
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in RMH Holdings Limited, you should at once hand this supplemental circular together with the accompanying revised form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, 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 supplemental circular.

RMH HOLDINGS LIMITED
德斯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8437)

SUPPLEMENTAL CIRCULAR
TO THE CIRCULAR DATED 30 MARCH 2020
IN RELATION TO
PROPOSED RE-ELECTION OF DIRECTORS
AND
SUPPLEMENTARY NOTICE OF THE POSTPONED ANNUAL GENERAL MEETING

This supplemental circular (the “**Supplemental Circular**”) should be read together with the circular to shareholders of the Company (the “**Shareholders**”) dated 31 March 2020 (the “**First Circular**”). A notice (the “**Notice**”) convening the annual general meeting of the Company (the “**AGM**”) to be held at Level 30, Six Battery Road, Singapore 049909 on Thursday, 14 May 2020 at 10:00 a.m. is set out in the First Circular. The supplemental notice (the “**Supplemental Notice**”) of the AGM which is postponed and rescheduled to Friday, 26 June 2020, at 3:00 p.m. (the “**Postponed AGM**”) is set out on pages 9 to 11 of this Supplemental Circular.

A revised form of proxy (the “**Revised Proxy Form**”) is enclosed herewith and shall supersede the first form of proxy dispatched to the Shareholders on 31 March 2020 (the “**First Proxy Form**”). Whether or not you are able to attend the Postponed AGM, you are requested to complete the Revised Proxy Form enclosed with this Supplemental Circular in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Postponed AGM. The completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the Postponed AGM or any adjournment thereof if you so wish.

PRECAUTIONARY MEASURES FOR THE POSTPONED ANNUAL GENERAL MEETING

Due to the constantly evolving COVID-19 pandemic situation, the Company may need to take certain precautionary measures at the venue of the Postponed AGM to ensure the safety of attendees, including (but not limited to) requiring all attendees to have body temperature check and wear face masks. In addition, no refreshments will be served and no corporate gift will be distributed at the meeting. The Company reserves the right to deny admission to the meeting venue if any person does not comply with the precautionary measures to be taken at the meeting or such person is subject to any HKSAR Government prescribed quarantine.

10 June 2020

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
SUPPLEMENTAL LETTER FROM THE BOARD	1
Introduction	1
Proposed Re-election of Directors	2
Other information of the Postponed AGM	3
Voting by Poll	5
Responsibility Statement	5
Recommendation	5
APPENDIX I – DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED	6
SUPPLEMENTAL NOTICE OF THE POSTPONED ANNUAL GENERAL MEETING .	9

SUPPLEMENTAL LETTER FROM THE BOARD

RMH HOLDINGS LIMITED 德斯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8437)

Executive Directors:

Dr. Loh Teck Hiong (*Chairman*)

Mr. Liu Yang

Dr. Seow Swee How

Independent Non-executive Directors:

Mr. Cheung Kiu Cho, Vincent

Mr. Ong Kian Guan

Mr. Yang Zhangxin

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

Unit 912, 9/F

Two Harbourfront

22 Tak Fung Street

Hunghom, Kowloon

Hong Kong

To the Shareholders,

Dear Sir or Madam,

PROPOSED RE-ELECTION OF DIRECTORS AND SUPPLEMENTAL NOTICE OF THE POSTPONED ANNUAL GENERAL MEETING

INTRODUCTION

This supplemental circular is supplemental to, and should be read in conjunction with, the circular of the Company dated 31 March 2020 (the “**First Circular**”). Unless otherwise defined, terms undefined herein shall have the meaning ascribed to them in the First Circular and the Announcement (as defined below).

SUPPLEMENTAL LETTER FROM THE BOARD

Reference is also made to the announcement of the Company dated 8 May 2020 in relation to, among other things, the postponement and rescheduling of the AGM, change of book closure period and the proposed appointment of Mr. Liu Yang as an executive Director (the “**Announcement**”).

The purpose of this supplemental circular is to set out the supplemental notice of the Postponed AGM (the “**Supplemental Notice**”) and to provide you with relevant information to enable you to make an informed decision on whether to vote for or against the supplemental resolutions at the Postponed AGM.

