

# RMH HOLDINGS LIMITED

## 德斯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8437)

**Form of proxy for use by shareholders at the extraordinary general meeting (the “Meeting”) of RMH HOLDINGS LIMITED (the “Company”) to be held at Conference Room, 9F, Cosco Tower, 183 Queen’s Road Central, Sheung Wan, Hong Kong at 9 a.m. on Saturday, 15 April 2023 or at any adjournment thereof.**

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ <sup>(Note 2)</sup> shares of HK\$0.01 each in the capital of RMH Holdings Limited (“Company”), hereby appoint the chairman of the Meeting (the “Chairman”) or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy <sup>(Note 3)</sup>, as my/our proxy to act for me/us at the extraordinary general meeting (or at any adjournment thereof) of the Company (the “EGM”) to be held at Conference Room, 9F, Cosco Tower, 183 Queen’s Road Central, Sheung Wan, Hong Kong and by way of electronic means at 9 a.m. on Saturday, 15 April 2023 and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll, to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(NOTE 4)</sup>	AGAINST <sup>(NOTE 4)</sup>
1.	(a) Mr. Yang Zhangxin be and is hereby removed as an executive director of the Company with effect from the date of this resolution;		
	(b) Mr. Lee Chung Shun be and is hereby removed as an executive director of the Company with effect from the date of this resolution;		
	(c) Mr. Liu Fei be and is hereby removed as an independent non-executive director of the Company with effect from the date of this resolution;		
	(d) Ms. Li Yin Fai be and is hereby removed as an independent non-executive director of the Company with effect from the date of this resolution; and		
	(e) Mr. Luo Honghui be and is hereby removed as an independent non-executive director of the Company with effect from the date of this resolution.		
2.	(a) Ms. Tse Yi Kit Gigi be and is hereby appointed as an executive director of the Company with effect from the date of this resolution;		
	(b) Mr. Foo Shiang Peow be and is hereby appointed as an executive director of the Company with effect from the date of this resolution;		
	(c) Mr. Cheng Yu Hong be and is hereby appointed as an independent nonexecutive director of the Company with effect from the date of this resolution; and		
	(d) Mr. Ross Yu Limjoco be and is hereby appointed as an independent nonexecutive director of the Company with effect from the date of this resolution.		
3.	any other directors of the Company appointed to the board of directors of the Company during the period between 15 February 2023 and the conclusion of the EGM (other than Ms. Tse Yi Kit Gigi, Mr. Foo Shiang Peow, Mr. Cheng Yu Hong and Mr. Ross Yu Limjoco if applicable) be and are hereby removed with effect from the date of this resolution.		

Date: \_\_\_\_\_

Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.01 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman as your proxy, please delete the words “the chairman of the Meeting (the “Chairman”) or” and insert the name and address of the person appointed proxy in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED “AGAINST”.** If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer, attorney or other person duly authorised.
6. A shareholder of the Company entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.
7. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be delivered to Suite 2105, 21/F, Central Plaza, 18 Harbour Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
8. In the case of joint holders of a Share, if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
9. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. Completion of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish.