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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

**If you have sold or transferred** all your shares in RMH Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
RE-APPOINTMENT OF AUDITORS,  
PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION AND ADOPTION OF AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in the lower portion of the front and inside cover pages shall have the same respective meanings as those defined in the section headed “Definitions” in this circular.

This circular together with a form of proxy will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at [www.rmholdings.com.sg](http://www.rmholdings.com.sg).

A notice convening the AGM to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong on Monday, 17 June 2024 at 10:00 a.m. is set out on pages 40 to 45 of this circular. Whether or not you intend to attend and/or be present and vote at the AGM, Shareholders are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjourned meeting thereof.

23 May 2024

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following expressions have the following meanings:*

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong and by way of electronic means on Monday, 17 June 2024 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 40 to 45 of this circular
“Articles”	the articles of association as amended, supplemented or otherwise modified from time to time, and “Article” shall mean an article of the Articles
“associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Board”	the board of Directors
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands as amended from time to time
“Company”	RMH Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and deal with Shares of the Company as set out in resolutions 5 and 7 of the AGM Notice

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## DEFINITIONS

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“Latest Practicable Date”	29 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Date”	13 October 2017, the date on which dealings in the Shares commenced on GEM
“Memorandum and Articles”	the memorandum and articles of association of the Company, as amended from time to time
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares of the Company (excluding treasury shares) as set out in resolution 6 of the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-back as amended from time to time and approved by the Securities and Futures Commission of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Poon Chun Yin (*Chairman*)

Mr. Loke Wai Ming

Mr. Lee Chung Shun

Mr. Cui Han

*Registered office:*

71 Fort Street

PO Box 500, George Town

Grand Cayman KY1-1106

Cayman Islands

*Independent Non-executive Directors:*

Mr. Chau Wing Nam

Mr. Yeung Pok Man Peason

Mr. Cheung Tsu Lun

Ms. Chong Wai Shan

*Principal place of business in*

*Hong Kong:*

Room 2501, 25/F., Harbourside HQ

8 Lam Chak Street, Kowloon Bay

Kowloon, Hong Kong

23 May 2024

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
PROPOSED RE-ELECTION OF DIRECTORS;  
PROPOSED RE-APPOINTMENT OF AUDITORS;  
PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM, among other things, relating to (i) the proposed granting of general mandates to the Directors to issue Shares and repurchase Shares; (ii) the proposed re-election of Directors; (iii) the proposed re-appointment of auditors of the Company; and (iv) the Proposed Amendments to the Memorandum and Articles. These resolutions will be proposed at the AGM and are set out in the AGM Notice as contained in this circular.

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## **LETTER FROM THE BOARD**

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### **PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES**

At the AGM, separate ordinary resolutions will be proposed to grant the general mandates to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the aggregate number of Shares in issue (excluding treasury shares) as at the date of the passing of such resolution; (ii) to repurchase Shares which does not exceed 10% of the aggregate number of Shares in issue (excluding treasury shares) as at the date of passing of such resolution; and (iii) the general extension mandate, after the Repurchase Mandate is granted, to add the aggregate amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the aggregate number of Shares in issue (excluding treasury shares) as at the date of passing of the resolution for approving the Issue Mandate.

Based on 1,332,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are repurchased or issued prior to the AGM, subject to the passing of the ordinary resolution for approving the Issue Mandate and the Repurchase Mandate, the Directors will be authorised to allot, issue and deal with up to a limit of 266,400,000 Shares pursuant to the Issue Mandate and repurchase 133,200,000 Shares pursuant to the Repurchase Mandate.

An explanatory statement, required by the GEM Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant proposed ordinary resolution for the grant of the Repurchase Mandate at the AGM.

The Issue Mandate, the Repurchase Mandate and the general extension mandate, if granted at the AGM, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### **PROPOSED RE-ELECTION OF THE DIRECTORS**

Pursuant to the Article 83(3) and 84(1) of the Articles, Mr. Poon Chun Yin, Mr. Loke Wai Ming, Mr. Lee Chung Shun, Mr. Chau Wing Nam, Mr. Yeung Pok Man Peason, Mr. Cheung Tsu Lun and Ms. Chong Wai Shan will retire from office as Directors at the AGM and, being eligible, offer themselves for re-election.

The Board, upon the recommendation of the nomination committee of the Board, proposed Mr. Poon Chun Yin, Mr. Loke Wai Ming, Mr. Lee Chung Shun, Mr. Chau Wing Nam, Mr. Yeung Pok Man Peason, Mr. Cheung Tsu Lun and Ms. Chong Wai Shan, the retiring Directors, to stand for re-election as Directors at the AGM.

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## **LETTER FROM THE BOARD**

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Particulars of the Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular.

### **PROPOSED RE-APPOINTMENT OF THE AUDITORS**

CL Partners CPA Limited will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint CL Partners CPA Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES**

Reference is made to the announcement of the Company dated 15 March 2024 in relation to amending the Memorandum and Articles. The Board would like to clarify that the Company proposes to amend the Memorandum and Articles to comply with the amended 14 ‘Core Standards’ for shareholder protections rather than the amended regime over paperless listing and electronic dissemination of corporate communications.

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the GEM Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. As such, the Board proposes to amend the Memorandum and Articles for the purposes of, among others, (i) bringing the Memorandum and Articles in line with amendments made to the GEM Listing Rules and applicable laws of the Cayman Islands; and (ii) making certain other housekeeping amendments to the Memorandum and Articles.

Details of the Proposed Amendments (with mark-ups showing changes from the existing Memorandum and Articles) are set out in Appendix III to this circular. The Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

The Proposed Amendments are subject to the approval of the Shareholders by way of special resolution at the AGM. Prior to the passing of the special resolution at the AGM, the existing Memorandum and Articles shall remain valid. The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments conform with the applicable requirements under the GEM Listing Rules and are not inconsistent with the applicable laws of Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands incorporated company listed on the Stock Exchange.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

The notice convening the AGM at which ordinary resolutions will be proposed, *inter alia*, (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the re-election of Directors; (iii) the re-appointment of auditors of the Company and (iv) the Proposed Amendments to the Memorandum and Articles are set out on pages 40 to 45 of this circular.

