

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)

APPOINTMENT OF EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of RMH Holdings Limited (the “**Company**”) is pleased to announce that with effect from 21 February 2024, each of Mr. Loke Wai Ming (“**Mr. Loke**”) and Mr. Poon Chun Yin (“**Mr. Poon**”) has been appointed as an executive Director.

The biographical details of Mr. Loke and Mr. Poon are set out as follows:

Mr. Loke Wai Ming

Mr. Loke, aged 51, obtained a bachelor’s degree in Accountancy from Nanyang Technological University in 1996 and obtained a master’s degree of Business Administration from Goizueta Business School, Emory University in 2002. Mr. Loke has over 2 decades of experience in commercial banking, capital markets and investment banking, institutional broking and direct investment businesses. He is currently an accountant, a registered license holder, licensed to carry out Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and a managing director of Titan Financial Services Limited since January 2020.

Mr. Loke served as an investment banking professional at multiple international investment banks in Hong Kong, including an assistant vice president in corporate banking of Overseas Union Bank from June 1996 to February 2000, an associate in finance institutions department of J.P. Morgan Securities Hong Kong Limited from August 2002 to January 2004, a vice president of Merrill Lynch (Asia Pacific) Limited from March 2004 to April 2007, a senior vice president in Macquarie Securities Limited from July 2007 to February 2009, an executive director of Daiwa Capital Markets Hong Kong Limited from July 2009 to November 2011, a managing director in investment banking divisions of Chief Securities Limited and a chief executive officer and managing director of Chief (Cambodia) Specialized Bank from November 2012 to April 2014, a general manager and board director of Anbang Asset Management (Hong Kong) Co. Limited from April 2014 to March 2015, a managing director of Ceneric Asia Limited, which is a subsidiary of Ceneric Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 542) from April 2015 to March 2017, a managing director in corporate finance department of China Everbright Securities International Limited from March 2017 to October 2017 and a chief executive officer of RHB Hong Kong Limited from November 2017 to March 2019. He served as an independent non-executive Director from May 2021 to November 2023.

Mr. Loke has entered into a service agreement with the Company, pursuant to which Mr. Loke shall hold office for an initial term of one year commencing from 21 February 2024, unless terminated by either party in accordance with the terms thereof and subject to rotation and re-election in accordance with the articles of association of the Company. Pursuant to the service agreement, he is entitled to a director's fee of HK\$240,000 per annum, which is determined by the Board upon recommendation from remuneration committee of the Board (the "**Remuneration Committee**") with reference to his qualification, level of duties and responsibilities undertaken in the Company and the prevailing market conditions.

As at the date of this announcement, save as disclosed, Mr. Loke (i) 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 or other major appointments and professional qualifications; (ii) does not hold any other position in the Company or any of its subsidiaries; (iii) does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**")) of the Company; and (iv) does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong).

As disclosed in the announcement of the Company dated 9 November 2023, Mr. Loke was disqualified as an independent non-executive Director with effect from 9 November 2023 pursuant to the articles of association of the Company due to his absence from the meetings of the Board for six consecutive months without special leave of absence from the Board. It was later learned that there had been miscommunications and misunderstandings between the Board and Mr. Loke and these are now all resolved. Prior to the appointment of Mr. Loke, he has obtained legal advice as regards the requirements under the GEM Listing Rules that are applicable to him as a director of a listed issuer. Mr. Loke fully understands his duties and obligations as a Director under the GEM Listing Rules and he will use his best endeavours to fulfill and discharge his duties as a Director going forward.

Mr. Poon Chun Yin

Mr. Poon, aged 43, obtained a bachelor's degree in business administration from the University of London. He has extensive experience in medical and education fields. He founded an education centre, a medical clinic and a Chinese medicine clinic in Hong Kong. He is currently serving as a director of Universe Optical Company Limited and several primary and secondary schools in Hong Kong. Mr. Poon is also committed to community work. He is the president of Tsuen Wan Lions Club and the vice chairman of Yan Oi Tong Limited. He was awarded the chief executive's community service certificate in 2023. He has been the executive director of China e-Wallet Payment Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 802) since 31 January 2024.

Mr. Poon was a director of two companies incorporated in Hong Kong with limited liabilities which were wound up, namely, (i) Fine Ocean Limited which was principally engaged in sales of eye-wear products and was voluntarily wound up on 4 January 2022 for the reason that it could not, by reason of its liabilities, continue its business; and (ii) Hong Kong Optical Company Limited which was principally engaged in sales of eye-wear products and was ordered to be wound up by the Hong Kong court on 12 July 2021 due to a petition was made by the petitioner to wind up the company.

Mr. Poon confirmed that there is no wrongful act on his part leading to the above winding up and is not aware of any actual or potential claim that has been or will be made against him as a result of the above winding up, and that his involvement in the above companies was part and parcel of his services and that no misconduct or misfeasance had been involved in the winding up of these companies.

Mr. Poon has entered into a service agreement with the Company, pursuant to which Mr. Poon shall hold office for an initial term of one year commencing from 21 February 2024, unless terminated by either party in accordance with the terms thereof and subject to rotation and re-election in accordance with the articles of association of the Company. Pursuant to the service agreement, he is entitled to a director's fee of HK\$240,000 per annum, which is determined by the Board upon recommendation from the Remuneration Committee with reference to his qualification, level of duties and responsibilities undertaken in the Company and the prevailing market conditions.

As at the date of this announcement, save as disclosed, Mr. Poon (i) 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 or other major appointments and professional qualifications; (ii) does not hold any other position in the Company or any of its subsidiaries; (iii) does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and (iv) does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong).

As at the date of this announcement, save as disclosed above, each of Mr. Loke and Mr. Poon confirmed that there is no other information which is required to be disclosed pursuant to the requirements under Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters concerning each of their appointments that need to be brought to the attention of the shareholders of the Company (the "**Shareholders**") and the Stock Exchange.

The Board would also like to take this opportunity to express its warmest welcome to Mr. Loke and Mr. Poon for joining the Company.

GEM LISTING RULES REQUIREMENTS

In order to comply with Rules 5.05, 5.50A, 5.28, 5.34 and 5.36A of the GEM Listing Rules, the Company is endeavoring to identify suitable candidates to fill up the vacancies of the Board as soon as practicable and in any event within three months from 9 November 2023 as prescribed under Rules 5.06 and 5.33 of the GEM Listing Rules, and will make further announcement(s) as and when appropriate.

CONTINUED 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.

Shareholders and potential investors of the Company 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

Hong Kong, 21 February 2024

As at the date of this announcement, the executive Directors are Mr. Loke Wai Ming, Mr. Poon Chun Yin, Mr. Yang Zhangxin, Mr. Cui Han and Mr. Lee Chung Shun.

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>.

In case of any inconsistency between the English and Chinese versions, the English text of this announcement shall prevail over the Chinese text.