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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)**

## **FULFILLMENT OF RESUMPTION CONDITIONS AND RESUMPTION OF TRADING**

References are made to the announcements of RMH Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 28 April 2023, 25 May 2023, 2 July 2023, 5 October 2023, 21 November 2023, 4 January 2024, 5 January 2024, 10 April 2024 and 10 May 2024 in relation to, among other things, the suspension of trading in the shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

### **FULFILLMENT OF RESUMPTION CONDITIONS**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that the Company has demonstrated to the Stock Exchange that the Company has fulfilled the resumption conditions for the resumption of trading in the Shares, details of which are stated as follows:

- (i) **address the issues giving rise to the Disclaimer of Opinion on the Company’s financial statements for the year ended 31 December 2022 expressed by the Company’s auditor, CL Partners CPA Limited in the Company’s 2022 annual results announcement dated 31 March 2023, provide comfort that the Disclaimer of Opinion would no longer be required and disclose sufficient information to enable investors to make an informed assessment of its financial positions as required under Rule 17.49B of the GEM Listing Rules and publish all outstanding financial results required under the GEM Listing Rules and address any audit modifications**

Reference is made to the annual report of the Company for the year ended 31 December 2023 (the “**2023 Annual Report**”). The Company has already addressed the issues giving rise to the Disclaimer of Opinion and disclosed the relevant information to enable investors to make an informed assessment of its financial positions as required under Rule 17.49B of the GEM Listing Rules. As disclosed in the 2023 Annual Report, other than the scope limitation relating to going concern, the Disclaimer of Opinion was no longer expressed by the Company’s auditor in the 2023 Annual Report. In relation to the scope limitation relating to going concern, certain plans and measures have been taken by the Group to mitigate the liquidity pressure and to improve its financial position as disclosed in note 2 to the consolidated financial statements in the 2023 Annual Report and the directors of the

Company, taking into account the plans and measures, are of the opinion that the Group would have sufficient working capital to finance its operations and to meet its financial obligations.

Reference is also made to the supplemental announcement of the Company dated 10 May 2024 in relation to the 2023 Annual Report. As disclosed in the announcement, the 2022 Consolidated Financial Statements (which was disclaimed by the Company's auditor due to insufficient accounting records of certain subsidiaries in Singapore), form the basis for the comparative figures and related disclosures presented in the consolidated financial statements for the year ended 31 December 2023 in the 2023 Annual Report. Therefore, the audit opinion on the consolidated financial statements for the year ended 31 December 2023 would be disclaimed only because of the possible effect of the above matters on the comparability of the related current year figures and the corresponding figures in the consolidated statement of profit or loss and other comprehensive income. Other than the above, there is no other audit modification.

During the year ended 31 December 2023, as at 31 December 2023 and up to the date of report of 2023 Annual Report, there were no known significant contingent liabilities and commitment regarding the Singapore Liquidated Subsidiaries except for the corporate guarantees which have been recorded in the consolidated financial statements for the years ended 31 December 2023 and 2022 ("**Financial Guarantee Liabilities**"). Hence, there is no brought-forward effect to the consolidated financial statements for the year ended 31 December 2023 on the matters mentioned in the disclaimer opinion of 2022 Annual Report in respect of any significant contingent liabilities and commitment regarding the Singapore Liquidated Subsidiaries.

During the audit of the consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2023, the audit engagement teams have performed various audit procedures. Based on the results of these audit procedures, including but not limited to circularisation of confirmation, review of statements and minutes, inquiry of the management as well as issuance of questionnaires to the management, except for the Financial Guarantee Liabilities, no other corporate guarantees provided by the Company and its subsidiaries were identified. Communication had been initiated with Dr. Loh to confirm that except for the Financial Guarantee Liabilities, there have been no other corporate guarantees signed by Dr. Loh on behalf of the Company. Furthermore, Dr. Loh also confirmed that throughout his tenure as a Director, until the point at which he ceased to hold the directorship, he was not aware of any other corporate guarantees provided by the Company which have come to his attention. In addition, clarification from the liquidator of the Company had been sought. They have confirmed that from the time Dr. Loh assumed directorship of the Company until the present, no additional corporate guarantees have been issued by the Company and its subsidiaries and there were no known other corporate guarantees provided by the Company and its subsidiaries.