For determining Members' entitlement to attend and vote (where applicable) at the Meeting, the register of Members will be closed from Wednesday, 12 June 2024 to Monday, 17 June 2024 (both dates inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify for exercising your voting right at the forthcoming Meeting, all transfer documents accompanied by the relevant share certificate must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 11 June 2024. Shareholders who wish to vote on any or all of the resolutions at the AGM must submit a proxy form to appoint the Chairman of the AGM as their proxy to do so on their behalf.

A form of proxy for the AGM is enclosed herewith. Whether or not you intend to attend and/or be present and vote at the AGM, Shareholders are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjourned meeting thereof.

### VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, the voting of the shareholders at the AGM must be taken by poll. The chairman of the AGM will therefore demand a poll for all resolutions to be put to the vote at the meeting pursuant to the Articles. An announcement on the poll vote results will be made by the Company after the AGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 circular 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 circular misleading.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the granting of the Issue Mandate and the Repurchase Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters.

The Board is pleased to recommend the retiring Directors, to be re-elected as the Directors at the AGM and all Shareholders to vote in favour of the resolutions approving the Proposed Amendments to the Memorandum and Articles. In addition, the Board also recommends all Shareholders to vote in favour of reappointing CL Partners CPA Limited as the auditors of the Company.

Yours faithfully,  
For and on behalf of the Board  
**RMH Holdings Limited**  
**Poon Chun Yin**  
*Chairman and Executive Director*

*This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information for your consideration of the Repurchase Mandate.*

## **1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES**

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The GEM Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,332,000,000 Shares and the Company did not have any treasury shares.

Subject to the passing of the relevant ordinary resolutions granting the Repurchase Shares and on the basis that no further Shares are issued or repurchased before the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 133,200,000 Shares, being 10% of the number of Shares in issue (excluding treasury shares) as at the date of the AGM. The Shares repurchased by the Company shall, subject to applicable law, be automatically cancelled upon such repurchase.

## **3. REASONS FOR REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase, resolve to cancel the shares repurchased following settlement of any such repurchase or hold them as treasury shares. Shares repurchased for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the GEM Listing Rules, the Articles, and the laws of the Cayman Islands. Share repurchase will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

**4. FUNDING AND EFFECT OF REPURCHASES**

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles, the GEM Listing Rules, and the applicable laws of the Cayman Islands.

Under the GEM Listing Rules, a listed company may not repurchase its own shares listed on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

The Directors consider that, if the Repurchase Mandate was to be exercised in full, there might be a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2023, being the date of its latest published audited combined financial statements. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

**5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Articles and the applicable laws of the Cayman Islands.

**6. TAKEOVER CODE CONSEQUENCE**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

**APPENDIX I****EXPLANATORY STATEMENT**

As at the Latest Practicable Date, the substantial Shareholders (as defined in the GEM Listing Rules) were:

Name	Number of shares held (Note 1)	Nature of interest	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Dr. Loh Teck Hiong ("Dr. Loh")	210,024,000 (L)	Interest of controlled corporation (Note 2)	15.77%	17.52%
Brisk Success Holdings Limited ("Brisk Success")	210,024,000 (L)	Beneficial owner	15.77%	17.52%
Ms. Fung Yuen Yee	210,024,000 (L)	Interest of spouse (Note 3)	15.77%	17.52%
Mr. Li Ming Cheng	132,968,000 (L)	Interest of controlled corporation (Note 4)	9.98%	11.09%
	696,000 (L)	Beneficial owner	0.05%	0.06%
HK MZ Health Investment Management Group Limited	132,968,000 (L)	Beneficial owner	9.98%	11.09%

*Notes:*

1. The letter "L" denotes the person's long position in the relevant Shares.
2. Brisk Success is legally and beneficially owned as to 70% by Dr. Loh. Accordingly, Dr. Loh is deemed to be interested in 210,024,000 Shares held by Brisk Success by virtue of Part XV of the SFO.
3. Ms. Fung Yuen Yee, being the spouse of Dr. Loh, is deemed to be interested in all the Shares in which Dr. Loh is interested pursuant to the SFO.
4. HK MZ Health Investment Management Group Limited is legally and wholly owned by Mr. Li Ming Cheng. Accordingly, Mr. Li Ming Cheng is deemed to be interested in 132,968,000 Shares held by HK MZ Health Investment Management Group Limited by virtue of Part XV of the SFO.

The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

**7. SHARE PURCHASED BY THE COMPANY**

The Company has not purchased any of its Shares (whether on GEM or otherwise) during the year ended 31 December 2023.

**8. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSON**

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective associates, have any present intention, in the event that the proposal on the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company or its subsidiaries.

No connected persons of the Company (as defined in the GEM Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, nor have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**9. SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date were as follows:

	Share price	
	Highest HK\$	Lowest HK\$
<b>2023</b>		
May*	–	–
June*	–	–
July*	–	–
August*	–	–
September*	–	–
October*	–	–
November*	–	–
December*	–	–
<b>2024</b>		
January*	–	–
February*	–	–
March*	–	–
April*	–	–
May* (up to and including the Latest Practicable Date)	–	–

\* *Trading in the Shares has been suspended since 3 April 2023*

*Stated below are the details of the Directors who will retire and be eligible for re-election at the AGM in accordance with the Articles.*

**Mr. Poon Chun Yin** (潘俊彥) (“**Mr. Poon**”), aged 43, is our executive Director, the Chairman of the Board and the chairman of nomination committee of the Company (the “**Nomination Committee**”).

Mr. Poon 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 of Hong Kong Limited (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 re-election in accordance with the articles of association of the Company (the “**Articles**”). 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 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.

