwise) during the year ended 31 December 2021.

8. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSON

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective associates, have any present intention, in the event that the proposal on the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company or its subsidiaries.

No connected persons of the Company (as defined in the GEM Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, nor have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date were as follows:

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
March	0.305	0.246
April	0.266	0.218
May	0.251	0.201
June	0.295	0.227
July	0.295	0.229
August	0.374	0.187
September	0.443	0.103
October	0.185	0.136
November	0.177	0.128
December	0.154	0.126
2022		
January	0.148	0.117
February	0.119	0.090
March (up to and including the Latest Practicable Date)	0.148	0.080

Stated below are the details of the Directors who will retire and be eligible for re-election at the AGM in accordance with the Articles.

Mr. He Weiqing (何偉清) (“**Mr. He**”), aged 57, is our executive Director and a member of the remuneration committee of the Company.

Mr. He graduated from the Atmospheric Science Department of the Sun Yatsen University in Guangzhou with a Bachelor of Science Degree in 1986 and graduated from the Management School of the same university with a Master’s Degree in Economics in 1989. Mr. He has long been engaged in corporate management, financial management and project investment and management. He had held senior positions at the headquarters and branches of a number of renowned companies in the People’s Republic of China, and acted as the project manager of various asset management companies and private equity investment companies in Shenzhen. From September 2015 to November 2017, Mr. He held senior management positions at Long Success International (Holdings) Limited (Stock Code: 8017), and subsequently from December 2017 to July 2020, he acted as an executive director of Grand Peace Group Holdings Limited (Stock Code: 8108), both of which were delisted on 19 October 2016 and 27 August 2021, respectively, pursuant to Rule 9.14 of the GEM Listing Rules.

Mr. He has entered into a service agreement with the Company for an initial term of three years and will continue thereafter until terminated in accordance with the terms of the agreement and he is entitled to director’s remuneration of HK\$720,000 per annum. Such salary will be reviewed annually by the Board and the remuneration committee, and he is entitled to a discretionary bonus as the remuneration committee of the Company may recommend to the Board and which the Board may approve with reference to his performance and the operating results of the Group.

Save as disclosed above, Mr. He (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) does not hold any other position in the Company and other members of the Group; and (iv) is not interested in any Shares within the meaning of the Part XV of the SFO.

Ms. Wu Xiaoxia (吳曉霞) (“**Ms. Wu**”), aged 42, is our independent non-executive Director, the chairman of the audit committee of the Company, a member of the nomination committee of the Company and a member of the remuneration committee of the Company.

Ms. Wu completed the course on Computer and Applications (計算機及應用) from Zhejiang Radio & TV University (浙江廣播電視大學)(currently known as Zhejiang Open University (浙江開放大學) in 2001, and obtained professional and technical qualifications in economics and accounting from the Ministry of Human Resources and Social Security of the People's Republic of China in 2019. Ms. Wu has extensive experience in various fields including finance, investments, mergers and acquisitions and internal audit. Ms. Wu has been an independent non-executive director of National Investments Fund Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1227) since 13 June 2019. Ms. Wu has been the general manager of Xuntong Wangji (Shenzhen) Network Technology Co., Ltd. (訊通網際(深圳)網絡科技有限公司) since 2017. Ms. Wu served as the manager of the investment department of Zhejiang Orient Holdings Co., Ltd. from 2001 to 2009, and the deputy general manager and chief financial officer of Zhejiang Fifth Season Industrial Co., Ltd. (浙江第五季實業有限公司) from 2010 to 2017.

Ms. Wu has entered into a letter of appointment with the Company for an initial term of two years and will continue thereafter until terminated in accordance with the terms of the letter of appointment. Pursuant to the letter of appointment, Ms. Wu is entitled to director's remuneration of HK\$120,000 per annum which is determined by the Board with reference to the recommendation from the remuneration committee of the Company, her duties and experience and the prevailing market situation.

Save as disclosed herein, Ms. Wu (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) does not hold any other position in the Company and other members of the Group; and (iv) is not interested nor deemed to be interested in any Shares within the meaning of Part XV of the SFO.

Mr. Yang Zhangxin (楊章鑫)("Mr. Yang"), aged 31, is our independent non-executive Director, the chairman of remuneration committee of the Company and a member of the audit committee of the Company.

