RMH HOLDINGS LIMITED
德斯控股有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8437)

SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO DISCLOSEABLE TRANSACTION

This announcement is made by RMH Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") as a supplemental announcement to the announcement dated 31 December 2025 (the "**Announcement**") in relation to the disposal of its subsidiary (the "**Disposal**").

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

This supplemental announcement is made to provide further information in response to the enquiries raised by The Stock Exchange of Hong Kong Limited regarding the basis of the consideration, the financial information of the Target Group and the Directors' assessment on the fairness and reasonableness of the Disposal.

FURTHER DETAILS OF THE TARGET GROUP'S FINANCIAL INFORMATION

As disclosed in the Announcement, the unaudited consolidated financial information of the Target Group showed a revenue of approximately SGD774,857 for the year ended 31 December 2024 and no revenue for the ten months ended 31 October 2025, with net losses recorded for both periods.

The Target Group recorded a net loss before and after taxation of approximately SGD788,458 for the year ended 31 December 2024 and approximately SGD838,308 for the ten months ended 31 October 2025. As at 31 October 2025, the unaudited net liabilities of the Target Group amounted to approximately SGD2,198,000.

The Target Group has long outstanding liabilities, including overdue rental liabilities of approximately SGD1,886,000, outstanding renovation costs of approximately SGD615,000 and accrual salary SGD286,000 for the ten months ended 31 October 2025.

The Target Group has long outstanding liabilities, including overdue rental liabilities of approximately SGD1,953,000, outstanding renovation costs of approximately SGD640,000 and accrual salary SGD217,000 for the year ended 31 December 2024.

The Directors note that such net liabilities position was mainly attributable to accumulated operating losses, long outstanding trade and other payables, overdue rental liabilities and renovation-related costs incurred in prior periods. The Target Group did not have sufficient operating cash flows or assets to meet its outstanding obligations, nor did it possess any material income-generating assets as at 31 October 2025.

REASONS FOR NO REVENUE RECORDED BY THE TARGET GROUP FOR THE TEN MONTHS ENDED 31 OCTOBER 2025

The Target Group comprises several companies which are dormant in nature and do not carry on any active business operations and only hold outstanding liabilities, together with one trading company.

The trading business had been operating at a loss for a prolonged period. As a result, the Target Group disposed of its remaining inventories in 2024 and subsequently ceased the relevant trading operations. No new trading activities were conducted thereafter.

The Group's principal businesses, namely (i) the provision of dermatological medical aesthetic and treatment services, and (ii) the provision of dental care and dental implant services, are conducted by other subsidiaries of the Company and are not carried out under the Target Group. Accordingly, no revenue was generated by the Target Group during the ten months ended 31 October 2025.

INTER-GROUP COMPANY AMOUNT AND WAIVER

As at the date of the Disposal, the inter-group company amount due from the Target Company to the Company amounted to approximately SGD21,658,000.

After considering the financial condition and business prospects of the Target Group, the Directors are of the view that the Target Group does not have the financial capability to repay the inter-group company amount.

In addition, the Target Group has long outstanding liabilities, including overdue rental liabilities of approximately SGD1,886,000, outstanding renovation costs of approximately SGD615,000 and accrual salary SGD286,000 for the ten months ended 31 October 2025.

The Purchaser agreed to acquire the Target Group on the condition that the Company would waive the inter-group company amount. The waiver enables the Company to fully divest itself of the Target Group together with its associated liabilities and to eliminate further financial exposure to the Target Group.

The Directors consider that waiving an inter-group company amount which is unlikely to be recoverable, in exchange for removing the related liabilities and obligations from the Group, is beneficial to the Company and its shareholders as a whole, including minority shareholders.

LONG OUTSTANDING TRADE RECEIVABLES BACKGROUND AND BREAKDOWN

The long outstanding trade receivables mainly arose from the Target Group's historical business operations and were due from a single counterparty.

The long outstanding receivables relates to a single customer, with payments for medical beauty products amounting to approximately HKD3,500,000 for the period ended 31 October 2025 of the financial statement. The products include health supplements, masks, and hand sanitizers.

NO RELATIONSHIP WITH THE PURCHASER AND DR. LOH TECK HIONG

There is no agreement, arrangement, understanding or undertaking (whether formal or informal, express or implied) between the Purchaser and the Company and its connected persons (including but not limited to Dr. Loh Teck Hiong).

RECOVERY ACTIONS TAKEN BY THE COMPANY

The Company had taken various recovery actions, including issuing repeated payment reminders, conducting management follow-ups and engaging in negotiations with the relevant counterparty.

The matter was discussed at the Company's internal control meetings and at the Board level. The Board considered that commencing legal proceedings would involve substantial costs and time, with a low likelihood of successful recovery, and would therefore not be cost-effective. Accordingly, the Board considered that management follow-ups and negotiations were reasonable and sufficient under the circumstances.

During the recovery process, the management successfully recovered approximately HKD600,500 in aggregate. However, the management subsequently became aware of the counterparty's financial difficulties, and the counterparty commenced deregistration procedures in August 2025, which was also communicated to the Purchaser prior to the Disposal.

DIRECTORS' ASSESSMENT ON FAIRNESS AND REASONABLENESS OF THE CONSIDERATION

The Target Group was in a net liabilities position at the time of the Disposal and did not carry on any revenue-generating business.

The Directors understand that the Purchaser is willing to acquire the Target Group based on his confidence in resolving the Target Group's long outstanding liabilities and recovering its long outstanding trade receivables after completion of the Disposal.

Taking into account (i) the net liabilities position of the Target Group, (ii) the absence of revenue-generating activities, (iii) the waiver of the inter-group company amount, and (iv) the transfer of all liabilities and obligations of the Target Group to the Purchaser upon completion, the Disposal was conducted at a nominal consideration of HK$1.

The Board considers that the Consideration is fair and reasonable, on normal commercial terms, and that the Disposal is in the interests of the Company and its shareholders as a whole.

CONTINUED SUSPENSION OF CONSOLIDATION

Upon completion of the Disposal, the Target Company ceased to be a subsidiary of the Company and the financial results of the Target Group are no longer consolidated into the consolidated financial statements of the Group.

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

Hong Kong, 26 February 2026

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.