PROPOSED RE-ELECTION OF DIRECTORS

Subsequent to the dispatch of the First Circular and the Notice, Mr. Liu Yang (“**Mr. Liu**”) was appointed as an executive Director with effect from 23 April 2020, Dr. Seow Swee How (“**Dr. Seow**”) was appointed as an executive Director with effect from 8 June 2020 and Mr. Yang Zhangxing (“**Mr. Yang**”) was appointed as an independent non-executive Director with effect from 8 June 2020. The Board has approved the submission of additional resolutions for consideration at the Postponed AGM in relation to re-election of Mr. Liu, Dr. Seow and Mr. Yang. Pursuant to the articles of association of the Company, Mr. Liu, Dr. Seow and Mr. Yang are required to retire from office as Directors at the Postponed AGM and, being eligible, offer themselves for re-election. The Board, upon the recommendation of the nomination committee of the Company, has proposed the following additional resolutions to be considered at the Postponed AGM in relation to re-election of Mr. Liu as an executive Director, Dr. Seow as an executive Director and Mr. Yang as an independent non-executive Director as ordinary resolutions:

“2 (iii). To re-elect Mr. Liu Yang as executive director of the Company.”

“2 (iv). To re-elect Dr. Seow Swee How as executive director of the Company.”

“2 (v). To re-elect Mr. Yang Zhangxin as independent non-executive director of the Company.”

The biographies of Mr. Liu, Dr. Seow and Mr. Yang are set out in Appendix I to this Supplemental Circular.

SUPPLEMENTAL LETTER FROM THE BOARD

OTHER INFORMATION OF THE POSTPONED AGM

Since the Notice and First Proxy Form sent together with the First Circular do not contain the proposed additional resolutions for the re-election of Mr. Liu as an executive Director, Dr. Seow as an executive Director and Mr. Yang as an independent non-executive Director as set out in this Supplemental Circular, a Supplemental Notice has been set out on pages 9 to 11 of this Supplemental Circular and the Revised Proxy Form is enclosed with this Supplemental Circular to include such proposed additional resolutions.

Whether or not you intend to attend and vote at the Postponed AGM in person, you are requested to complete the Revised Proxy Form in accordance with the instructions printed on it and return the completed Revised Proxy Form to the Company's Hong Kong Branch Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Postponed AGM or any adjournment thereof (as the case may be) (the "**Closing Time**"). Shareholders who have appointed or intend to appoint proxy to attend the Postponed AGM are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Revised Proxy Form:

1. A Shareholder who has not yet lodged the First Proxy Form with the Company's Hong Kong Branch Registrar is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxy to attend, speak and vote at the Postponed AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's Hong Kong Branch Registrar.
2. A Shareholder who has already lodged the First Proxy Form with the Company's Hong Kong Branch Registrar should note that:
 - (i) If no Revised Proxy Form is lodged with the Company's Hong Kong Branch Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Postponed AGM (including, if properly put, a resolution for the re-election of the additional candidates as Directors as set out in this Supplemental Circular) except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.

SUPPLEMENTAL LETTER FROM THE BOARD

- (ii) If the Revised Proxy Form is lodged with the Company's Hong Kong Branch Registrar before the Closing Time, the Revised Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder.

- (iii) If the Revised Proxy Form is lodged with the Company's Hong Kong Branch Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the Revised Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Company's Hong Kong Branch Registrar. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Company's Hong Kong Branch Registrar before the Closing Time.

Shareholders are reminded that submission of the First Proxy Form and/or the Revised Proxy Form shall not preclude Shareholders from attending the Postponed AGM or any adjourned meeting thereof and voting in person should they so wish.

If you are a non-registered Shareholder, i.e. your Shares are held through an intermediary (for example, a bank, custodian or securities broker) or registered in the name of your nominee, you will not receive the Revised Proxy Form directly from the Company, and you will need to give instructions to your intermediary/nominee to vote on your behalf. If you wish to attend, speak and vote at the Postponed AGM, you should seek authorization to do so from your intermediary/nominee directly.

SUPPLEMENTAL LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, the voting of the Shareholders at the Postponed AGM must be taken by poll. The chairman of the Postponed AGM will therefore demand a poll for all resolutions to be put to the vote at the meeting pursuant to the Articles. An announcement on the poll vote results will be made by the Company after the Postponed AGM.

RESPONSIBILITY STATEMENT

This Supplemental Circular, for which the Directors 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 Supplemental Circular 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 Supplemental Circular misleading.

RECOMMENDATION

The Board is of the view that the additional resolutions in respect of the proposals for (i) the re-election of Mr. Liu as an executive Director; (ii) the re-election of Dr. Seow as an executive Director; and (iii) the re-election of Mr. Yang as an independent non-executive Director are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the additional resolutions to be proposed as set out in the Supplemental Notice.

