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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 Mr. Liu Fei (“**Mr. Liu**”) has tendered his resignation as an independent non-executive Director due to his other personal endeavors with effect from 4 December 2023.

Following the resignation of Mr. Liu, he also ceased to be the chairman of remuneration committee and a member of audit committee and nomination committee of the Company with effect from 4 December 2023.

Mr. Liu has confirmed that he 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 his 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 Mr. Liu, the Board comprises three members with three executive Directors and the Company does not have any 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 audit committee of the Board does not have any members 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 one 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 two members, both of which are 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, 5.50A, 5.28, 5.34 and 5.36A of the GEM Listing Rules, the Company is endeavoring to identify suitable candidates to fill up the abovementioned vacancies as soon as practicable and in any event within three months from 9 November 2023 (for more details please refer to the announcement of the Company dated 20 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, 4 December 2023

*As at the date of this announcement, the executive Directors are Mr. Yang Zhangxin, Mr. Cui Han and Mr. Lee Chung Shun.*

*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 these 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.*