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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) CHANGE OF CHAIRMAN AND COMPLIANCE OFFICER
(2) APPOINTMENT OF EXECUTIVE DIRECTOR
(3) APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
(4) CHANGE IN COMPOSITION OF BOARD COMMITTEES
(5) APPOINTMENT OF JOINT COMPANY SECRETARY
AND
(6) CHANGE OF AUTHORIZED REPRESENTATIVES**

The Board hereby announces that,

- (a) Dr. Loh Teck Hiong was removed as the chairman of the Board and the chairman of the nomination committee with effect from 23 August 2022 and was removed as the compliance officer and one of the authorized representatives of the Company with effect from 7 September 2022;
- (b) Mr. He Weiqing, has been appointed as the chairman of the Board, a member of the nomination committee and the chairman of the nomination committee with effect from 23 August 2022 and has been appointed as the compliance officer of the Company with effect from 7 September 2022;
- (c) Mr. Yang Zhangxin has been appointed as a member of the nomination committee of the Company with effect from 23 August 2022;
- (d) Mr. Lee Chung Shun has been appointed as an executive Director, a member of the nomination committee and one of the authorized representatives of the Company with effect from 7 September 2022;
- (e) Mr. Luo Honghui has been appointed as an independent non-executive Director, a member of the nomination committee and a member of the audit committee of the Company with effect from 7 September 2022;
- (f) Mr. Man Yun Wah has ceased to be one of the authorized representatives of the Company with effect from 7 September 2022; and
- (g) Mr. Ho Yuk Ming Hugo has been appointed as the joint company secretary and one of the authorized representatives of the Company with effect from 7 September 2022.

CHANGE OF CHAIRMAN AND COMPLIANCE OFFICER

The board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of RMH Holdings Limited (the “**Company**”) announces that, Dr. Loh Teck Hiong (“**Dr. Loh**”) was removed as the chairman of the Board of the Company with effect from 23 August 2022 and was removed as compliance officer of the Company with effect from 7 September 2022, and Mr. He Weiqing (“**Mr. He**”), currently an executive Director and chief executive officer of the Company has been appointed to replace Dr. Loh as the chairman of the Board of the Company with effect from 23 August 2022, and has been appointed as compliance officer of the Company, in replacement of Dr. Loh with effect from 7 September 2022, and has been appointed as the chairman of the nomination committee to replace Dr. Loh with effect from 23 August 2022.

The biographical details of Mr. He are set out below:

Mr. He Weiqing, aged 57, 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 Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”).

Mr. He was appointed as an executive Director and a member of the remuneration committee on 10 January 2022 and was appointed as chief executive officer of the Company with effect from on 5 August 2022.

Mr. He has entered into a service agreement with the Company for an initial term of 3 years, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the articles of association of the Company. Pursuant to the service agreement, Mr. He is entitled to director’s remuneration of HK\$720,000 per annum which is determined by the Board with reference to the recommendation from the Remuneration Committee, his duties and experience and the prevailing market situation.

Save as disclosed herein, 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; and (iii) is not interested nor deemed to be interested in any shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, there are no other matters relation to the appointment of Mr. He as the chief executive officer that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to Rules 17.50(2)(h) to (w) of the GEM Listing Rules.

DEVIATION FROM CORPORATE GOVERNANCE CODE

Following Mr. He's appointment as the chairman of the Board, the roles of chairman and chief executive officer of the Company will be performed by the same individual which will result in deviation from the requirement under Rule C.2.1 of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules. However, the Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company as independent non-executive directors form the majority of the Board, with four out of seven of the Directors being independent non-executive Directors. The Board believes that the appointment of Mr. He to the post of chairman is beneficial to the Company as vesting the roles of both chairman and chief executive officer in the same person can facilitate execution of the Company's business strategies and boost effectiveness of its operation.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board announces that Mr. Lee Chung Shun (李宗舜) (“**Mr. Lee**”) has been appointed as an executive Director of the Company with effect from 7 September 2022.

Mr. Lee, aged 46, obtained a Bachelor Degree of Science with Honours in Accounting from The University of Hull in September 2014. Mr. Lee has extensive experience in corporate, financial and assets management. He held senior position in a number of public and holding companies in Hong Kong. He is currently the chief financial officer of the Company, mainly responsible for accounting and financial management of the Company. He was appointed as an executive director and Chief Executive Officer of Amas Asia Limited from March 2000 to January 2003. He was appointed as Chief Financial Officer of King of Catering (Holdings) Limited from February 2007 to November 2010. He was appointed as Chief Executive Officer of Hong Kong Pacific Network Limited from May 2013 to January 2016. He was appointed as an Executive Director of 1 Creation Limited from May 2015 to August 2017. He was appointed as Chief Executive Officer of 1 Creation Limited from March 2014 to December 2021. He held senior management positions at Bar Pacific Group Holdings Limited (Stock Code: 8432) from February 2016 to June 2018. He was appointed as Chief Financial Officer of K Wealth Hong Kong Limited from January 2022 to April 2022.

