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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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 11 MAY 2023

The board (the “**Board**”) of directors (the “**Directors**”) of RMH Holdings Limited (the “**Company**”) is pleased to announce that all the proposed resolutions (other than resolution number 2. (iv)) as set out in the notice of AGM dated 31 March 2023 were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the annual general meeting of the Company held on 11 May 2023 (the “**AGM**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated 31 March 2023 (the “**Circular**”).

POLL RESULTS OF THE AGM

The poll results in respect of all the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Votes (%)		Total number of votes
		For	Against	
1.	To receive and adopt the audited financial statements of the Company, the reports of the Directors and the independent auditors of the Company for the year ended 31 December 2022.	492,160,100 (51.51%)	463,220,000 (48.49%)	955,380,100 (100%)
2.	(i) To re-elect Mr. Yang Zhangxin as executive Director of the Company.	492,160,100 (51.51%)	463,220,000 (48.49%)	955,380,100 (100%)
	(ii) To re-elect Mr. Lee Chung Shun as executive Director of the Company.	492,160,100 (51.51%)	463,220,000 (48.49%)	955,380,100 (100%)
	(iii) To re-elect Mr. Cui Han as executive Director of the Company.	492,160,100 (51.51%)	463,220,000 (48.49%)	955,380,100 (100%)
	(iv) To re-elect Dr. Loh Teck Hiong as executive Director of the Company.	463,220,100 (48.49%)	492,160,000 (51.51%)	955,380,100 (100%)
	(v) To re-elect Mr. Luo Honghui as independent non-executive Director of the Company.	492,160,100 (51.51%)	463,220,000 (48.49%)	955,380,100 (100%)
	(vi) To re-elect Ms. Li Yin Fai as independent non-executive Director of the Company.	492,160,100 (51.51%)	463,220,000 (48.49%)	955,380,100 (100%)
	(vii) To re-elect Mr. Liu Fei as independent non-executive Director of the Company.	492,160,100 (51.51%)	463,220,000 (48.49%)	955,380,100 (100%)

Ordinary Resolutions		Number of Votes (%)		Total number of votes
		For	Against	
3.	To authorize the board of Directors of the Company to fix the Directors' remuneration.	955,380,100 (100%)	0 (0%)	955,380,100 (100%)
4.	To re-appoint CL Partners CPA Limited as auditors of the Company and to authorize the board of Directors of the Company to fix the auditors' remuneration for the ensuing year.	955,380,100 (100%)	0 (0%)	955,380,100 (100%)
5.	To give a general mandate to the Directors to issue new shares of the Company not exceeding 20% of the total number of issued shares of the Company.	492,160,100 (51.51%)	463,220,000 (48.49%)	955,380,100 (100%)
6.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company.	492,160,100 (51.51%)	463,220,000 (48.49%)	955,380,100 (100%)
7.	To extend the general mandate to be given to the Directors to allot, issue and deal with additional shares of the Company of an amount representing the total number of shares repurchased by the Company.	491,664,100 (51.49%)	463,220,000 (48.51%)	954,884,100 (100%)

* Full text of the relevant resolutions is set out in the notice of AGM dated 31 March 2023 convening the AGM.

As more than 50% of the votes were cast in favour of each of the resolutions number 1 to 7 (except for resolution number 2. (iv)), all resolutions were duly passed as ordinary resolutions of the Company.

As a majority of votes was cast against resolution number 2. (iv), such resolution was not passed as ordinary resolution. As a result, Dr. Loh Teck Hiong (“**Dr. Loh**”) was no longer an executive Director after the AGM. In the meantime, Dr. Loh ceased to be a member of nomination committee of the Company. The Board would like to express its sincere gratitude to the contributions of Dr. Loh to the Company during his tenure of office.

As at the date of the AGM, the total number of issued Shares of the Company was 1,332,000,000 Shares, representing the total number of Shares entitling the Shareholders to attend and vote for or against the relevant resolutions. There were no Shares entitling the holders to attend and abstain from voting in favour of the relevant resolutions as set out in Rule 17.47A of the GEM Listing Rules. There were no Shares the holder of which were required to abstain from voting on the relevant resolutions under the GEM Listing Rules. There were no restrictions on any Shareholders casting votes on any of the proposed resolutions at the AGM and none of the Shareholders have stated their intention in the AGM Circular to vote against or to abstain from voting on the resolutions proposed at the AGM.

The Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The Company would like to report that Mr. Lee Chung Shun attended the AGM in person.

SUSPENSION OF TRADING

At the direction of the Stock Exchange, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:08 a.m. on Monday, 3 April 2023 and will continue to be suspended until further notice.

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

Hong Kong, 11 May 2023

As at the date of this announcement, the executive Directors are Mr. Yang Zhangxin, Mr. Cui Han and Mr. Lee Chung Shun; 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 "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.rmhhk.com>.