

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

RMH HOLDINGS LIMITED

德斯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8437)

**(1) APPOINTMENT OF DIRECTOR;
(2) CHANGE OF CHAIRMAN OF THE BOARD;
(3) RE-DESIGNATION OF INDEPENDENT NON-EXECUTIVE
DIRECTOR TO EXECUTIVE DIRECTOR;
AND
(4) CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE,
REMUNERATION COMMITTEE AND THE NOMINATION COMMITTEE**

RESIGNATION OF CHAIRMAN

The Board announces that Mr. He Weiqing has resigned as the chairman of the Board of the Company with effect from 31 January 2023.

APPOINTMENT OF DIRECTOR

The Board announces that Mr. Liu Fei has been appointed as an independent non-executive Director of the Company with effect from 31 January 2023.

RE-DESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR AND CHAIRMAN OF THE BOARD

The Board announces that Mr. Yang Zhangxin has been re-designated from an independent non-executive Director to an executive Director and has been appointed as the chairman of the Board of the Company with effect from 31 January 2023.

CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE, REMUNERATION COMMITTEE AND THE NOMINATION COMMITTEE

The Board announces that, with effect from 31 January 2023:

Audit Committee

- (i) following the re-designation of Mr. Yang Zhangxin from an independent non-executive Director to an executive Director, and he has ceased to be a member of the Audit Committee;

- (ii) Mr. Liu Fei, an independent non-executive Director, has been appointed as a member of the Audit Committee;

Remuneration Committee

- (iii) following the re-designation of Mr. Yang Zhangxin from an independent non-executive Director to an executive Director and he has ceased to be the chairman of the Remuneration Committee. Mr. Yang Zhangxin will remain as a member of the Remuneration Committee;
- (iv) Mr. Liu Fei, an independent non-executive Director, has been appointed as the chairman of the Remuneration Committee and a member of the Remuneration Committee;
- (v) Mr. He Weiqing has resigned as a member of the Remuneration Committee;

Nomination Committee

- (vi) following the resignation of Mr. He Weiqing as the chairman of the Board and has ceased to be the chairman of Nomination Committee, Mr. Yang Zhangxin has been appointed as the chairman of the Nomination Committee;
- (vii) Ms. Li Yin Fai, an independent non-executive Director, has been appointed as a member of the Nomination Committee; and
- (viii) Mr. Liu Fei, an independent non-executive Director, has been appointed as a member of the Nomination Committee.

RESIGNATION OF CHAIRMAN

The board (“**Board**”) of Directors (“**Directors**”) of RMH Holdings Limited (the “**Company**”) announces that Mr. He Weiqing has tendered his resignation as the chairman of the Board with effect from 31 January 2023 due to his limited energy and having to focus his concentration on the specific work of management. Mr. He will remain as an executive Director and the chief executive officer.

Mr. He Weiqing confirmed that he had no disagreement with the Board and there are no matters relating to his resignation as the chairman of the Board that need to be brought to the attention of the Shareholders.

APPOINTMENT OF DIRECTOR

The Board is pleased to announce that on 31 January 2023, Mr. Liu Fei (劉飛) has been appointed as an independent non-executive Director with effect from 31 January 2023.

Mr. Liu Fei, aged 33, graduated from Southwestern University of Finance and Economics* (西南財經大學) with Bachelor Degree of Financial Engineering* (金融工程學士學位) in August 2013. He has extensive experience in business management and business development. Mr. Liu Fei held the position of manager of Kairuide (Shenzhen) Fund Management Company Limited* (凱瑞德(深圳)基金管理有限公司) from March 2015 to October 2017. Mr. Liu Fei has been appointed as director of Shenzhen Kaizhe Investment Company Limited* (深圳凱喆投資有限公司) from July 2015 to August 2020. Since October 2020, he has been appointed as director of Kaide Investment (Hainan) Company Limited* (凱德投資(海南)有限公司).

Mr. Liu Fei has entered into a letter of appointment with the Company, pursuant to which Mr. Liu Fei shall hold office for an initial term of three years commencing from 31 January 2023, 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. Liu Fei 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. Liu Fei 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. Liu Fei 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.

RE-DESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR AND CHAIRMAN OF THE BOARD

The Board is pleased to announce that the role of Mr. Yang Zhangxin has been re-designated from an independent non-executive Director to an executive Director and has been appointed as chairman of the Board of the Company with effect from 31 January 2023.

Mr. Yang Zhangxin (楊章鑫), aged 32, was appointed as an independent non-executive director of the Company on 8 June 2020. He graduated from Shandong Xiehe University with bachelor's degree of Nursing in 2014. Mr. Yang held the position of operating director of Meiha (Shenzhen) Specialty Clinic Management Company Limited* (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. He has extensive experience in healthcare and knowledge of nursing.

Mr. Yang Zhangxin has entered into a service contract with the Company for an initial term of three years commencing from 31 January 2023, 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\$600,000 per annum plus discretionary management bonus dependent on the performance of the Group. The emoluments of Mr. Yang Zhangxin 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. Yang Zhangxin 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. Yang Zhangxin 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 OF COMPOSITION OF THE AUDIT COMMITTEE, REMUNERATION COMMITTEE AND THE NOMINATION COMMITTEE

The Board announces that, with effect from 31 January 2023:

Audit Committee

- (i) following the re-designation of Mr. Yang Zhangxin from an independent non-executive Director to an executive Director, and he has ceased to be a member of the audit committee of the Company (the “**Audit Committee**”);
- (ii) Mr. Liu Fei, an independent non-executive Director, has been appointed as a member of the Audit Committee;

Remuneration Committee

- (iii) following the re-designation of Mr. Yang Zhangxin from an independent non-executive Director to an executive Director and he has ceased to be the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”). Mr. Yang Zhangxin will remain as a member of the Remuneration Committee;
- (iv) Mr. Liu Fei, an independent non-executive Director, has been appointed as a member of the Remuneration Committee;
- (v) Mr. He Weiqing has resigned as a member of the Remuneration Committee;

Nomination Committee

- (vi) following the resignation of Mr. He Weiqing as the chairman of the Board and has ceased to be the chairman of Nomination Committee of the Company (the “**Nomination Committee**”), Mr. Yang Zhangxin has been appointed as the chairman of the Nomination Committee;
- (vii) Ms. Li Yin Fai, an independent non-executive Director, has been appointed as a member of the Nomination Committee; and
- (viii) Mr. Liu Fei, an independent non-executive Director, has been appointed as a member of the Nomination Committee.

The Board would also like to take this opportunity to express its warmest welcome to Mr. Liu Fei for joining the Company.

By order of the Board
RMH Holdings Limited
He Weiqing
Executive Director

Hong Kong, 31 January 2023

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

This announcement, 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 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 website at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the Company’s website at <https://www.rmholdings.com.sg>.

** for identification purpose only*