Mr. Lee has entered into a service contract with the Company for an initial term of three years commencing from 7 September 2022, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the articles of association of the Company. Pursuant to the service contract, he is entitled to a basic salary of HK\$636,000 per annum plus discretionary management bonus dependent on the performance of the Group. The emoluments of Mr. Lee are determined by the Board with the recommendation of the remuneration committee of the Board and after taking into account the prevailing market situation and his duties and responsibilities within the Company.;

As at the date of this announcement, save as disclosed above, Mr. Lee does not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the date of this announcement or any other position with the Company and other members of the Group or other major appointments and professional qualifications and does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor any interest in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Lee confirmed that there is no other information which is discloseable pursuant to the requirements under Rules 17.50(2)(h) to (w) of the GEM Listing Rules and there are no other matters concerning him that need to be brought to the attention of the shareholders of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Luo Honghui (羅紅會) (“**Mr. Luo**”) has been appointed as an independent non-executive Director of the Company with effect from 7 September 2022.

Mr. Luo, aged 49, obtained a profession in accounting (會計專業) from Hunan University of Finance and Economics* (湖南財政經濟學院) in December 1999 and a Diploma in finance (金融學專業) from China Central Radio and TV University* (中央廣播電視大學) (currently known as The Open University of China)* (國家開放大學)) in July 2015. Mr. Luo has extensive experience in corporate management and management consulting services. He worked as a business manager at Shenzhen Brightness Trademark Agency Limited* (深圳市亮度商標代理有限公司) from August 2010 to April 2015. From April 2015 to October 2019, he held the position of general manager at Shenzhen Kegongsi Network Corporation Limited* (深圳殼公思網路股份有限公司). He has been appointed as general manager of Shenzhen Xinfu Culture Communication Limited* (深圳心法文化傳播有限公司) since October 2019. He obtained a National Ministry of Labor (Secondary) Marketing Qualification Certificate* (國家勞動部(二級)行銷師資格證書) in September 2004 and a senior Occupational Certificate of Management Consultant* (高級管理諮詢顧問資格證書) from December 2005 to December 2009.

Mr. Luo will enter into a letter of appointment with the Company, pursuant to which Mr. Luo shall hold office for an initial term of three years commencing from 7 September 2022, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the articles of association of the Company. Pursuant to the letter of appointment, he is entitled to a director's fee of HK\$120,000 per annum. The emoluments of Mr. Luo are determined by the Board with the recommendation of the remuneration committee of the Board and after taking into account the prevailing market situation and his duties and responsibilities within the Company.

As at the date of this announcement, save as disclosed above, Mr. Luo does not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the date of this announcement or any other position with the Company and other members of the Group or other major appointments and professional qualifications and does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor any interest in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Luo confirmed that there is no other information which is discloseable pursuant to the requirements under Rules 17.50(2)(h) to (w) of the GEM Listing Rules and there are no other matters concerning him that need to be brought to the attention of the shareholders of the Company.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board announces that,

Dr. Loh was removed as the chairman of the nomination committee of the Company with effect from 23 August 2022;

Mr. He has been appointed as a member of the nomination committee and the chairman of the nomination committee of the Company with effect from 23 August 2022;

Mr. Yang Zhangxin have been appointed as a member of the nomination committee of the Company with effect from 23 August 2022;

Following the appointment of Mr. Lee as executive Director, Mr. Lee has been appointed as a member of the nomination committee of the Company with effect from 7 September 2022; and

Following the appointment of Mr. Luo as independent non-executive Director, Mr. Luo has been appointed as a member of the audit committee and a member of the nomination committee of the Company, and with effect from 7 September 2022.

APPOINTMENT OF JOINT COMPANY SECRETARY

The Board announces that Mr. Ho Yuk Ming Hugo (何育明) (“**Mr. Ho**”) has been appointed as a joint company secretary of the Company with effect from 7 September 2022.

Mr. Ho, aged 51, is a qualified professional accountant with over 20 years of experience in auditing, accounting and financial management. He is an associate member of the Hong Kong Institute of Certified Public Accountants. He held senior position in a number of public and holding companies in Hong Kong. He graduated from the Hong Kong Shue Yan College (currently known as Hong Kong Shue Yan University) with a honours diploma in accounting in July 1996. Currently, Mr. Ho is the company secretary of Neo-Neon Holdings Limited (Stock code: 01868), and is an independent non-executive director of Wan Leader International Limited (Stock code: 8482).

Following the appointment of Mr. Ho, the Joint Company Secretaries of the Company are Mr. Man Yun Wah (“**Mr. Man**”) and Mr. Ho.

CHANGE OF AUTHORIZED REPRESENTATIVES

The Board announces that,

Dr. Loh has ceased to be one of the Authorised Representatives of the Company with effect from 7 September 2022;

Mr. Lee, a newly appointed executive Director, has been appointed as one of the Authorized Representatives, in replacement of Dr. Loh, with effect from 7 September 2022;

Mr. Man has ceased to be one of the authorized representatives of the Company with effect from 7 September 2022; and

Mr. Ho, a newly appointed joint company secretary, has been appointed as one of the Authorized Representatives, in replacement of Mr. Man, with effect from 7 September 2022.

The Board would like to take this opportunity to express its warm welcome Mr. Lee, Mr. Luo and Mr. Ho on their appointment.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been trading halt with effect from 9:00 a.m. on 23 August 2022, and will remain trading halt until further notice.

By order of the Board
RMH Holdings Limited
He Weiqing
Chairman

Hong Kong, 7 September 2022

As at the date of this announcement, the executive Directors are Mr. He Weiqing, Mr. Lee Chung Shun and Dr. Loh Teck Hiong; and the independent non-executive Directors are Mr. Yang Zhangxin, Ms. Wu Xiaoxia, Mr. Luo Honghui and Mr. Loke Wai Ming.

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 of Hong Kong Limited 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 Listed 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>.

* For identification purpose only