Save as disclosed herein, Mr. Poon (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) does not hold any other position in the Company and other members of the Group; and (iv) is not interested nor deemed to be interested in any Shares within the meaning of Part XV of the SFO.

**Mr. Loke Wai Ming (陸偉明)** (“**Mr. Loke**”), aged 51, is our executive Director.

Mr. Loke 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 (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 re-election in accordance with the Articles. 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 with reference to his qualification, level of duties and responsibilities undertaken in the Company and the prevailing market conditions.

Save as disclosed herein, Mr. Loke (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) does not hold any other position in the Company and other members of the Group; and (iv) is not interested nor deemed to be interested in any Shares within the meaning of Part XV of the SFO.

**Mr. Lee Chung Shun (李宗舜) (“Mr. Lee”)**, aged 47, is our executive Director and the chief financial officer of the Company.

Mr. Lee obtained a Bachelor Degree of Science with Honours in Accounting from The University of Hull in September 2014. Mr. Lee has extensive experience in corporate, financial and assets management. He held senior position in a number of public and holding companies in Hong Kong. He is currently the chief financial officer of the Company, mainly responsible for accounting and financial management of the Company. He was appointed as an executive director and Chief Executive Officer of Amas Asia Limited from March 2000 to January 2003. He was appointed as Chief Financial Officer of King of Catering (Holdings) Limited from February 2007 to November 2010. He was appointed as Chief Executive Officer of Hong Kong Pacific Network Limited from May 2013 to January 2016. He was appointed as an Executive Director of 1 Creation Limited from May 2015 to August 2017. He was appointed as Chief Executive Officer of 1 Creation Limited from March 2014 to December 2021. He held senior management positions at Bar Pacific Group Holdings Limited (Stock Code: 8432) from February 2016 to June 2018. He was appointed as Chief Financial Officer of K Wealth Hong Kong Limited from January 2022 to April 2022.

Mr. Lee has entered into a service agreement with the Company, pursuant to which Mr. Lee shall hold office for an initial term of three years commencing from 7 September 2022, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the Articles. Pursuant to the service agreement, he is entitled to a basic salary of HK\$624,000 per annum plus discretionary management bonus dependent on the performance of the Group. The emoluments of Mr. Lee are determined by the Board with the recommendation of the Remuneration Committee and after taking into account the prevailing market situation and his duties and responsibilities within the Company.

As at the Latest Practicable Date and to the best of knowledge and belief of the Directors, Mr. Lee is interested in 6,000,000 shares of the Company, representing approximately 0.45% of the issued share capital of the Company.

Save as disclosed herein, Mr. Lee (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) does not hold any other position in the Company and other members of the Group; and (iv) is not interested nor deemed to be interested in any Shares within the meaning of Part XV of the SFO.

**Mr. Chau Wing Nam (周穎楠)** (“**Mr. Chau**”), aged 36, is our independent non-executive Director, the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of each of the Remuneration Committee and the Nomination Committee.

Mr. Chau has 5 years of experience in handling initial public offering projects including both the main board and GEM. In addition, he had more than 6 years of experience in providing auditing, assurance and business advisory services. Additionally, he is familiar with Hong Kong accounting standards, taxation, financial reporting, cash flow forecast and budgeting and listing rules and compliance regulations.

Mr. Chau has also been directors of several Hong Kong listed companies. He has been an independent non-executive director of K Group Holdings Limited (Stock Code: 8475) since 6 June 2022. He has been an independent non-executive director of Mobile Internet (China) Holdings Company (Stock Code: 1439) since 10 February 2023. He has been an independent non-executive director of China Bozza Development Holdings Limited (Stock Code: 1069) since 14 August 2023. Mr. Chau obtained a bachelor degree in accounting & accounting technologies from Curtin University of Technology in 2010. He was admitted as a member of the Hong Kong Institute of Certified Public Accounts in 2017. He is also a member of The Association of Hong Kong Accountants.

Mr. Chau has entered into a letter of appointment with the Company, pursuant to which Mr. Chau shall hold office for an initial term of one year commencing from 21 March 2024, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the Articles. Pursuant to a letter of appointment, he is entitled to a director’s fee of HK\$8,000 per month. The emoluments of Mr. Chau are determined by the Board with the recommendation of the Remuneration Committee and after taking into account the prevailing market situation and his duties and responsibilities within the Company.

Save as disclosed herein, Mr. Chau (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) does not hold any other position in the Company and other members of the Group; and (iv) is not interested nor deemed to be interested in any Shares within the meaning of Part XV of the SFO.

**Mr. Yeung Pok Man Peason (楊博文)** (“**Mr. Yeung**”), aged 47, is our independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee.

Mr. Yeung has over 20 years of experience in financial planning and investment consulting. From July 2001 to December 2002, Mr. Yeung has served as the vice president in Fuji Hong Kong Commodities Co. Ltd. From January 2003 to May 2005, Mr. Yeung has served as a financial planning manager in 力斯頓顧問有限公司 (Lexton Limited\*). From July 2005 to June 2007, he has served as a sales director in Centaline Wealth Management Limited. From June 2007 to September 2009, he has served as a principal consultant in Cinda Investment Consultant Limited, Hong Kong, as well as a marketing director in Cinda Wealth Management Advisor Limited, Hong Kong at the same time. Since September 2009, he has been working as a general manager in Centaline Wealth Management Limited (Beijing). He is also one of the founders of Global K Infuse Limited.

Mr. Yeung obtained double bachelor degrees in business administration and information system management from University of Washington, Seattle, WA in June 2001. He has also obtained a master’s degree in business administration from Royal Roads University Canada in 2017.