Mr. Yang graduated from Shandong Xiehe University with bachelor's degree of Nursing in 2014. Mr. Yang held the position of operating director of 美哈(深圳)專科診所管理有限公司 from June 2019 to April 2020. He was a Head Nurse of The Second Affiliated hospital of Zhejiang University School of Medicine from June 2013 to May 2019 and a practice nurse from July 2012 to March 2013. Mr. Yang has extensive experience in healthcare and knowledge of nursing.

Mr. Yang has entered into a letter of appointment with the Company for an initial term of two years and will continue thereafter until terminated in accordance with the terms of the letter of appointment. Pursuant to the letter of appointment, Mr. Yang is entitled to director's remuneration of HK\$120,000 per annum which is determined by the Board with reference to the recommendation from the remuneration committee of the Company, his duties and experience and the prevailing market situation.

Save as disclosed herein, Mr. Yang (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) does not hold any other position in the Company and other members of the Group; and (iv) is not interested nor deemed to be interested in any Shares within the meaning of Part XV of the SFO.

Mr. Loke Wai Ming (陸偉明) (“**Mr. Loke**”), aged 49, is our independent non-executive Director, a member of the nomination committee of the Company and a member of the audit committee of the Company.

Mr. Loke obtained a bachelor’s degree in Accountancy from Nanyang Technological University in 1996 and obtained a master’s degree of Business Administration from Goizueta Business School, Emory University in 2002. Mr. Loke has over 2 decades of experience in commercial banking, capital markets and investment banking, institutional broking and direct investment businesses. He is currently an accountant, a registered license holder, licensed to carry out Type 6 (advising on corporate finance) regulated activities under the SFO and a managing director of Titan Financial Services Limited since January 2020.

Mr. Loke served as an investment banking professional at multiple international investment banks in Hong Kong, including an assistant vice president in corporate banking of Overseas Union Bank from June 1996 to February 2000, an associate in finance institutions department of J.P. Morgan Securities Hong Kong Limited from August 2002 to January 2004, a vice president of Merrill Lynch (Asia Pacific) Limited from March 2004 to April 2007, a senior vice president in Macquarie Securities Limited from July 2007 to February 2009, an executive director of Daiwa Capital Markets Hong Kong Limited from July 2009 to November 2011, a managing director in investment banking divisions of Chief Securities Limited and a chief executive officer and managing director of Chief (Cambodia) Specialized Bank from November 2012 to April 2014, a general manager and board director of Anbang Asset Management (Hong Kong) Co. Limited from April 2014 to March 2015, a managing director of Ceneric Asia Limited, which is a subsidiary of Ceneric Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 542) from April 2015 to March 2017, a managing director in corporate finance department of China Everbright Securities International Limited from March 2017 to October 2017 and a chief executive officer of RHB Hong Kong Limited from November 2017 to March 2019.

Mr. Loke has entered into a letter of appointment with the Company for an initial term of two years and will continue thereafter until terminated in accordance with the terms of the letter of appointment. Pursuant to the letter of appointment, Mr. Loke is entitled to director’s remuneration of HK\$120,000 per annum which is determined by the Board with reference to the recommendation from the remuneration committee of the Company, his duties and experience and the prevailing market situation.

Save as disclosed herein, Mr. Loke (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) does not hold any other position in the Company and other members of the Group; and (iv) is not interested nor deemed to be interested in any Shares within the meaning of Part XV of the SFO.

NOTICE OF ANNUAL GENERAL MEETING

RMH HOLDINGS LIMITED 德斯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8437)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of RMH Holdings Limited (the “**Company**”) will be held at Unit 912, 9/F, Two Harbourfront, 22 Tak Fung Street, Hunghom, Kowloon, Hong Kong and by way of electronic means on Tuesday, 10 May 2022 at 11:00 a.m. for the following purposes:

As ordinary business,

1. To receive, consider and approve the audited financial statements of the Company and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2021;
2. To re-elect the following retiring Directors:
 - (i) Mr. He Weiqing;
 - (ii) Ms. Wu Xiaoxia;
 - (iii) Mr. Yang Zhangxin; and
 - (iv) Mr. Loke Wai Ming
3. To authorise the board of Directors (the “**Board**”) to fix their respective remuneration for the year ending 31 December 2022;
4. To re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:

5. **“THAT:**
- (a) subject to paragraph (c) of this Resolution, pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (**“GEM Listing Rules”**), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with unissued shares of HK\$0.01 each in the share capital of the Company and to make or grant offers, agreements and options, including bonds and warrants to subscribe for shares of the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription, conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchange for shares of the Company, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate number of Shares of the Company in issue as at the date of the passing of this Resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of shares of the Company purchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of shares of the Company in issue as at the date of the passing of this Resolution),

and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

6. **“THAT:**
- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this Resolution) of all powers of the Company to purchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (the **“Commission”**) and the Stock Exchange under the Hong Kong Code on Share Buy-backs issued by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
 - (b) the aggregate number of shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate number of shares of the Company in issue as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
 - (c) for the purposes of this Resolution:

“Relevant Period” means the period from the pass of this resolution until whichever is the earliest of:

 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 5 above be and it is hereby approved to be extended by adding to the aggregate nominal amount of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 6 above.”

