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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)**

## **(1) RESUMPTION GUIDANCE AND (2) CONTINUED SUSPENSION OF TRADING**

This announcement is made by RMH Holdings Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcement of the Company dated 3 April 2023 (the “**Announcement**”) in relation to the suspension of trading in all securities of the Company on the Stock Exchange. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

### **RESUMPTION GUIDANCE**

On 27 April 2023, the Company has been notified by the Stock Exchange of the following resumption guidance (the “**Resumption Guidance**”):

- (i) address the issues giving rise to the disclaimer of opinion (the “**Disclaimer of Opinion**”) on the Company’s financial statements for the year ended 31 December 2022 expressed by the Company’s auditor, CL Partners CPA Limited in the Company’s 2022 annual results announcement dated 31 March 2023, provide comfort that the Disclaimer of Opinion would no longer be required and disclose sufficient information to enable investors to make an informed assessment of its financial positions as required under Rule 17.49B of the GEM Listing Rules;
- (ii) demonstrate its compliance with Rule 17.26 of the GEM Listing Rules;
- (iii) conduct an appropriate independent investigation into the two issues, namely, (i) Dr. Loh was involved in arranging the provision of two corporate guarantees (the “**Corporate Guarantees**”) by the Company for two bank loans (the “**Loans**”) in Singapore, and the Corporate Guarantees did not appear to have been properly approved. The internal control consultant engaged by the Company, GRC Chamber Limited, also noted that it is persuasive that the proceeds from the Loans were used to pay for the acquisition of the medical machineries and tenancy agreement for an office

premises in Kowloon Bay by the Group (“**Issue 1**”); and (ii) there was an incident in which an alleged forged signature page of Dr. Loh in the deed of undertaking in relation to the Company’s major disposal in July 2022 was circulated. Mr. He Wei Qing, former executive Director and current chief executive officer of the Company, appeared to be involved in this incident but the source of the forged document is unknown. This incident has been reported to the Hong Kong Police (“**Issue 2**”, together with Issue 1, the “**Issues**”), announce the findings and take appropriate remedial actions;

- (iv) demonstrate that there is no reasonable regulatory concern about the management integrity and/or the integrity of any persons with substantial influence over the Company’s management and operations, which may pose a risk to investors and damage market confidence;
- (v) conduct an independent internal control review and demonstrate that the Company has in place adequate internal controls and procedures to meet its obligations under the GEM Listing Rules; and
- (vi) announce all material information for the Company’s shareholders and investors to appraise its position.

The Stock Exchange requests the Company to remedy the substantive issues causing its trading suspension and fully comply with the GEM Listing Rules to the Stock Exchange’s satisfaction before trading in its securities is allowed to resume. For this purpose, the Company has the primary responsibility to devise its action plan for resumption. To assist the Company, the Stock Exchange sets out the resumption guidance which the Stock Exchange may modify or supplement if the Company’s situation changes.

Under GEM Rule 9.14A(1), the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 12 months. In the case of the Company, the 12-month period expires on 2 April 2024. If the Company fails to remedy the substantive issues causing its trading suspension, fulfill the resumption guidance and fully comply with the GEM Listing Rules to the Stock Exchange’s satisfaction and resume trading in its shares by 2 April 2024, the Listing Division will recommend the GEM Listing Committee to proceed with the cancellation of the Company’s listing. Under GEM Rules 9.14 and 9.15, the Stock Exchange also has the right to impose a shorter specific remedial period, where appropriate.

While trading is suspended, the Company is also reminded of its obligations under the GEM Listing Rules including, but not limited to, the following:

- (a) keep the duration of any trading suspension to the shortest possible period as required under Rule 9.09 of the GEM Listing Rules;
- (b) comply with its continuing obligations under the GEM Listing Rules at all times, for example, those applying to notifiable and/or connected transactions under Chapters 19 and 20 of the GEM Listing Rules and financial results and reports under Rules 18.03 to 18.79 of the GEM Listing Rules;
- (c) announce inside information required to be disclosed under Part XIVA of the Securities and Futures Ordinance; and

- (d) announce quarterly updates on its developments under Rule 17.26A of the GEM Listing Rules including, among other relevant matters:
- (i) its business operations;
  - (ii) its resumption plan with details of actions that it has taken and intends to take to remedy the issues causing its trading suspension, fulfill the resumption guidance and fully comply with the GEM Listing Rules and resume trading. The resumption plan should be accompanied with a clear timeframe in respect of each stage of work under the plan with a view that the resumption guidance can be fulfilled and trading can resume as soon as practicable and, in any event before the 12-month period expires;
  - (iii) the progress of implementing its resumption plan and satisfying the resumption guidance; and
  - (iv) details of any material change to the resumption plan and, in the case of delay, the reasons for and impact of such delay.

The Company will publish further announcement(s) to keep its shareholders and potential investors informed of the latest progress as and when appropriate and will announce quarterly updates on its development pursuant to Rule 17.26A of the GEM Listing Rules. The Company shall announces its first quarterly update by 2 July 2024 and further quarterly update thereafter every three (3) months until resumption or cancellation of listing (whichever is earlier).

## **CONTINUED SUSPENSION OF TRADING**

At the direction of the Stock Exchange, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:08 a.m. on Monday, 3 April 2023 and will continue to be suspended until further notice.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

By order of the Board  
**RMH Holdings Limited**  
**Yang Zhangxin**  
*Co-Chairman and Executive Director*

Hong Kong, 28 April 2023

*As at the date of this announcement, the executive Directors are Mr. Yang Zhangxin, Mr. Cui Han, Mr. Lee Chung Shun and Dr. Loh Teck Hiong (duties suspended); and the independent non-executive Directors are Mr. Liu Fei, Mr. Luo Honghui, Ms. Li Yin Fai and Mr. Loke Wai Ming.*

*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 Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of 7 days from the date of its publication and on the Company’s website at <https://www.rmhhk.com>.*