RMH HOLDINGS LIMITED
德斯控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8437)

DISCLOSEABLE TRANSACTION
DISPOSAL OF A SUBSIDIARY

THE DISPOSAL

On 31 December 2025 (after trading hours), the Company as the Vendor, entered into the Sale and Purchase Agreement with the Purchaser, pursuant to which the Vendor agreed to sell, and the Purchaser agreed to purchase, the Sale Shares at the Consideration of HK$1.

Upon Completion, the Target Company will no longer be a subsidiary of the Company, and the Company will cease to hold any of the issued share capital of the Target Company. Accordingly, the financial results of the Target Company will no longer be consolidated into the consolidated financial statements of the Group.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined in the GEM Listing Rules) in respect of the Disposal is greater than 5% but less than 25%, the Disposal constitutes a discloseable transaction for the Company and is subject to reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

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THE SALE AND PURCHASE AGREEMENT

The principal terms of the Sale and Purchase Agreement are summarised as follows:

Date

31 December 2025 (after trading hours)

Parties

(1) The Company, as the Vendor; and

(2) Mr. Yan Xianchang, as the Purchaser

Subject matter

Pursuant to the Sale and Purchase Agreement, the Vendor agreed to sell, and the Purchaser agreed to purchase, the Sale Shares. The Sale Shares represent 100% of the issued shares of the Target Company, which is a direct wholly-owned subsidiary of the Company as at the date of the Sale and Purchase Agreement and before Completion.

Consideration

The Consideration of HK$1 shall be paid by the Purchaser to the Vendor in cash upon Completion.

The Consideration was determined after arm's length negotiations between the Purchaser and the Vendor with reference to (i) the unaudited consolidated financial information of the Target Group for the year ended 31 December 2024 and the period ended 31 October 2025; (ii) the Company undertakes to waive the inter-group company amount due from the Target Company to the Company; (iii) the Vendor is confident to improve the financial position of the Target Company; and (iv) the Vendor is confident in the business nature and performance of the Target Company, and is able to collect the revenue receivables. The Directors (including the independent non-executive Directors) consider that the Consideration is fair and reasonable and on normal commercial terms and that the entering into of the Sale and Purchase Agreement and the transactions contemplated thereunder are in the interests of the Company and its Shareholders taken as a whole.

Completion

The Sale and Purchase Agreement is unconditional and Completion shall take place on 31 December 2025, upon execution of the relevant share transfer documents.

Upon Completion, the Target Company will no longer be a subsidiary of the Company, and the Company will cease to hold any of the issued share capital of the Target Company. Accordingly, the financial results of the Target Company will no longer be consolidated into the consolidated financial statements of the Group.

INFORMATION ON THE PARTIES INVOLVED

The Group and The Vendor

The Group, as the Vendor, is mainly engaged in three types of business, (i) the provision of clinical healthcare, as well as medical and aesthetic dermatology treatment services; (ii) the provision of dental implant and oral healthcare-related medical services and sales of related products through its subsidiaries in the People's Republic of China; and (iii) trading of healthcare and wellness products and nutritional supplements in Hong Kong.

The Purchaser

The Purchaser is a businessman with more than 10 years experience. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Purchaser is an Independent Third Party.

The Target Group

The Target Company is a company incorporated in Hong Kong with limited liability and a direct wholly-owned subsidiary of the Company. It is principally engaged in the provision of medical aesthetic services and sale of skin care products. Set out below is the summary of the consolidated financial information of the Target Group for the year ended 31 December 2024 and the period ended 31 October 2025:

	Year ended 31 December 2024 *SGD* *(unaudited)*	**Period ended 31 October 2025** *SGD* *(unaudited)*
Revenue	774,857	–
Net loss before taxation	788,458	838,308
Net loss after taxation	788,458	838,308

The unaudited net liabilities of the Target Group as at 31 October 2025 amounted to approximately SGD2,209,000.

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Board is of the view that the Disposal will not have any material adverse impact on the financial position and operation of the Group as a whole. The Disposal would allow the Group to (i) enhance its financial position by reducing liabilities and gearing ratio; (ii) streamline its business operations; and (iii) reallocate its existing resources to focus on developing its core business. The Board considers that the terms of the Disposal are on normal commercial terms, which are fair and reasonable and in the interest of the Company and its Shareholders as a whole.

FINANCIAL EFFECTS OF THE DISPOSAL

Upon Completion, the Target Company will no longer be a subsidiary of the Company, and the Company will cease to hold any of the issued share capital of the Target Company. Accordingly, the financial results of the Target Company will no longer be consolidated into the consolidated financial statements of the Group.

Subject to the final audit, it is expected that the Company will record a gain of approximately SGD2,209,000 from the Disposal after deducting the expenses attributable thereto. The actual amount of gain or loss as a result of the Disposal to be recorded by the Company will be subject to the review and final audit by the auditors of the Company. The proceeds from the Disposal are currently intended to be used by the Group for general working capital.

The aforesaid estimation is for illustrative purpose only and does not purport to represent the financial position of the Group after Completion. The actual financial effects of the Disposal will be determined with reference to the financial status of the Target Company as at the date of Completion.

IMPLICATIONS UNDER THE GEM LISTING RULES

As one or more of the applicable percentage ratios (as defined in the GEM Listing Rules) in respect of the Disposal is greater than 5% but less than 25%, the Disposal constitutes a discloseable transaction for the Company and is subject to reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

DEFINITIONS

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

"Board"	the board of Directors
"Company" or "Vendor"	RMH Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares are listed and traded on GEM of the Stock Exchange (Stock code: 8437)
"Completion"	completion of the Disposal
"connected person(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Consideration"	HK$1 to be paid by the Purchaser to the Vendor
"Directors"	the directors of the Company
"Disposal"	the sale of the Sale Shares by the Vendor to the Purchaser
"GEM"	GEM of the Stock Exchange
"GEM Listing Rules"	Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	third party(ies) independent of the Company and its connected persons

"Purchaser"	Mr. Yan Xianchang, an Independent Third Party
"Sale and Purchase Agreement"	the sale and purchase agreement dated 31 December 2025 entered into between the Vendor and the Purchaser in relation to the Disposal
"Sale Share(s)"	100% of the issued share capital of the Target Company
"SGD"	Singapore dollars, the lawful currency of the Singapore
"Shareholders"	shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Company"	RMH (Hong Kong) Holdings Limited, a company incorporated in Hong Kong with limited liability, and a direct wholly-owned subsidiary of the Company
"Target Group"	Target Company and its subsidiaries
"%"	per cent

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

Hong Kong, 31 December 2025

As at the date of this announcement, the executive Directors are Mr. Poon Chun Yin (Chairman), Mr. Lee Chung Shun (Deputy Chairman) and Mr. Tang Ho Lun Ronald; and the independent non-executive Directors are Mr. Chau Wing Nam, Mr. Yeung Pok Man Peason, Ms. Chong Wai Shan and Ms. Chan Siu Mat.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting. This announcement will also be published on the Company's website at https://www.rmhholdings.com.sg.

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