

*Hong Kong Exchanges Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this announcement, 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 announcement.*

**RMH HOLDINGS LIMITED**

**德斯控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8437)**

**(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;  
(2) CHANGE OF COMPOSITION OF BOARD COMMITTEES; AND  
(3) RE-COMPLIANCE WITH THE GEM LISTING RULES**

The board (the “**Board**”) of directors (the “**Director(s)**”) of RMH Holdings Limited (the “**Company**”) hereby announces that (i) Mr. Chau Wing Nam (“**Mr. Chau**”) has been appointed as an independent non-executive Director (“**INED**”), the chairman of the audit committee (“**Audit Committee**”) of the Company and a member of each of the remuneration committee (“**Remuneration Committee**”) and the nomination committee (“**Nomination Committee**”) of the Company; (ii) Mr. Yeung Pok Man Peason (“**Mr. Yeung**”) has been appointed as an INED, the chairman of the Remuneration Committee and a member of the Audit Committee; and (iii) Mr. Cheung Tsu Lun (“**Mr. Cheung**”) has been appointed as an INED and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee all with effect from 21 March 2024.

The biographical details of each of Mr. Chau, Mr. Yeung and Mr. Cheung are as follows.

**Mr. Chau Wing Nam**

Mr. Chau, aged 36, has 5 years of experience in handling initial public offering projects including both the main board and GEM. In addition, he had more than 6 years of experience in providing auditing, assurance and business advisory services. Additionally, he is familiar with Hong Kong accounting standards, taxation, financial reporting, cash flow forecast and budgeting and listing rules and compliance regulations.

Mr. Chau has also been directors of several Hong Kong listed companies. He has been an independent non-executive director of K Group Holdings Limited (Stock Code: 8475) since 6 June 2022. He has been an independent non-executive director of Mobile Internet (China) Holdings Company (Stock Code: 1439) since 10 February 2023. He has been an independent non-executive director of China Bozza Development Holdings Limited (Stock Code: 1069) since 14 August 2023.

Mr. Chau obtained a bachelor degree in accounting & accounting technologies from Curtin University of Technology in 2010. He was admitted as a member of the Hong Kong Institute of Certified Public Accounts in 2017. He is also a member of The Association of Hong Kong Accountants.

Mr. Chau has entered into a letter of appointment with the Company for an initial term of 1 year, and will be subject to retirement by rotation and re-election at the general meeting in accordance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) and the articles of association of the Company (the “**Articles**”). He will be entitled to a director’s remuneration of HK\$8,000 per month which has been determined by the Board with reference to his duties and experience and the prevailing marketing conditions.

Save as disclosed above, as at the date of this announcement, Mr. Chau (i) does not hold any other positions with any members of the Group; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not have any relationships with any Directors, senior management or substantial shareholders or controlling shareholders; and (iv) does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Chau confirmed that (i) he met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there is no information that is required to be disclosed in accordance with Rule 17.50(2)(h) to (v) of the GEM Listing Rules, nor any other matters that need to be brought to the attention of the shareholders of the Company in relation to the appointment of Mr. Chau as an independent non-executive Director.

The board would like to take this opportunity to welcome Mr. Chau to the Board.

### **Mr. Yeung Pok Man Peason**

Mr. Yeung, aged 47, has over 20 years of experience in financial planning and investment consulting. From July 2001 to December 2002, Mr. Yeung has served as the vice president in Fuji Hong Kong Commodities Co. Ltd. From January 2003 to May 2005, Mr. Yeung has served as a financial planning manager in 力斯頓顧問有限公司 (Lexton Limited\*). From July 2005 to June 2007, he has served as a sales director in Centaline Wealth Management Limited. From June 2007 to September 2009, he has served as a principal consultant in Cinda Investment Consultant Limited, Hong Kong. From as well as a marketing director in Cinda Wealth Management Advisor Limited, Hong Kong at the same time. Since September 2009, he has been working as a general manager in Centaline Wealth Management Limited (Beijing). He is also one of the founders of Global K Infuse Limited.

Mr. Yeung obtained double bachelor degrees in business administration and information system management from University of Washington, Seattle, WA in June 2001. He has also obtained a master’s degree in business administration from Royal Roads University Canada in 2017.

Mr. Yeung has entered into a letter of appointment with the Company for an initial term of 1 year, and will be subject to retirement by rotation and re-election at the general meeting in accordance with the GEM Listing Rules and the Articles. He will be entitled to a director’s remuneration of HK\$8,000 per month which has been determined by the Board with reference to his duties and experience and the prevailing marketing conditions.