Mr. Yeung has entered into a letter of appointment with the Company, pursuant to which Mr. Yeung shall hold office for an initial term of one year commencing from 21 March 2024, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the Articles. Pursuant to a letter of appointment, he is entitled to a director’s fee of HK\$8,000 per month. The emoluments of Mr. Yeung are determined by the Board with the recommendation of the Remuneration Committee and after taking into account the prevailing market situation and his duties and responsibilities within the Company.

Save as disclosed herein, Mr. Yeung (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) does not hold any other position in the Company and other members of the Group; and (iv) is not interested nor deemed to be interested in any Shares within the meaning of Part XV of the SFO.

**Mr. Cheung Tsu Lun (張佇倫)** (“**Mr. Cheung**”), aged 42, an independent non-executive Director and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee.

Mr. Cheung has over 15 years of experience in finance. From July 2007 to October 2009, He has served as a financial consultant in Convoy Financial Services Limited. From November 2009 to June 2012, he has served as a financial planning manager in Bank of China. From September 2012 to July 2017, he has served as a financial plan manager in Ftlife Insurance Company Limited. From June 2016 to July 2017, he has served as a director in Panamax AG. From July 2017 to January 2020, he has served as an executive director in Global Strategic Group Limited.

Mr. Cheung obtained a bachelor of accounting and finance from Deakin University in 2007.

Mr. Cheung has entered into a letter of appointment with the Company, pursuant to which Mr. Cheung shall hold office for an initial term of one year commencing from 21 March 2024, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the Articles. Pursuant to a letter of appointment, he is entitled to a director’s fee of HK\$8,000 per month. The emoluments of Mr. Cheung are determined by the Board with the recommendation of the Remuneration Committee and after taking into account the prevailing market situation and his duties and responsibilities within the Company.

Save as disclosed herein, Mr. Cheung (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) does not hold any other position in the Company and other members of the Group; and (iv) is not interested nor deemed to be interested in any Shares within the meaning of Part XV of the SFO.

**Ms. Chong Wai Shan (莊瑋珊) (“Ms. Chong”)**, aged 37, is our independent non-executive Director.

Ms. Chong holds a bachelor’s degree in business administration with a focus on accountancy from the City University of Hong Kong and is a member (Practising) of the Hong Kong Institute of Certified Public Accountants.

Ms. Chong has a wealth of experience and knowledge in financial markets, corporate and management accounting, mergers and acquisitions, investments, internal control, corporate governance, regulatory compliance, and auditing. Prior to joining the Group, she worked in the audit and assurance department of PricewaterhouseCoopers Hong Kong and Ernst & Young, providing professional accounting, auditing, advisory, and consulting services to listed companies, multinational corporations, as well as international asset management, securities firms, and investment banks. Ms. Chong also held positions as an investment manager in a Hong Kong listed company and as the managing director and chief executive officer of a Fintech startup in Hong Kong. Most recently, she served as the representative and license holder of a moneylending company in Hong Kong. She has also been appointed as the CFO, company secretary and authorised representatives (under both the Rules Governing the Listing of Securities on the Stock Exchange and under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of Jiyi Holdings Limited (Stock Code: 1495) from 29 December 2023.

Ms. Chong has entered into a letter of appointment with the Company, pursuant to which Ms. Chong shall hold office for an initial term of one year commencing from 21 March 2024, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the Articles. Pursuant to a letter of appointment, she is entitled to a director’s fee of HK\$8,000 per month. The emoluments of Ms. Chong are determined by the Board with the recommendation of the Remuneration Committee and after taking into account the prevailing market situation and her duties and responsibilities within the Company.

Save as disclosed herein, Ms. Chong (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) does not hold any other position in the Company and other members of the Group; and (iv) is not interested nor deemed to be interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules and there are no other matters concerning the re-election of Mr. Poon, Mr. Loke, Mr. Lee, Mr. Chau, Mr. Yeung, Mr. Cheung and Ms. Chong as Directors that need to be brought to the attention of the Shareholders.

\* *For identification purposes only*

The following are the proposed amendments to the Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the new Memorandum and Articles of Association. If the serial numbering of the provisions of the Memorandum and Articles of Association changed due to the addition, deletion or re-arrangement of certain provisions made in these amendments, the serial numbering of the provisions of the Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.

*Note: The Memorandum and Articles of Association is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.*

Provision No.	Provision in the new Memorandum and Articles of Association (changes marked-up against provisions in the existing Memorandum and Articles of Association)
<b>Memorandum of Association</b>	
Heading	<p style="text-align: center;"><b>THE COMPANIES ACT (AS REVISED) <del>LAW</del></b>  <b>EXEMPTED COMPANY LIMITED BY SHARES</b></p> <p style="text-align: center;"><b><u>SECOND</u> AMENDED AND RESTATED</b>  <b>MEMORANDUM OF ASSOCIATION OF</b></p> <p style="text-align: center;"><b>RMH Holdings Limited</b>  <b>德斯控股有限公司</b></p> <p style="text-align: center;">(<del>adopted</del> <u>Adopted</u> by a special resolution pursuant to written resolutions of the shareholders passed on <u>17 June 2024</u> <del>22 September 2017</del>)</p>
2.	The Registered Office of the Company <u>is situated</u> <del>shall be</del> at the offices of <u>Appleby Global Services (Cayman) Limited, 71 Fort Street</u> <del>Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 500-2684, George Town, Grand Cayman, KY1-1106-1111, Cayman Islands</del> or at such other place in the Cayman Islands as the Directors may from time to time decide.
4.	Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by <u>Section 27(2) of the Cayman Islands Companies Act Law</u> (as Revised).