In addition, the Company has published all outstanding financial results required under the GEM Listing Rules including (i) the first quarterly results announcement for the three months ended 31 March 2023; (ii) the interim results announcement for the six months ended 30 June 2023, which have been reviewed by the auditors of the Company in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants; (iii) the third quarterly results announcement for the nine months ended 30 September 2023; and (iv) the annual results announcement for the year ended 31 December 2023 (“**2023 Annual Results**”).

**(ii) demonstrate the Company’s compliance with Rule 17.26 of the GEM Listing Rules**

The Company’s principal activity is investment holding and its principal subsidiaries are principally engaged in three core business segments, namely (i) the provision of clinical healthcare, aesthetic dermatology and treatment service in Hong Kong (“**Clinical Healthcare and Dermatological Services**”); (ii) the provision of dental implant and oral healthcare-related medical services and sales of related products in the PRC (“**Dental Business**”); and (iii) the trading of healthcare and wellness products and nutritional supplements in Hong Kong (“**Trading Business**”).

***Clinical Healthcare and Dermatological Services***

The Clinical Healthcare and Dermatological Services is primarily operated by Queen’s Road Medical Company Limited (“**QR Medical**”), a company incorporated in Hong Kong on 30 December 2019 with limited liability. Upon the entering into of a shareholder’s agreement among the Company, Ms. Tse Yi Kit Gigi and QR Medical on 21 March 2024 and the appointment of Mr. Poon Chun Yin and Mr. Loke Wai Ming (both are executive Directors) as directors of QR Medical, the Group has gained control over the board of directors of QR Medical. Accordingly, QR Medical has been accounted for as a subsidiary of the Company and the financial results, assets and liabilities of QR Medical have been consolidated into the financial statements of the Group. For further details, please refer to the announcement of the Company dated 21 March 2024.

QR Medical and its subsidiaries are principally engaged in the provision of medical and aesthetic services as well as sale of skin and hair care products and wellness products through Queen’s Road Specialist Centre (the “**Medical Centre**”) and QR Skin and Laser Centre (the “**Laser Centre**”). The Clinical Healthcare and Dermatological Services primarily consists of (i) provision of medical services by the Medical Centre; and (ii) provision of medical aesthetic services by the Laser Centre.

The Medical Centre offers a range of healthcare services, which include GP consultations, specialised medical care, diagnostic tests, health examination, preventive health care, vaccinations, pharmaceutical dispensing, minor surgical procedures, and health screenings. The Laser Centre is engaged in the provision of a broad range of non-surgical medical aesthetic services by our doctor and well-trained specialists with an aim to improve the appearance of the clients. The services offered by the Laser Centre include botox injections, dermal fillers, laser hair removal, chemical peels, microdermabrasion, hair growth treatments, warts and moles extraction, weight loss programs, and various facial and body rejuvenation treatments.

In order to expand the customer base under the segment of Clinical Healthcare and Dermatological Services, the Group has entered into (i) referral agreements with a Chinese medicine clinic group, a beauty group, a marketing company, a company principally engaged in financial planning and consulting services, a company offering outbound call center services and twenty individual advisors, pursuant to which these business partners will refer customers to the Laser Centre and/or the Medical Centre and receive referral commission or rewards points for redemption of service in return; and (ii) partnership agreements with multiple insurance companies, pursuant to which the Medical Centre is admitted as a medical service provider to provide medical or medical examination services to the customers of these insurance companies. The Company believes that the referral and partnership arrangements can provide steady stream of patients and contribute to the expansion of customer base. As at the date of this announcement, the Group continues to actively engage with other potential business partners to further expand its customer base.

Set out below are the unaudited consolidated financial information of QR Medical for the year ended 31 December 2023 and for the two months ended 29 February 2024:

	<b>For the year ended 31 December 2023 HK\$'000</b>	<b>For the two months ended 29 February 2024 HK\$'000</b>
Revenue	11,643	2,681
Gross profit	9,281	1,760 (Note)
Net loss	(13,784)	(1,526)

*Note:* The gross profit derived from the management accounts of January and February 2024 is on cash basis, whereas consolidated accounts of the year ended 31 December 2023 is on accrual basis.

As at 31 December 2023, QR Medical has total assets of approximately HK\$40,793,000 and net liabilities of approximately HK\$24,906,000.