Save as disclosed above, as at the date of this announcement, Mr. Yeung (i) does not hold any other positions with any members of the Group; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not have any relationships with any Directors, senior management or substantial shareholders or controlling shareholders; and (iv) does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Yeung confirmed that (i) he met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there is no information that is required to be disclosed in accordance with Rule 17.50(2)(h) to (v) of the GEM Listing Rules, nor any other matters that need to be brought to the attention of the shareholders of the Company in relation to the appointment of Mr. Yeung as an independent non-executive Director.

The board would like to take this opportunity to welcome Mr. Yeung to the Board.

### **Mr. Cheung Tsu Lun**

Mr. Cheung, aged 42, has over 15 years of experience in finance. From July 2007 to October 2009, He has served as a financial consultant in Convoy Financial Services Limited. From November 2009 to June 2012, he has served as a financial planning manager in Bank of China. From September 2012 to July 2017, he has served as a financial plan manager in Ftlife Insurance Company Limited. From June 2016 to July 2017, he has served as a director in Panamax AG. From July 2017 to January 2020, he has served as an executive director in Global Strategic Group Limited.

Mr. Cheung obtained a bachelor of accounting and finance from Deakin University in 2007.

Mr. Cheung has entered into a letter of appointment with the Company for an initial term of 1 year, and will be subject to retirement by rotation and re-election at the general meeting in accordance with GEM Listing Rules and the Articles. He will be entitled to a director's remuneration of HK\$8,000 per month which has been determined by the Board with reference to his duties and experience and the prevailing marketing conditions.

Save as disclosed above, as at the date of this announcement, Mr. Cheung (i) does not hold any other positions with any members of the Group; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not have any relationships with any Directors, senior management or substantial shareholders or controlling shareholders; and (iv) does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Cheung confirmed that (i) he met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there is no information that is required to be disclosed in accordance with Rule 17.50(2)(h) to (v) of the GEM Listing Rules, nor any other matters that need to be brought to the attention of the shareholders of the Company in relation to the appointment of Mr. Cheung as an independent non-executive Director.

The board would like to take this opportunity to welcome Mr. Cheung to the Board.

## **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board hereby disclosed that Mr. Lee Chung Shun (“**Mr. Lee**”) has resigned as the chairman of the Nomination Committee on 21 March 2024 and Mr. Poon Chun Yin (“**Mr. Poon**”) has been appointed as the chairman of the Nomination Committee in replacement of Mr. Lee with effect from 21 March 2024 (the “**Change of Nomination Committee Chairman**”).

Following the appointment of Mr. Chau, Mr. Yeung and Mr. Cheung and the Change of Nomination Committee Chairman, with effect from 21 March 2024:

- (i) The Audit Committee comprises of: Mr. Chau (Chairman), Mr. Yeung and Mr. Cheung;
- (ii) The Nomination Committee comprises of: Mr. Poon (Chairman), Mr. Chau and Mr. Cheung; and
- (iii) The Remuneration Committee comprises of: Mr. Yeung (Chairman), Mr. Chau and Mr. Cheung.

## **RE-COMPLIANCE OF THE GEM LISTING RULES**

Following the appointment of Mr. Chau, Mr. Yeung and Mr. Cheung, with effect from 21 March 2024, the Company has re-complied with the following requirements of the GEM Listing Rules that:

- (i) A listed issuer shall have at least 3 independent non-executive directors under, and at least one of them shall possess appropriate professional qualifications or accounting or related financial management expertise pursuant to the requirement under Rules 5.05(1) and 5.05(2) of the GEM Listing Rules;
- (ii) The number of independent non-executive directors of a listed issuer shall represent at least one-third of the board under Rule 5.05A of the GEM Listing Rules;

- (iii) The audit committee of the Company shall have at least three members, at least one of whom shall be an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise, and must be chaired by an independent non-executive director pursuant to the requirement under Rule 5.28 of the GEM Listing Rules;
- (iv) The remuneration committee of the Company shall be chaired by an independent non-executive director and comprising of independent non-executive directors under Rule 5.34 of the GEM Listing Rules; and
- (v) The nomination committee of the Company shall be chaired by the chairman or the board or an independent non-executive director, and comprising a majority of independent non-executive directors under Rule 5.36A of the GEM Listing Rules.

Reference is made to the announcements of the Company dated 4 January 2024 and 5 January 2024 in relation to the non-compliance with Rule 17.104 of the GEM Listing Rules on having board diversity. As at the date of this announcement, the Company is endeavoring to identify suitable candidates to fill up the vacancies as soon as practicable and will make further announcement(s) as and when appropriate.

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

Hong Kong, 21 March 2024

*As at the date of this announcement, the executive Directors are Mr. Poon Chun Yin (Chairman), Mr. Loke Wai Ming, Mr. Lee Chung Shun and Mr. Cui Han and the independent non-executive Directors are Mr. Chau Wing Nam, Mr. Yeung Pok Man Peason and Mr. Cheung Tsu Lun.*

*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](http://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.rmholdings.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.*

\* For identification purposes only