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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)**

#### **INSIDE INFORMATION WINDING UP PETITION**

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 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).

The Company received a petition (“**Petition**”) from Dermatology & Surgery Clinic Pte Ltd (In Liquidation) (the “**Petitioner**”) filed with the High Court of The Hong Kong Special Administrative Region (the “**High Court**”) that the Company may be wound up by the High Court under the provisions of the Companies (Winding Up and Miscellaneous Provision) Ordinance (Chapter 32 of the Laws of Hong Kong) (the “**Companies (WUMP) Ordinance**”) on the ground that the Company is unable to pay its debts. The Petition will be heard before the High Court on 13 December 2023.

#### **INFORMATION ON THE PETITION**

The Petition was filed against the Company for failure to settle the sum of SGD1,116,112.66, being the alleged sum of outstanding loans to be repaid by the Company and running balance of reimbursement of expenses, consultancy fees and travel costs alleged to be made by the Petitioner to the Company between the period of November 2019 and October 2020. The Petitioner was incorporated in Singapore and was an indirectly wholly-owned subsidiary of the Company prior to its deconsolidation from the Group with effect from 28 November 2022. The Petitioner was placed into provisional liquidation on 25 November 2022 and subsequently placed into creditors' voluntary liquidation on 24 February 2023.

The Company will negotiate with the Petitioner for an amicable settlement of the Petition out of the court and will apply to the High Court for the validation order.

The Company will make further announcement(s) upon further legal advice being sought and will also keep its shareholders and investors informed of any significant development of the Petition as and when appropriate.

## **POTENTIAL IMPACT OF THE PETITION**

Pursuant to the requirement of section 182 of the Companies (WUMP) Ordinance, “in a winding-up by the court, any disposition of the property of the company including things in action, and any transfer of shares, or alteration in the status of the members of the company, made after the commencement of the winding up, shall, unless the court otherwise orders, be void.”

Shareholders and potential investors are reminded that after the Petition has been presented, the transfer of the shares made thereafter may be void without a validation order from the court under the laws and regulations applicable to the Company. So far as the Company has been made aware by the circular dated 28 December 2016 issued by the Hong Kong Securities Clearing Company Limited (the “**HKSCC**”), when the Petition is carried out and in view of these restrictions and the uncertainties that may arise from the transfer of shares in the Company, for any participants who conduct shares transfer through HKSCC (the “**Participants**”), HKSCC may at any time, and without notice, exercise its powers under the General Rules of CCASS to temporarily suspend any of its services in respect of shares in the Company. This may include the suspension of acceptance of deposits of share certificates of the Company into the Central Clearing and Settlement System (the “**CCASS**”). The share certificates of the Company received by HKSCC but not yet reregistered in HKSCC Nominee Limited’s name will also be returned to the relevant Participant and HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities from its CCASS account accordingly. These measures would generally cease to apply from the date when the Petition has been struck-out, dismissed or permanently stayed, or the Company has obtained the necessary validation order from the relevant court.

In view of the impact of the possible winding up order on the transfer of shares, the Company will apply to the Court for the validation order. Shareholders are reminded that there is no guarantee that the validation order would be granted by the Court. In the event where the validation order is not granted but the winding up order is not dismissed or permanently stayed, all transfer of shares, after the commencement of the winding up, shall be void.

## **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 are advised to exercise caution when investing in or dealing in the securities of the Company.**

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

Hong Kong, 17 October 2023

*As at the date of this announcement, the executive Directors are Mr. Yang Zhangxin, Mr. Cui Han and Mr. Lee Chung Shun; and the independent non-executive Directors are Mr. Liu Fei, 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>.*

*In case of any inconsistency between the English and Chinese versions, the English text of this announcement shall prevail over the Chinese text.*