

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

**RMH Holdings Limited**  
**德斯控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8437)**

**DISQUALIFICATION OF AN INDEPENDENT NON-EXECUTIVE  
DIRECTOR**

On 9 November 2023, the Board passed a board resolution to disqualify Mr. Loke as an independent non-executive Director with effect from 9 November 2023 pursuant to the Articles of Association of the Company due to the absence of Mr. Loke Wai Ming from the Board meetings for six consecutive months, i.e. since 16 February 2023, without special leave of absence from the Board.

The board (the “**Board**”) of directors (the “**Directors**”) of RMH Holdings Limited (the “**Company**”) hereby announces that Mr. Loke Wai Ming (“**Mr. Loke**”), an independent non-executive Director, has not attended any Board meetings for six consecutive months, i.e. since 16 February 2023, without special leave of absence from the Board. During the period from 16 February 2023 up to the date of this announcement, the Board has effectively convened and held fourteen meetings to transact the business of the Company. Pursuant to Article 86(3) of the articles of association of the Company (the “**Articles of Association**”), the office of a Director shall be vacated if the Director, without special leave of absence from the Board, is absent from meetings of the Board for six consecutive months, and his alternate Director, if any, shall not during such period have attended in his stead and the Board resolves that his office be vacated.

Based on the reason as set out above, the office of Mr. Loke as an independent non-executive Director has been vacated by resolution of the Board passed in accordance with article 86(3) of the Articles of Association and Mr. Loke has ceased to be an independent non-executive Director with effect from 9 November 2023.

Saved as disclosed above, to the best knowledge, information and belief of the Directors, the Board is not aware of any disagreement between Mr. Loke and the Board or any matters that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and there will not be any material adverse effect on the operations of the Company and its subsidiaries following the disqualification of Mr. Loke.

Pursuant to Rule 5.05 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”), every board of directors of a listed issuer must include at least three independent non-executive directors. The audit committee of a listed issuer must comprise a minimum of three members comprising non-executive directors only under Rule 5.28 of the GEM Listing Rules. The nomination committee of a listed issuer must comprise a majority of independent non-executive directors under Rule 5.36A of the GEM Listing Rules.

Following the disqualification of Mr. Loke, the Board comprises five members with three executive Directors and two independent non-executive Directors. As a result, the number of independent non-executive Directors of the Board is below the minimum number prescribed under Rule 5.05 of the GEM Listing Rules. The number of members of the audit committee of the Board is reduced to two which is below the minimum number prescribed under Rule 5.28 of the GEM Listing Rules. The nomination committee of the Board comprises of four members, two of which are executive Directors and two of which are independent non-executive Directors and it fails to meet the requirement that the nomination committee must comprise a majority of independent non-executive directors under Rule 5.36A of the GEM Listing Rules. In order to comply with Rules 5.05, 5.28 and 5.36A of the GEM Listing Rules, the Company is endeavoring to identify a suitable candidate to fill up the abovementioned vacancies as soon as practicable and in any event within three months from 9 November 2023 as prescribed under Rules 5.06 and 5.33 of the GEM Listing Rules, and will make further announcement(s) as and when appropriate.

### **CONTINUED SUSPENSION OF TRADING**

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

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

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

Hong Kong, 9 November 2023

*As at the date of this announcement, the executive Directors are Mr. Yang Zhangxin, Mr. Cui Han and Mr. Lee Chung Shun; and the independent non-executive Directors are Mr. Liu Fei and Ms. Li Yin Fai.*

*This announcement, for which the Directors of the Company 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 announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the day of its posting. This announcement will also be published on the website of the Company at <https://www.rmhhk.com>.*

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