Yours faithfully,
For and on behalf of the Board
RMH Holdings Limited
Loh Teck Hiong
Chairman

Hong Kong, 10 June 2020

Stated below are the details of the Directors who will retire and be eligible for re-election at the Postponed AGM in accordance with the Articles.

Mr. Liu Yang

Mr. Liu, aged 33, who was appointed as an executive Director and a co-chairman of the Board with on 23 April 2020, graduated from Beijing Opening University with bachelor's degree of International Economics and Trade in 2009. Mr. Liu held the position of general manager and chairman of the board of directors of 深圳市網聯通盈網絡科技有限公司 from August 2012 to December 2015 and from January 2016 to December 2019 respectively. Mr. Liu is currently acting as a chief executive officer of J.W. (Joinway Holdings) Culture Media Planning & Production International Holdings Limited since January 2020, and a non-executive director and a vice chairman of China Financial Leasing Group Limited (a company listed on the Main Board of the Stock Exchange, stock code: 2312) since 8 April 2020. Mr. Liu has extensive experience in marketing and business development in China, Hong Kong and South East Asia.

Mr. Liu has entered into a service agreement with the Company for an initial term of three years, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the articles of association of the Company. Pursuant to the service agreement, he is entitled to salary of S\$20,000 per month. Such salary will be reviewed annually by the Board and the remuneration committee with reference to his performance and the operating results of the Group.

As of the Latest Practicable Date, Mr. Liu did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"), and Mr. Liu has no relationships with any directors, senior management or substantial or controlling Shareholders.

Save as disclosed herein, Mr. Liu (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial Shareholders or controlling Shareholders; and (iii) is not interested nor deemed to be interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there are no other matters relation to the re-election of Mr. Liu as an executive Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rules 17.50(2)(h) to (w) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

Dr. Seow Swee How

Dr. Seow, aged 53, who was appointed as an executive Director and the Chief executive officer of the Company on 8 June 2020, graduated from National University of Singapore with Bachelor of Science degree in 1991 and Doctor of Philosophy degree in 1997.

Dr. Seow was a deputy chief executive officer and chief operating officer of MaNaDr Mobile Health from May 2016 to December 2019. He was a managing director and chief technology officer of Nipsea Group/Nippon Paint Group from January 2010 to April 2016, a member of the board in a cleantech fund and asset management company from January 2016 to December 2017, a regional director of Solvay S.A. from January 2006 to December 2009, a regional development director of Milliken & Company from January 2002 to December 2005, a regional manager of Eastman Chemical Company from January 1997 to December 2001. Dr. Seow has extensive experience in healthcare, healthtech, pharmaceutical, cleantech and chemical industries in China, Singapore and the United States.

Dr. Seow has entered into a service agreement with the Company for an initial term of three years, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the articles of association of the Company. Pursuant to the service agreement, he is entitled to a salary of S\$20,000.00 per month. Such salary will be reviewed annually by the Board and the remuneration committee with reference to his performance and the operating results of the Group.

As of the Latest Practicable Date, Dr. Seow did not have any interests in the shares of the Company within the meaning of Part XV of the SFO, and Dr. Seow has no relationships with any directors, senior management or substantial or controlling Shareholders.

Save as disclosed herein, Dr. Seow (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial Shareholders or controlling Shareholders; and (iii) is not interested nor deemed to be interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there are no other matters relation to the re-election of Dr. Seow as an independent non-executive Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rules 17.50(2)(h) to (w) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

Mr. Yang Zhangxin

Mr. Yang, aged 29, who was appointed as an independent non-executive Director on 8 June 2020, graduated from Shandong Xiehe University with bachelor's degree of Nursing in 2014. Mr. Yang held the position of operating director of 美哈(深圳)專科診所管理有限公司 from June 2019 to April 2020. He was a head nurse of The Second Affiliated hospital of Zhejiang University School of Medicine from June 2013 to May 2019 and a practice nurse from July 2012 to March 2013. Mr. Yang has extensive experience in healthcare and knowledge of nursing.

Mr. Yang has entered into a service agreement with the Company for an initial term of two years, unless terminated by either party in accordance with the terms thereof and subject to re-election in accordance with the articles of association of the Company. Pursuant to the service agreement, he is entitled to director's remuneration of HKD120,000.00 per annum. Such salary will be reviewed annually by the Board and the remuneration committee with reference to his performance and the operating results of the Group.