### ***Dental Business***

The Company has established DS Enterprise Management Co., Ltd ( 德斯創新醫療控股(廣東)有限公司) (“**DS Enterprise**”) (formerly known as 中山德斯企業管理有限公司) on 3 December 2021 in the PRC and commenced the dental implant business since June 2022. Under the existing business model of DS Enterprise, the dental implant business of DS Enterprise is primarily operated through one directly owned oral and dental clinic (“**DES Clinic**”) and a network of franchised oral and dental clinics.

The direct operation and franchise model of DS Enterprise are both supported by an online dental store, where the customers can browse and purchase dental implants and related products online. In particular, the customers may purchase dental cards ( 牙卡 ), the nature of which is similar to a debit card. The customers can top up the dental card and use the top-up amount for dental implant services at DES Clinic or franchised stores of the dental clinic network. The primary revenue stream for the DS Enterprise is generated through the sales of dental cards and other dental products at the online dental store and fees charged for dentist or dental surgical services and medicines provided at DES Clinic.

## ***Trading Business***

The Group conducts its Trading Business through its wholly-owned subsidiary, DS Regenerative Medicine Limited (“**DS Regenerative**”), which is a company incorporated in Hong Kong on 8 June 2020 with limited liability. DS Regenerative identifies and sources products from various manufacturers, wholesalers, or suppliers. The products traded by DS Regenerative include facial masks, ginseng supplements, healthcare supplements and hand sanitizers.

The Board is of the view that the Company is carrying on businesses with sufficient level of operations and with assets of sufficient value to support its operations to warrant the continued listing of the Company’s shares and going forward, the Company will continue to exert its best efforts to adopt different business plans and strategies in developing its businesses and enhance its competitive strengths.

### **(iii) conduct an appropriate independent investigation into the Issues, announce the findings and take appropriate remedial actions**

The Company has engaged Pan-China Enterprise Risk Management Consulting Limited (“**Pan-China Enterprise**”) to conduct an independent investigation into the Issues and an announcement has been made by the Company in relation to the findings of the independent investigation on 10 May 2024 (the “**IC Announcement**”).

## ***Corporate Guarantees***

As disclosed in the IC Announcement, the Company provided corporate guarantees for the banking facilities (the “**Facilities**”) granted by DBS Bank Limited (“**DBS Bank**”) and United Overseas Bank Limited (“**UOB Bank**”) to Dermatology & Surgery Clinic (Orchard) Pte Ltd (“**DSC Orchard**”) in April 2020 and August 2020, respectively. The intended use of the loan proceeds of the Facilities were for the working capital of a Singapore subsidiary.

The Company would like to supplement that RMH (Hong Kong) Holdings Limited (“**RMH HK**”), a subsidiary of the Company entered into an asset purchase and office sublease agreement (資產購買及寫字樓轉租協議) (the “**Agreement**”) with Medisun Holdings Limited (麥迪舜投資控股有限公司) (“**Medisun**”), pursuant to which RMH HK agreed to acquire plant and equipment from Medisun in the amount of HK\$17,190,000 and transfer rental deposit in the amount of HK\$2,810,000 to Medisun.

Based on the findings of the independent investigation, it is observed that the loan proceeds of the Facilities were obtained by DSC Orchard after transferring the funds of HK\$17,190,000 to Medisun and it remains uncertain that whether there was any direct association between loan proceeds from DBS Bank and UOB Bank and the assets acquired under the Agreement. Although a direct association between the loan proceeds and the acquired assets cannot be ascertained, it is observed in the investigation that (i) the proceeds of the Facilities and payments made for the acquisition of plant and equipment from Medisun concurrently occurred at or around the time period from March to August 2020; and (ii) DSC Orchard has made a payment of HK\$20 million on behalf of RMH HK for the Agreement.

As at the date of this announcement, certain assets under the Agreement remain undelivered. The Group has issued a demand letter to Medisun on 25 April 2024 requesting for repayment of HK\$4,274,215 for the undelivered assets within 30 days from the date of the letter. If Medisun fails to comply with this request, the Group will consider to initiate legal proceedings against Medisun. Further announcement regarding the latest developments of the repayment will be published by the Company as and when appropriate.

