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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)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (“**Board**”) of Directors (“**Directors**”) of RMH Holdings Limited (the “**Company**”) announces that Ms. Li Yin Fai (“**Ms. Li**”) has tendered her resignation as the independent non-executive Director due to her other personal endeavors with effect from 17 November 2023.

Following the resignation of Ms. Li, she also ceased to be the chairperson of audit committee and a member of remuneration committee and nomination committee of the Company with effect from 17 November 2023.

Ms. Li has confirmed that she has no disagreement with the Board and there are no other matters that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to her resignation.

NON-COMPLIANCE WITH THE GEM LISTING RULES

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. Pursuant to Rule 5.05A of the GEM Listing Rules, a listed issuer must appoint independent non-executive directors representing at least one-third of the board. Pursuant to Rule 5.28 of the GEM Listing Rules, the audit committee of a listed issuer must comprise a minimum of three members. Pursuant to Rule 5.34 of the GEM Listing Rules, the remuneration committee of a listed issuer must be chaired by an independent non-executive director and comprise a majority of independent non-executive directors. Pursuant to Rule 5.36A of the GEM Listing Rules, the nomination committee of a listed issuer must comprise a majority of independent non-executive directors.

Following the resignation of Ms. Li, the Board comprises four members with three executive Directors and one independent non-executive Director. 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 and fails to meet the requirement set out in Rule 5.05A of the GEM Listing Rules. The number of members of the audit committee of the Board is reduced to one which is below the minimum number prescribed under Rule 5.28 of the GEM Listing Rules. The number of members of the remuneration committee of the Board is reduced to two and does not comprise a majority of independent non-executive directors as required under Rule 5.34 of the GEM Listing Rules. The nomination committee of the Board comprises of three members, two of which are executive Directors and one of which is independent non-executive Director 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, 5.34 and 5.36A of the GEM Listing Rules, the Company is endeavoring to identify suitable candidates 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, 20 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 Director is Mr. Liu Fei.

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 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.