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

Hong Kong, 31 March 2022

Explanatory Notes:

- (1) In relation to the proposed resolution numbered 4 above, the Board concurs with the views of the audit committee of the Company and has recommended that SHINEWING (HK) CPA Limited be re-appointed as the auditors of the Company.
- (2) In relation to the proposed resolutions numbered 5 and 7 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company.
- (3) In relation to the proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they consider appropriate for the benefit of the Company and the Members. An explanatory statement containing the information necessary to enable Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I of the circular.
- (4) For determining Members’ entitlement to attend and vote (where applicable) at the Meeting, the register of Members will be closed from Wednesday, 4 May 2022 to Tuesday, 10 May 2022 (both dates inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify for exercising your voting right at the forthcoming Meeting, all transfer documents accompanied by the relevant share certificate must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 3 May 2022.
- (5) According to Rule 17.47(4) of the GEM Listing Rules, the voting at the meeting or its adjourned meeting will be taken by poll.

NOTICE OF ANNUAL GENERAL MEETING

Notes relating to measures to minimize the risk of COVID-19:

1. In light of the recent developments of the COVID-19 pandemic, in order to combat the spread of COVID-19, the AGM will be held by way of electronic means and Shareholders will not be allowed to attend the AGM in person.
2. Alternative arrangements are instead put in place to allow shareholders to participate in the AGM by:
 - (a) participating in and submitting question at the AGM via a live Webcast by Zoom (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in Note 3 below; and
 - (b) voting by appointing the Chairman of the AGM as proxy at the AGM. Please refer to Notes 4 to 7 below for further details.

Participation in and submitting questions at the AGM via live Webcast for Shareholders

3. A shareholder of the Company or their corporate representatives (in the case of a member which is a legal entity) will be able to participating in and submitting questions at the AGM through a live webcast by Zoom (the “**Webcast**”) which can be accessed on computers, mobile phones or any browser-enabled electronic or communication devices. Shareholders will be able to access the Webcast using the same link at the start of the AGM until its conclusion. Please follow the instructions on the landing page on how to access the Webcast. To access the Webcast, Shareholders will need to register with the Company by sending an email to rmhagm2022@rmholdings.com.sg and providing all necessary personal particulars as follows in the email:
 - (a) Full name;
 - (b) Registered Address;
 - (c) Number of Shares held;
 - (d) Hong Kong identity card number or passport number (in case of natural person) or company registration number (in case of body corporate);
 - (e) Contact Telephone Numbers; and
 - (f) Email Address,

not less than forty-eight (48) hours before the time appointed for holding the AGM to enable the Company to verify the Shareholders’ status.

Authenticated Shareholders will receive an email confirmation which contains a link to join the Webcast. Shareholders must NOT forward the link to any other person.

NOTICE OF ANNUAL GENERAL MEETING

Voting by appointing the Chairman of the AGM as proxy

4. Shareholders may only exercise their voting rights at the AGM via proxy voting. Shareholders will not be able to vote through the live webcast at the AGM. Instead, if shareholders (whether individuals or corporates) wish to exercise their votes, they must submit a proxy form to appoint the Chairman of the AGM to vote on their behalf.
5. Completed proxy forms should be received by the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjourned meeting thereof. The proxy form can be downloaded from the "Investor Relations" section of the Company's website at www.rmholdings.com.sg or the website of the Stock Exchange at www.hkexnews.hk.
6. Where shareholders (whether individual or corporate) appoint the Chairman of the AGM as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
7. **Please note that Shareholders will not be able to vote through the Webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.**

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the Directors are:

Executive Directors

Dr. Loh Teck Hiong (*Chairman*) and Mr. He Weiqing.

Independent Non-executive Directors

Mr. Yang Zhangxin, Mr. Loke Wai Ming and Ms. Wu Xiaoxia.

This notice will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting. This notice will also be published on the Company’s website at <https://www.rmholdings.com.sg>.

This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text.