In respect of any other corporate guarantee provided by the Company, the investigation consultant had obtained the written confirmation from Dr. Loh, which contained the following details:

Except for the corporate guarantees mentioned below, Dr. Loh has confirmed that (i) there have been no other corporate guarantees signed by Dr. Loh on behalf of the Company; and (ii) throughout his tenure as a director of the Company, until the point at which he ceased to hold the directorship, other than the corporate guarantees mentioned below, he was not aware of any other corporate guarantees provided by the Company which have come to his attention:

- (i) the corporate guarantees provided by the Company for the banking facilities granted by DBS Bank and UOB Bank to DSC Orchard in April 2020 and August 2020, respectively; and
- (ii) the rental agreement dated 7 May 2020, entered into between Health Link Investment Limited (as the landlord) and RMH (Hong Kong) Holdings Limited (as the tenant), pertaining to the premises located at 25th Floor, Harbourside HQ, No.8 Lam Chak Street, Kowloon, Hong Kong.

In addition, after reviewing the minutes provided by the Company and conducting inquiries with Mr. Lee Chung Shun (chief financial officer and an executive Director), Mr. Man, Guy Yun Wah (company secretary of the Company) and Mr. Peter Lee (director of CL Partners CPA Limited, external auditor of the Company), the investigation consultant has outlined the main observations regarding the corporate guarantees of the Company and its subsidiaries as follows:

Other than the corporate guarantees provided by the Company for (i) the banking facilities granted by DBS Bank and UOB Bank to DSC Orchard in April 2020 and August 2020 and (ii) the rental agreement entered into between Health Link Investment Limited (as the landlord) and RMH HK (as the tenant), for the premises located at 25th Floor, Harbourside HQ, No.8 Lam Chak Street, Kowloon, Hong Kong, no other corporate guarantees of the Company and its subsidiaries were identified by chief financial officer, company secretary and external auditor of the Company.

### ***A Covenanter Page of the Deed of Undertakings***

Pan-China Enterprise has interviewed the individuals involved in the signed covenanter page of the deed of the undertaking (the “**Deed of Undertaking**”) in relation to the proposed joint venture disposal in July 2022.

After reviewing the copies of the relevant documentation provided by the Company and conducting the inquiries with Dr. Loh, Mr. He Weiqing (“**Mr. He**”), Mr. Hugo Ho Yuk Ming (“**Hugo**”) and Ms. Shally Ang (“**Shally**”), it remains unclear who placed the covenanter page of the Deed of Undertaking, which bears the name of Dr. Loh and the name of Shally as witness. As at the date of this announcement, Dr. Loh, Mr. He, Hugo and Shally, being the individuals involved in the incident, (i) have all resigned from the Company; and (ii) no longer hold any position or role within the Group (save as Dr. Loh who remains to be a substantial shareholder of the Company).

The incident was reported to e-Report Centre of Hong Kong Police Force on 19 August 2022. Dr. Loh received interview invitations from the Hong Kong Police through emails. Dr. Loh intended to attend the interview with the Hong Kong Police on the day following the extraordinary general meeting of the Company which was 15 April 2023. However, due to unforeseen circumstance, Dr. Loh was unable to attend the interview with the Hong Kong Police, and there was no follow-up from the Hong Kong Police regarding the incident. Subsequently, Dr. Loh did not receive any further information from the Hong Kong Police.

For further details of the key findings of the independent investigation, please refer to the IC Announcement.

The Board is satisfied and agreed with the findings of the investigation report, among others, that (i) there are supporting documents to indicate that the Corporate Guarantees were properly approved and other than the Corporate Guarantees, the Company is not aware of any other corporate guarantees provided by the Company; (ii) the facilities secured by the Corporate Guarantees were also secured by personal guarantees provided by Dr. Loh and Dr. Loh has agreed to settle the facilities by his own personal resources and he conditionally agrees not to claim or take any action against the Group for recourse; and (iii) the alleged forged signature page of Dr. Loh in the deed of undertaking was related to the Company’s major disposal in July 2022 and given that the major disposal had already fell through as disclosed in the announcement of the Company dated 25 October 2022, the Board is of the view that it was a one-off incident and would not have any material adverse effect on the business operation and financial position of the Group.

In order to prevent the reoccurrence of similar incident in the future, the Company has implemented a range of internal control policies recommended by the investigation consultant and enhanced its internal control and the Group is committed to strictly adhering to these policies and procedures to ensure effective internal control.