8.	The <u>authorised</u> share capital of the Company is HK\$100,000,000 <del>divided into</del> <u>consisting of</u> 10,000,000,000 shares of a <del>nominal or</del> par value of HK\$0.01 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the <u>Cayman Islands Companies Act Law (as Revised)</u> and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.
9.	The Company may exercise the power contained in the <u>Cayman Islands Companies Act (as Revised) Law</u> to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.
<b>Articles of Association</b>	
Cover Page	<p style="text-align: center;">The Companies <u>Act Law (as Revised)</u> <u>Exempted</u> Company Limited by Shares</p> <p style="text-align: center;"><u>SECOND AMENDED AND RESTATED</u> ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;"><b>RMH Holdings Limited</b> 德斯控股有限公司</p> <p style="text-align: center;">(<del>adopted by a special resolution</del> <u>Adopted pursuant to written resolutions of all the shareholders passed on 17 June 2024</u> <del>22 September, 2017</del> <u>with effect from the date of the listing of the shares of the Company on The Stock Exchange of Hong Kong Limited on 13 October, 2017</u>);</p>
Table of Contents	<u>Financial Year. . . . .</u> 167

Heading	<p style="text-align: center;">THE COMPANIES <del>ACT</del>LAW (AS REVISED) <del>EXEMPTED</del> COMPANY LIMITED BY SHARES</p> <p style="text-align: center;"><u>SECOND AMENDED AND RESTATED</u> ARTICLES OF ASSOCIATION OF <b>RMH Holdings Limited</b> 德斯控股有限公司</p> <p style="text-align: center;"><del>(adopted by a special resolution Adopted pursuant to written resolutions of all the shareholders passed on 17 June 2024 22 September, 2017 with effect from the date of the listing of the shares of the Company on The Stock Exchange of Hong Kong Limited on 13 October, 2017).</del></p>									
1.	The regulations in Table A in the Schedule to the Companies <del>Act</del> Law (as Revised) do not apply to the Company.									
2.	(1)	<p>In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.</p> <table border="0" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">WORD</th> <th style="text-align: left;">MEANING</th> </tr> </thead> <tbody> <tr> <td>“Articles”</td> <td>these Articles <u>of Association</u> in their present form or as supplemented or amended or substituted from time to time.</td> </tr> <tr> <td>“<u>Companies Act</u>”</td> <td><u>the Companies Act (As Revised) of the Cayman Islands as amended from time to time.</u></td> </tr> <tr> <td>“<u>Companies Ordinance</u>”</td> <td><u>the Companies Ordinance, Cap. 622 of the Laws of Hong Kong as amended from time to time.</u></td> </tr> </tbody> </table>	WORD	MEANING	“Articles”	these Articles <u>of Association</u> in their present form or as supplemented or amended or substituted from time to time.	“ <u>Companies Act</u> ”	<u>the Companies Act (As Revised) of the Cayman Islands as amended from time to time.</u>	“ <u>Companies Ordinance</u> ”	<u>the Companies Ordinance, Cap. 622 of the Laws of Hong Kong as amended from time to time.</u>
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“ <u>Companies Ordinance</u> ”	<u>the Companies Ordinance, Cap. 622 of the Laws of Hong Kong as amended from time to time.</u>									

		<p>“dollars” and “HK\$”</p> <p>“Law”</p> <p>“ordinary resolution”</p> <p>“special resolution”</p>	<p><u>Hong Kong</u> dollars, the <del>lawful</del><u>legal</u> currency <u>for the time being of Hong Kong.</u></p> <p>The <del>Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised)</del> of the Cayman Islands.</p> <p>a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting <u>held in accordance with these Articles</u> of which Notice has been duly given in accordance with Article 59.</p> <p>a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting <u>held in accordance with these Articles and of which Notice specifying the intention to propose the resolution as a special resolution</u> has been duly given in accordance with Article 59;</p> <p>a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or the Statutes.</p>
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		<p>“Statutes” the <u>Companies Act Law</u> and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.</p>
	(2)	(i) Section 8 and 19 of the Electronic Transactions <u>Act (as Revised) Law (2003)</u> of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.
3.	(1)	The <u>authorised</u> share capital of the Company at the date on which these Articles come into effect is <u>HK\$ 100,000,000 consisting of 10,000,000,000</u> <del>come into effect shall be divided into</del> shares of a par value of HK\$0.01 each.
	(2)	Subject to the <u>Companies Act Law</u> , the Company’s Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the <u>Companies Act Law</u> . The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the <u>Companies Act Law</u> .
4.		The Company may from time to time by ordinary resolution in accordance with the <u>Companies Act Law</u> alter the conditions of its Memorandum of Association to:
	(d)	sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Company’s Memorandum of Association (subject, nevertheless, to the <u>Companies Act Law</u> ), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;
6.		The Company may from time to time by special resolution, subject to any confirmation or consent required by the <u>Companies Act Law</u> , reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.

8.	(1)	Subject to the provisions of the <u>Companies Act</u> <del>Law</del> and the Company's Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.
	(2)	Subject to the provisions of the <u>Companies Act</u> <del>Law</del> , the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
10.		<p>Subject to the <u>Companies Act</u><del>Law</del> and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated <del>either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, <i>mutatis mutandis</i>, apply, but so that:</del></p> <p>(a) the necessary quorum (other than at an adjourned meeting) shall be two <u>Members present in person</u><del>persons</del> (or, in the case of a Member being a corporation, <u>by its duly authorized representative</u>) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two <u>Members</u><del>holders</del> present in person or (in the case of a Member being a corporation), <u>by its duly authorized representative</u>) or by proxy (whatever the number of shares held by them) shall be a quorum; and</p> <p>(b) every holder of shares of the class <u>present in person (or in the case of the Member being a corporation, by its duly authorised representative) or by proxy</u> shall be entitled on a poll to one vote for every such share held by him.</p>

12.	(1)	Subject to the <u>Companies Act</u> <del>Law</del> , these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.
13.	The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the <u>Companies Act</u> <del>Law</del> . Subject to the <u>Companies Act</u> <del>Law</del> , the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.	
15.	Subject to the <u>Companies Act</u> <del>Law</del> and these Articles, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose.	

