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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)

INSIDE INFORMTATION

This announcement is made by RMH Holdings Limited (the “**Company**”, together with its subsidiaries, collectively referred to as the “**Group**”) pursuant to Rule 17.10 of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 18 March 2022 (the “**Announcement**”) and prospectus of the Company dated 25 February 2022 (the “**Prospectus**”) in connection with the Rights Issue. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement and Prospectus.

The board (“**Board**”) of directors (the “**Directors**”) of the Company would like to provide supplemental information about the Rights Issue. As disclosed in the Announcement, the Rights Issue was under-subscribed and the Underwriter, pursuant to the Underwriting Agreement, had procured subscribers to subscribe for 235,082,923 Underwritten Shares, representing approximately 54.42% of the maximum number of 432,000,000 Rights Shares being offered under the Rights Issue. Out of the total number of 235,082,923 Underwritten Shares, there were a total of five subscribers (the “**Five Subscribers**”) procured by the Underwriter and they agreed to subscribe for an aggregate of 193,594,923 Rights Shares (the “**Relevant Rights Shares**”) at an aggregate consideration of HK\$19,359,492.30 (the “**Consideration**”). Prior to the completion of the Rights Issue, the Company, the Underwriter and each of the Five Subscribers agreed that the Consideration should be settled by the Five Subscribers with the Company directly. The Company was also informed by the Five Subscribers that they were unable to complete the payment of the Consideration upon completion of the Rights Issue and the Five Subscribers guaranteed to the Company that they would be able to complete the payment of the Consideration within a month after completion of the Rights Issue and signed undertaking letters in favour of the Company.

Given that the Five Subscribers had signed the undertaking letters, the Company believed that the Consideration would be received by the Company shortly after the Rights Issue. Taking into account the costs incurred for the Rights Issue as well as the extra costs to be incurred for another fund-raising exercise for the shortfall of the Consideration, the Company agreed to proceed with the allotment and issue of the Relevant Rights Shares to the Five Subscribers.

The Company subsequently contacted and followed up with the Five Subscribers from time to time on payment of the Consideration and managed to collect all the Consideration from the Five Subscribers on 5 September 2022. Therefore, all the subscription money were eventually received in full by the Company from the Five Subscribers and the Company has not suffered any loss and damage.

The delay in payment of the subscription money constituted provisions of the financial assistance by the Company to the Five Subscribers, which were fully exempt from the requirements under Chapter 19 of the GEM Listing Rules.

Saved as disclosed above, all other information as set out in the Announcement in relation to the Rights Issue remains unchanged and shall continue to be valid for all purposes.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
RMH Holdings Limited
Yang Zhangxin
Co-Chairman and executive Director

Hong Kong, 28 March 2023

As at the date of this announcement, the executive Directors are Mr. Yang Zhangxin, Mr. Cui Han, 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 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 website of the Stock Exchange at www.hkexnews.hk on the “Latest Listed Company Information” page 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.rmhhk.com>.