For more details of the key findings of the independent investigation and the remedial actions taken, please refer to the announcement of the Company dated 10 May 2024.

- (iv) demonstrate that there is no reasonable regulatory concern about the management integrity and/or the integrity of any persons with substantial influence over the Company’s management and operations, which may pose a risk to investors and damage market confidence**

The composition of the Board now consists of Mr. Poon Chun Yin (chairman), Mr. Loke Wai Ming, Mr. Lee Chung Shun and Mr. Cui Han as executive Directors and Mr. Chau Wing Nam, Mr. Yeung Pok Man Peason, Mr. Cheung Tsu Lun and Ms. Chong Wai Shan as independent non-executive Directors, which has substantially changed since the suspension of trading in the shares of the Company on the Stock Exchange on 3 April 2023 (the “**Suspension**”). Mr. Lee Chung Shun (“**Mr. Lee**”) and Mr. Cui Han (“**Mr. Cui**”) are the only two directors of the Company who were also the directors of the Company before the Suspension. The Directors consider that the investigation findings did not suggest the involvement of Mr. Lee and Mr. Cui in Issue 1 and Issue 2 and therefore have no concern over their integrity.

The Directors also consider that there is no concern on the integrity of persons with substantial influence on the Company, in particular, Dr. Loh, a substantial shareholder of the Company, considering (i) Dr. Loh confirms that he has no criminal records involving fraud, dishonesty or corruption and he has not been adjudged by a court or arbitral body civilly liable for any fraud, breach of duty or other misconduct by him involving dishonesty; (ii) the investigation findings concerning both Issue 1 and Issue 2 did not pinpoint to Dr. Loh or any other specific wrong-doers; (iii) although Dr. Loh was involved in arranging the provision of the Corporate Guarantees, there are supporting documents to indicate that the Corporate Guarantees were properly approved; and (iv) the Company has its own Board (which comprises of four executive Directors and four independent non-executive Directors) to manage and oversee the business and operation of the Group and they confirm that (a) they are independent of and not connected with Dr. Loh; (b) they are not accustomed to take instruction from Dr. Loh or act according to the instruction from Dr. Loh; and (c) they will be able to fulfill their directors’ duties only for the interest and benefit of the Company and all shareholders as a whole and without any influence from Dr. Loh.

- (v) conduct an independent internal control review and demonstrate that the Company has in place adequate internal controls and procedures to meet its obligations under the GEM Listing Rules**

The Company has engaged Pan-China Enterprise to conduct an independent internal control review which (i) covered the entity level and business process level; and (ii) followed up on the remediation status of the internal control findings previously identified by GRC Chamber Limited in “Independent Internal Control Review Report – Phase 1” (“**Phase One Report**”) dated 17 March 2023. The internal control consultant has conducted first stage of internal control review to perform walkthrough between 26 January 2024 to 1 March 2024, second stage of internal review to conduct test of control between 1 March 2024 to 28 March 2024 and final stage of follow up review between 28 March 2024 to 30 April 2024.



Reference is made to the IC Announcement. During the internal control review, Pan-China Enterprise has identified deficiencies in areas including but not limited to administrative and financial reporting and monitoring, financial disclosure and documentation, internal audit, human resources, inventory management, compliance management and risk management. As at the date of this announcement, the Company has remediated most of the deficiencies and implemented new internal control policies as recommended by Pan-China Enterprise. For the remaining remediation in progress, the Company is actively following up on the implementation of the remediation, which are expected to be completed on or before end of June 2024. For details of the key findings and remediation status of the internal control review report and remediation status of the findings in Phase One Report as of 30 April 2024, please refer to the IC Announcement.

The Board and the audit committee of the Board (the “**Audit Committee**”) have reviewed and considered (i) the internal control review report; (ii) the internal control remediation follow-up report; and (iii) the risk management and internal control systems of the Company. The Board and the Audit Committee are of the view that the internal control deficiencies have been addressed and the Company possesses adequate and effective internal control systems, given that (i) new internal control policies have been put in place by the Company with effect from 30 April 2024 and 10 May 2024; and (ii) for the remaining remediation in progress, the Company is actively following up on the implementation of the remediation, which are expected to be completed on or before end of June 2024.

