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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)**

# **POSTPONEMENT AND RESCHEDULING OF ANNUAL GENERAL MEETING; CHANGE OF BOOK CLOSURE PERIOD; AND ADDITIONAL RESOLUTION TO BE PROPOSED AT POSTPONED ANNUAL GENERAL MEETING**

Reference is made to the circular (the “**Circular**”) and the notice of annual general meeting (the “**Notice**”) of RMH Holdings Limited (the “**Company**”) dated 31 March 2020 in respect of the annual general meeting of the Company which was originally scheduled to be held on Thursday, 14 May 2020 (the “**AGM**”).

## **POSTPONEMENT OF ANNUAL GENERAL MEETING**

In view of the recent development of the novel coronavirus disease (the “**COVID-19**”) pandemic (the “**Pandemic**”) and certain countries have implemented precautionary measures to combat the spread of the COVID-19, including but not limited to quarantine measures and restricting social and public gatherings, the board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that the AGM will be postponed and rescheduled to a later date to be fixed by the Board.

The Board will continue to closely monitor the development of the Pandemic and the precautionary measures implemented by different countries. Further announcement(s) will be made by the Company to inform the shareholders of the Company (the “**Shareholders**”) of the date, time and venue of the postponed AGM (the “**Postponed AGM**”) in due course.

## **CHANGE OF BOOK CLOSURE PERIOD**

Due to the postponement and the rescheduling of the AGM, the book closure period for determination of shareholders’ entitlement will be changed accordingly. The Company will further inform the Shareholders of the revised book closure period as soon as the Postponed AGM is fixed.

## **ADDITIONAL RESOLUTION TO BE PROPOSED AT ANNUAL GENERAL MEETING**

Subsequent to the despatch of the Circular and the Notice, Mr. Liu Yang (“**Mr. Liu**”) was appointed as an executive Director and a co-chairman of the Board with effect from 23 April 2020. The Board has approved the submission of an additional resolution for consideration at the Postponed AGM in relation to re-election of Mr. Liu, who was appointed as an executive Director and a co-chairman of the Board on 23 April 2020. Pursuant to the articles of association of the Company, Mr. Liu is required to retire from office as Director at the Postponed AGM and, being eligible, offer himself for re-election. The Board, upon the recommendation of the nomination committee of the Company, has proposed the following additional resolution to be considered at the Postponed AGM in relation to re-election of Mr. Liu as an executive Director as an ordinary resolution (the “**Additional Resolution**”):

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

Below are the details of Mr. Liu who will retire and be eligible for re-election at the Postponed AGM in accordance with the Articles.

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 at the date of this announcement, 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 of the Company.

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 of the Company; 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 of the Company 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 to be brought to the attention of the shareholders of the Company.

A supplemental circular of the Postponed AGM containing, among others, the details of the aforementioned Additional Resolution (the “**Supplemental Circular**”), together with a new proxy form (the “**Revised Proxy Form**”) and Notice of the Postponed AGM are expected to be dispatched to the Shareholders in due course.

The Shareholders are requested to complete and return the Revised Proxy Form 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. Special arrangements for the completion and return of the Revised Proxy Form are also set out in the Supplemental Circular. Shareholders who have appointed or intend to appoint any proxy to attend the Postponed AGM are requested to pay particular attention to the special arrangements set out therein.

By Order of the Board  
**RMH Holdings Limited**  
**Loh Teck Hiong**  
*Chairman and executive Director*

Hong Kong, 8 May 2020

*As at the date of this announcement, the executive Directors are Dr. Loh Teck Hiong, Dr. Ee Hock Leong, Dr. Kwah Yung Chien Raymond and Mr. Liu Yang; and the independent non-executive Directors are Mr. Cheung Kiu Cho Vincent and Mr. Ong Kian Guan.*

*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 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>.*