16.	Every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. The <del>Seal</del> <del>seal of the Company</del> may only be affixed to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors. No certificate shall be issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon.
19.	Share certificates shall be issued within the relevant time limit as prescribed by the <del>Companies Act</del> <del>Law</del> or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.
44.	The Register and branch register of Members, as the case may be <u>and except when they are closed</u> , shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of <u>HK\$2.50</u> or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the <del>Companies Act</del> <del>Law</del> or, if appropriate, upon a maximum payment of <u>HK\$1.00</u> or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. <u>The Company may close the Register maintained in Hong Kong in a manner which complies with section 632 of the Companies Ordinance.</u>

48.	(3)	The Board in so far as permitted by any applicable law may, in its absolute discretion, at any time and from time to time transfer any share upon the Register to any branch register or any share on any branch register to the Register or any other branch register. In the event of any such transfer, the <u>Member</u> <del>shareholder</del> requesting such transfer shall bear the cost of effecting the transfer unless the Board otherwise determines.
	(4)	Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place at which the Register is kept in accordance with the <u>Companies Act Law</u> .
49.	(c)	the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the <u>Companies Act Law</u> or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and
56.		<del>The An annual general meeting of the Company shall be held in each financial year hold a general meeting as its other than the year of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it. Each annual general meeting shall be held within six (6) months after the end of the Company's financial year (or any not more than eighteen (18) months after the date of adoption of these Articles, unless a longer period authorised by would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board, at such time and place as the Board shall appoint.</del>
57.		<del>All Each general meetings meeting, other than an annual general meetings meeting, shall be called an extraordinary general meetings meeting. General meetings may be held in any part of the world as may be determined by the Board.</del>

58.	<p>The Board may, whenever it thinks fit, <u>convene an</u><del>call</del> extraordinary general <u>meeting</u><del>meetings</del>. <u>An extraordinary general meeting shall also be convened on the requisition of</u><del>Any</del> one or more Members holding, <u>on</u><del>at</del> the date of deposit of the requisition, a minority stake in the total number of issued shares of the Company, and the minimum stake required to do this shall not be less than <u>ten per cent. (10%) of the voting rights in the issued share</u><del>one-tenth of the paid-up</del> capital of the Company. Such Member(s) shall also be entitled to add resolutions to the <u>agenda for the extraordinary</u><del>right of voting at general meeting</del> so concerned. <del>meetings of the Company shall at all times have the right, by written</del> Such requisition shall be made in writing to the Board or the Secretary of the Company, for the purpose of requiring <del>to require</del> an extraordinary general meeting to be called by the Board for the transaction of any business <u>or resolution specified in such requisition</u>; <del>and, Such</del><del>such</del> meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>			
59.	(1)	<p>An annual general meeting <u>of the Company</u> must be called by Notice of not less than twenty-one (21) clear days <del>and not less than twenty (20) clear business days</del>. All <del>other</del> general meetings <del>(including, other than an annual</del><del>extraordinary</del> general meeting), must be called by Notice of not less than fourteen (14) clear days <del>and not less than ten (10) clear business days</del> but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the <u>Companies Act Law</u>, if it is so agreed:</p> <table border="1" data-bbox="526 1355 1359 1480"> <tr> <td data-bbox="526 1355 654 1480">(a)</td> <td data-bbox="654 1355 1359 1480">in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat <u>or their proxies</u>; and</td> </tr> </table>	(a)	in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat <u>or their proxies</u> ; and
(a)	in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat <u>or their proxies</u> ; and			
	(2)	<p>The <del>Notice</del><del>notice</del> shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify <del>the time and</del> place, the day, the hour and the <u>agenda</u> of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business; (as defined in Article 61), the general nature of <del>that</del><del>the</del> business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.</p>		

60.	The accidental omission to give Notice of a meeting or (in cases where instruments of proxy <u>or notice of appointment of corporate representative</u> are sent out with the Notice) to send such instrument of proxy <u>or notice of appointment of corporate representative</u> to, or the non-receipt of such Notice or such instrument of proxy <u>or notice of appointment of corporate representative</u> by, any person entitled to receive such Notice shall not invalidate any resolution passed or <u>any</u> <del>the</del> proceedings at <u>such</u> <del>that</del> meeting.	
61.	(1)	<p>All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business <u>shall be deemed special</u> that is transacted at an annual general meeting, with the exception of <u>the following, which shall be deemed ordinary business</u>:</p> <p>(b) <u>the consideration and adoption of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet;</u></p> <p>(d) <u>the appointment and removal of Auditors</u> (<del>where special notice of the intention for such appointment is not required by the Law</del>) and other officers;</p> <p>(e) <u>the fixing, or the determining of the method of fixing, of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors and the Auditors;</u></p> <p>(f) <u>the granting of any mandate or authority to the Board Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than twenty per cent. (20%) (or such other percentage as may from time to time be specified in the rules of the Designated Stock Exchange) in nominal value of its existing issued share capital and the number of any securities repurchased pursuant to paragraph (g) of this Article; and</u></p> <p>(g) <u>the granting of any mandate or authority to the Board Directors to repurchase securities of the Company.</u></p>

66.	(2)	<p>Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:</p> <p>(a) by at least three Members present in person (or, in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or</p> <p>(b) by a Member or Members present in person (or, in the case of a Member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or</p> <p>(c) by a Member or Members present in person (or, in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.</p> <p>A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.</p>
68.	On a poll, votes may be given either personally or by proxy.	
70.	All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the <u>Companies Act Law</u> . In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.	
73.	(2)	<p><u>Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration.</u> Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>

75.	<p>Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares <u>of the Company</u> may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. <u>On a poll or a show of hands votes may be given either personally (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy.</u> In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise <u>if he was or they were an individual Member.</u></p>
76.	<p>The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person <u>duly</u> authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.</p>

81.	(1)	Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of Members. The person so authorised shall be entitled to <u>vote and to exercise the same rights and powers on behalf of the <del>such</del> corporation which he represents as that the corporation could exercise if it was a Member who is-were an individual Member</u> and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.
	(2)	If a clearing house (or its nominee(s)), being a corporation, is a Member, it may <u>appoint one or more proxies or</u> authorise such person or persons as it thinks fit to act as its <u>representative or</u> representatives at any meeting of the Company <del>or at</del> any meeting of any class of Members <u>or any meeting of creditors</u> , and each of those proxies or representatives shall <u>enjoy rights equivalent to the rights of other Members</u> , provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. <u>A</u> <del>Each</del> person so authorised <u>pursuant to</u> <del>under</del> the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, <del>where a show of hands is allowed</del> ; the right to vote <del>individually on a show of hands</del> <u>and the right to speak</u> .