The management of the Company will continue to enhance its internal control and to ensure that it has adequate internal controls and procedures in place to meet its obligations under the GEM Listing Rules.

Reference is also made to the corporate governance report of the 2023 Annual Report. The Company would like to clarify that the disclosure of deviations from the CG Code on pages 32 and 33 of the 2023 Annual Report (the “**CG Code Deviations**”) applied to (i) the first quarterly results announcement and first quarterly report of the Company for the three months ended 31 March 2023; (ii) the interim results announcement and the interim report for the six months ended 30 June 2023; and (iii) the third quarterly results announcement and third quarterly report of the Company for the nine months ended 30 September 2023 (collectively, the “**Respective Financial Periods**”) despite indications in the relevant results announcement and quarterly/interim reports that the Company had complied with all the applicable code provisions of the CG Code during the Respective Financial Periods.

The Board would like to supplement that the Company has implemented a range of internal control policies to address the CG Code Deviations, including but not limited to (i) formally defined, established relevant policy aligning a corporate culture with the Company’s purpose, values and strategy which remediated the deviations from code provisions A.1.1 and A.1.2; (ii) formalised schedule of matters specifically reserved for board approval and established mechanism to require management to report back certain important delegated duties and results to the Board which remediated the deviations from code provisions C.3.1 and C.3.2; (iii) established an effective mechanism to ensure draft and final versions of minutes are sent to all directors for their comment and records respectively, within a reasonable time after the board meeting is held which remediated the deviation from code provision C.5.5; (iv) established an effective mechanism to ensure agenda, accompanying board papers

and related materials in sufficient quality of regular board meeting are sent, in full, to all directors and at least 3 days before the intended date of a board or board committee meeting which remediated the deviations from code provisions C.5.8 and C.5.10; (v) the management of the Company has prepared and provided all members of the Board with monthly updates giving a balanced and understandable assessment of the issuer's performance, position and prospects in sufficient detail which remediated the deviations from code provisions D.1.1 and D.1.2; and (vi) established a formal anti-corruption policy and whistle blower system which remediated the deviations from code provisions D.2.6 and D.2.7. The Board and the Audit Committee are of the view that the deviations from the CG Code have been addressed and the Company possesses adequate and effective internal control systems.

**(vi) announce all material information for the Company's shareholders and investors to appraise its position**

Since the Suspension, the Company has been keeping its shareholders and potential investors informed of all material information to appraise the Company's position by way of publication of announcements on the website of the Stock Exchange in accordance with the GEM Listing Rules.

The Company will continue to keep its shareholders and potential investors abreast of the material developments by making further announcement(s) as and when appropriate and in accordance with the GEM Listing Rules

**(vii) re-comply with Rules 5.05, 5.05A, 5.28, 5.34, 5.36A and 17.104 of the GEM Listing Rules**

The Company has issued an announcement on 21 March 2024 in relation to the appointment of independent non-executive Directors. Following the appointment of the requisite number of independent non-executive Directors, the Company has re-complied with the requirements under Rules 5.05, 5.05A, 5.28, 5.34 and 5.36A of the GEM Listing Rules.

The Company has issued an announcement on 27 March 2024 in relation to the appointment of Ms. Chong Wai Shan as independent non-executive Director. Following the appointment of Ms. Chong Wai Shan, the Company has achieved gender diversity and thus fulfilled the requirement under Rule 17.104 of the GEM Listing Rules.

Based on the above, the Board is of the view that the Company has fulfilled this Resumption Condition.

## RESUMPTION OF TRADING

Trading in the shares of the Company on GEM of the Stock Exchange has been suspended with effect from 9:08 a.m. on Monday, 3 April 2023. As the Resumption Conditions have been fulfilled, an application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 22 May 2024.

**Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.**

By order of the Board  
**RMH Holdings Limited**  
**Poon Chun Yin**  
*Chairman and Executive Director*

Hong Kong, 21 May 2024

*As at the date of this announcement, the executive directors of the Company are Mr. Poon Chun Yin (Chairman), Mr. Loke Wai Ming, Mr. Lee Chung Shun and Mr. Cui Han and the independent non-executive directors of the Company are Mr. Chau Wing Nam, Mr. Yeung Pok Man Peason, Mr. Cheung Tsu Lun and Ms. Chong Wai Shan.*

*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](http://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>.*