As of the Latest Practicable Date, Mr. Yang did not have any interests in the shares of the Company within the meaning of Part XV of the SFO, and Mr. Yang has no relationships with any directors, senior management or substantial or controlling Shareholders.

Save as disclosed herein, Mr. Yang (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial Shareholders or controlling Shareholders; and (iii) is not interested nor deemed to be interested in any Shares within the meaning of Part XV of the SFO.

Mr. Yang has confirmed that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed herein, there are no other matters relation to the re-election of Mr. Yang as an independent non-executive Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rules 17.50(2)(h) to (w) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

Save as above, there were no other matters relating to the re-election of Mr. Liu, Dr. Seow and Mr. Yang as Directors to be brought to the attention of the Shareholders.

SUPPLEMENTAL NOTICE OF POSTPONED ANNUAL GENERAL MEETING

RMH HOLDINGS LIMITED

德斯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8437)

SUPPLEMENTAL NOTICE OF THE POSTPONED ANNUAL GENERAL MEETING

Reference is made to the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of RMH Holdings Limited (the “**Company**”) dated 31 March 2020 which set out the details of the resolutions to be proposed at the Postponed AGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the postponed AGM (the “**Postponed AGM**”) will be held at 24/F., OfficePlus @Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong on Friday, 26 June 2020, at 3:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions, in addition to the resolutions set out in the Notice:

ORDINARY RESOLUTIONS

“2 (iii). To re-elect Mr. Liu Yang as executive director of the Company.”

“2 (iv). To re-elect Dr. Seow Swee How as executive director of the Company.”

“2 (v). To re-elect Mr. Yang Zhangxin as independent non-executive director of the Company.”

By Order of the Board
RMH Holdings Limited
Loh Teck Hiong
Chairman

Hong Kong, 10 June 2020

Notes:

- (1) Except for the proposed supplemental resolutions, all other matters of the Postponed AGM remain unchanged. For details of the other resolutions to be considered and approved at the Postponed AGM, please refer to the circular and the notice for the AGM dated 31 March 2020. Unless otherwise defined in this Supplemental Notice, capitalised terms used in this Supplemental Notice shall have the same meanings as those defined in the Supplemental Circular.

SUPPLEMENTAL NOTICE OF POSTPONED ANNUAL GENERAL MEETING

- (2) A revised proxy form (the “**Revised Proxy Form**”) containing the resolutions mentioned above is enclosed with the Supplemental Circular. The proxy form issued by the Company along with the Notice (the “**First Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the Company’s branch share registrar.
- (3) Shareholders are entitled to appoint one or more proxies to attend the Postponed AGM, but only one of proxies can be designated to vote at the Postponed AGM. For the avoidance of doubt, should the proxies being appointed to attend the Postponed AGM under each of the First Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attended the Postponed AGM, only the proxy validly appointed under the Revised Proxy Form shall be designated to vote on all the resolutions at the Postponed AGM.
- (4) Any member of the Company (the “**Member**”) entitled to attend and vote at the Postponed AGM or its adjourned meeting (as the case may be) is entitled to appoint one or more proxies (if such member is the holder of two or more shares in the Company) to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association of the Company. A proxy need not be a Member but must be present in person at the Meeting to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (5) Where there are joint holders of any share of the Company, any one of such joint holders may vote at the Postponed AGM or its adjourned meeting, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (6) The Revised Proxy Form for use at the Postponed AGM or its adjourned meeting is enclosed.
- (7) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Postponed AGM or its adjourned meeting. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the Postponed AGM or its adjourned meeting.
- (8) References to time and date in this Supplemental Notice are to Hong Kong time and dates.
- (9) For determining Members’ entitlement to attend and vote at the Postponed AGM, the register of Members will be closed from Monday, 22 June 2020 to Friday, 26 June 2020 (both dates inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify for attending the forthcoming Meeting, all transfer documents accompanied by the relevant share certificate must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 19 June 2020.
- (10) According to Rule 17.47(4) of the GEM Listing Rules, the voting at the meeting or its adjourned meeting will be taken by poll.

SUPPLEMENTAL NOTICE OF POSTPONED ANNUAL GENERAL MEETING

As at the date of this notice, the Directors are:

Executive Directors

Dr. Loh Teck Hiong, Mr. Liu Yang and Dr. Seow Swee How.

Independent non-executive Directors

Mr. Cheung Kiu Cho, Vincent, Mr. Ong Kian Guan and Mr. Yang Zhangxin.

This notice will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting. This notice will also be published on the Company’s website at <https://www.rmholdings.com.sg>.

This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text.