83.	(2)	Subject to the Articles and the <u>Companies Act Law</u> , the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.
	(3)	The <u>Board Directors</u> shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board <u>but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Members in general meeting.</u> Any Director appointed by the Board to fill a casual vacancy <u>shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by</u> <u>on</u> the Board <u>or</u> as an addition to the existing Board shall hold office only until the <u>first next</u> following annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election.
	(5)	The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove <u>any a</u> Director <u>(including a managing director or other executive Director)</u> at any time before the expiration of his <u>term period</u> of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim <u>which such Director may have for damages for under any such agreement</u> ) <u>any breach of any contract between the Company and such Director</u> ) and may <u>by ordinary resolution elect another person in his stead.</u> Any Director so appointed shall be subject to retirement by rotation pursuant to Article 84.
90.		An alternate Director shall only be a Director for the purposes of the <u>Companies Act Law</u> and shall only be subject to the provisions of the <u>Companies Act Law</u> insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent <i>mutatis mutandis</i> as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.

98.	Subject to the <u>Companies Act</u> <del>Law</del> and to these Articles, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Article 99 herein.		
101.	(3)	(c)	to resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the <u>Companies Act</u> <del>Law</del> .
	(4)	The Company shall not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance ( <del>Chapter 622 of the laws of Hong Kong</del> ) as if the Company were a company incorporated in Hong Kong.  Article 101(4) shall only have effect for so long as the shares of the Company are listed on The Stock Exchange of Hong Kong Limited.	
103.	The Board may by power of attorney appoint under the Seal any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. Such attorney or attorneys may, if so authorised under the Seal <del>of the Company</del> , execute any deed or instrument under their personal seal with the same effect as the affixation of the Company's Seal.		
107.	The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the <u>Companies Act</u> <del>Law</del> , to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.		

## APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS TO THE  
MEMORANDUM AND ARTICLES OF ASSOCIATION

110.	(2)	The Board shall cause a proper register to be kept, in accordance with the provisions of the <u>Companies Act-Law</u> , of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the <u>Companies Act-Law</u> in regard to the registration of charges and debentures therein specified and otherwise.
124.	(1)	The officers of the Company shall consist of at least one chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the <u>Companies Act-Law</u> and these Articles.
125.	(2)	The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the <u>Companies Act-Law</u> or these Articles or as may be prescribed by the Board.
127.		A provision of the <u>Companies Act-Law</u> or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.
128.		The Company shall cause to be kept in one or more books at its Office a Register of Directors and Officers in which there shall be entered the full names and addresses of the Directors and Officers and such other particulars as required by the <u>Companies Act-Law</u> or as the Directors may determine. The Company shall send to the Registrar of Companies in the Cayman Islands a copy of such register, and shall from time to time notify to the said Registrar of any change that takes place in relation to such Directors and Officers as required by the <u>Companies Act-Law</u> .

130.	(1)	<p>The Company shall have one or more Seals, as the Board may determine. For the purpose of sealing documents creating or evidencing securities issued by the Company, the Company may have a securities seal which is a facsimile of the Seal of the Company with the addition of the word “Securities” on its face or in such other form as the Board may approve. The Board shall provide for the custody of each Seal and no Seal shall be used without the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Subject as otherwise provided in these Articles, any instrument to which a Seal is affixed shall be signed autographically by one Director and the Secretary or by two Directors or by such other person (including a Director) or persons as the Board may appoint, either generally or in any particular case, save that as regards any certificates for shares or debentures or other securities of the Company the Board may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature. Every instrument executed in manner provided by this Article shall be deemed to be sealed and executed with the authority of the Board previously given.</p>
133.	<p>Subject to the <u>Companies Act Law</u>, the Company in general meeting may from time to time declare dividends in any currency to be paid to the Members but no dividend shall be declared in excess of the amount recommended by the Board.</p>	
134.	<p>Dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the <u>Companies Act Law</u>.</p>	

142.	(3)	The Company may upon the recommendation of the Board by ordinary resolution resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of paragraph (1) of this Article a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to <u>Members shareholders</u> to elect to receive such dividend in cash in lieu of such allotment.
	(4)	The Board may on any occasion determine that rights of election and the allotment of shares under paragraph (1) of this Article shall not be made available or made to any <u>Members shareholders</u> with registered addresses in any territory where, in the absence of a registration statement or other special formalities, the circulation of an offer of such rights of election or the allotment of shares would or might, in the opinion of the Board, be unlawful or impracticable, and in such event the provisions aforesaid shall be read and construed subject to such determination. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.
143.	(1)	The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. Unless otherwise provided by the provisions of these Articles, the Board may apply the share premium account in any manner permitted by the <u>Companies Act Law</u> . The Company shall at all times comply with the provisions of the <u>Companies Act Law</u> in relation to the share premium account.
146.		The following provisions shall have effect to the extent that they are not prohibited by and are in compliance with the <u>Companies Act Law</u> :
	(4)	A certificate or report by the auditors for the time being of the Company as to whether or not the Subscription Rights Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Rights Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to exercising warrant holders credited as fully paid, and as to any other matter concerning the Subscription Rights Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and <u>Members shareholders</u> .

APPENDIX III

PARTICULARS OF PROPOSED AMENDMENTS TO THE  
MEMORANDUM AND ARTICLES OF ASSOCIATION

147.	The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the <u>Companies Act</u> <del>Law</del> or necessary to give a true and fair view of the Company's affairs and to explain its transactions.	
152.	(1)	<u>The Members shall at</u> <del>At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall by</del> <u>ordinary resolution</u> appoint an <u>Auditor</u> <del>auditor</del> to audit the accounts of the Company and <del>such auditor shall</del> hold office until <u>the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditor in office shall continue in office until a successor is appointed. Such Auditor</u> <del>auditor</del> may be a Member but no Director or officer or employee of the Company, or employee of any Director, shall, during his continuance in office, be eligible to act as <u>Auditor</u> <del>an auditor of the Company</del> .
	(2)	The Members may, at any general meeting convened and held in accordance with these Articles, by <del>ordinary</del> <u>special</u> resolution, remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.
153.	Subject to the <u>Companies Act</u> , <del>Law</del> the accounts of the Company shall be audited at least once in every year.	
154.	The remuneration of the Auditor shall be fixed by the Company in general meeting <u>by</u> <del>ordinary resolution</del> or in such manner as the Members may determine.	
155.	If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy <del>and fix the remuneration of the Auditor so appointed in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditor so appointed under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members at such remuneration to be determined by the Members under Article 154.</del>	
162.	(1)	<u>Subject to Article 162(2), the</u> <del>The</del> Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
	(2)	<u>Subject to the Companies Act, a</u> <del>A</del> resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.

163.	(2)	If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the <u>Companies Act Law</u> , divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.
166.	No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the <u>Members</u> <del>members of the Company</del> to communicate to the public.	
<u>FINANCIAL YEAR</u>		
<u>167.</u>	<u>The Directors shall determine the financial year of the Company and may change it from time to time. Unless they determine otherwise, the financial year end of the Company shall be the 31st day of December in each calendar year.</u>	

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of RMH Holdings Limited (the “**Company**”) will be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong on Monday, 17 June 2024 at 10:00 a.m. for the following purposes:

As ordinary business,

1. To receive, consider and approve the audited financial statements of the Company and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2023;
2. To re-elect the following retiring Directors:
  - (i) Mr. Poon Chun Yin
  - (ii) Mr. Loke Wai Ming
  - (iii) Mr. Lee Chung Shun
  - (iv) Mr. Chau Wing Nam
  - (v) Mr. Yeung Pok Man Peason
  - (vi) Mr. Cheung Tsu Lun
  - (vii) Ms. Chong Wai Shan
3. To authorise the board of Directors (the “**Board**”) to fix their respective remuneration for the year ending 31 December 2024;
4. To re-appoint CL Partners CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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As special business, to consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:

5. “**THAT:**

- (a) subject to paragraph (c) of this Resolution, pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with unissued shares of HK\$0.01 each in the share capital of the Company or to resell treasury shares of the Company (if permitted under the GEM Listing Rules) and to make or grant offers, agreements and options, including bonds and warrants to subscribe for shares of the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription, conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchange for shares of the Company, shall not exceed the aggregate of:
  - (aa) 20 per cent. of the aggregate number of Shares of the Company in issue (excluding treasury shares) as at the date of the passing of this Resolution;and

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## NOTICE OF ANNUAL GENERAL MEETING

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(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of shares of the Company purchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of shares of the Company in issue (excluding treasury shares) as at the date of the passing of this Resolution),

and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this Resolution) of all powers of the Company to purchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange under the Hong Kong Code on Share Buy-backs issued by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate number of shares of the Company in issue (excluding treasury shares) as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the pass of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 5 above be and it is hereby approved to be extended by adding to the aggregate nominal amount of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 6 above.”
8. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments to the existing memorandum and articles of association of the Company (the “**Proposed Amendments**”) as set out in Appendix III to the circular of the Company dated 23 May 2024, be and are hereby approved;
- (b) the second amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles**”) and in the form tabled at the Meeting, marked “A” and for the purpose of identification initialed by the chairman of the meeting), be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company and with immediate effect after the close of this meeting; and
- (c) any one of the Directors or the Company Secretary of the Company be and is hereby authorised and instructed to do all such acts and things (including filing the New Memorandum and Articles with the relevant authorities for approval, endorsement and/or registration as appropriate) and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Director or Company Secretary of the Company in his or her sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Proposed Amendments and the adoption of the New Memorandum and Articles.”

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

Hong Kong, 23 May 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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*Explanatory Notes:*

- (1) In relation to the proposed resolution numbered 4 above, the Board concurs with the views of the audit committee of the Company and has recommended that CL Partners CPA Limited be re-appointed as the auditors of the Company.
- (2) In relation to the proposed resolutions numbered 5 and 7 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company.
- (3) In relation to the proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they consider appropriate for the benefit of the Company and the Members. An explanatory statement containing the information necessary to enable Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I of the circular.
- (4) For determining Members' entitlement to attend and vote (where applicable) at the Meeting, the register of Members will be closed from Wednesday, 12 June 2024 to Monday, 17 June 2024 (both dates inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify for exercising your voting right at the forthcoming Meeting, all transfer documents accompanied by the relevant share certificate must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 11 June 2024.
- (5) According to Rule 17.47(4) of the GEM Listing Rules, the voting at the meeting or its adjourned meeting will be taken by poll.

As at the date of this notice, the Directors are:

**Executive Directors**

Mr. Poon Chun Yin, Mr. Loke Wai Ming, Mr. Lee Chung Shun and Mr. Cui Han.

**Independent Non-executive Directors**

Mr. Chau Wing Nam, Mr. Yeung Pok Man Peason, Mr. Cheung Tsu Lun and Ms. Chong Wai Shan.

*This notice will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting. This notice will also be published on the Company's website at <https://www.rmholdings.com.sg>.*

*This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text.*