



THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO: FSD OF 2025 (JAJ)

IN THE MATTER OF SECTIONS 15 & 16 OF THE COMPANIES ACT (2025 REVISION)

AND IN THE MATTER OF RMH HOLDINGS LIMITED

PETITION

TO The Grand Court of the Cayman Islands

THE HUMBLE PETITION of RMH Holdings Limited of Appleby Global Services (Cayman) Limited (the **Company**), 71 Fort Street, PO Box 500, George Town, Grand Cayman, KY1-1106, Cayman Islands shows that:

INTRODUCTION

- 1 By this Petition, the Petitioner seeks an Order of the Court, pursuant to section 16 of the Companies Act (2023 Revision) (**Act**), confirming a reduction of the capital of the Company which has been approved by a special resolution of the Company's shareholders (**Capital Reduction**).

THE COMPANY

- 1 The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 22 March 2017 with registration number 321044 by the Registrar of Companies of the Cayman Islands. The Company is registered as a non-Hong Kong company in Hong Kong with business registration number 67790682.

Registered Office and Principal Place of Business of the Company

- 2 The registered office of the Company is situated at Appleby Global Services (Cayman) Limited, 111171 Fort Street, PO Box 500, George Town, Grand Cayman, KY1-1106, Cayman Islands. Its principal place of business in Hong Kong is situated at Room 911, 9/F., COSCO Tower, 183 Queen's Road Central, Hong Kong.

Share Capital of the Company

- 3 On incorporation, the Company had an authorised share capital of HK\$380,000 divided into 38,000,000 shares of a nominal or par value of HK\$0.01 each. Since incorporation, the Company has undergone various reorganisations of its authorised and issued share capital through increase of authorised share capital and share consolidation.
- 4 The shares of the Company have been listed on the GEM of The Stock Exchange of Hong Kong Limited (the **HKSE**) with Stock Code 8437 since 13 October 2017.
- 5 As at the date of this Petition and as a result of a share consolidation as discussed in paragraph 14 below, the Company has an authorised share capital of HK\$100,000,000 divided into 500,000,000 shares with a par value of HK\$0.20 each, of which 66,600,000 shares (representing share capital in the amount of HK\$13,320,000) are issued and fully paid up or credited as fully paid up. Prior to the share consolidation, which became effective on 26 November 2024, the Company had an authorised share capital of HK\$100,000,000 divided into 10,000,000,000 ordinary shares of HK\$0.01 each (the **Existing Shares**) of which 1,332,000,000 shares (representing share capital in the amount of HK\$13,320,000) are issued and fully paid up or credited as fully paid up.

The Company's Objects and Business

- 6 The objects for which the Company was established are unrestricted, but include, without limitation, to act and perform all the functions of a holding company, to act as

an investment company, and to carry on types of business as more particularly set forth in the Company's Second Amended and Restated Memorandum of Association and Articles of Association as adopted by special resolution passed at a general meeting on 17 June 2024 (**Articles**).

- 7 The Company is an investment holding company. At all material times, its principal activity was and is acting as the ultimate holding company of a group of subsidiaries carrying out actual business operations (**Group**). The Group is principally engaged in 1) providing dermatology aesthetic and treatment services, 2) providing dental care and dental implantation services, and 3) trading health and health products and nutritional supplements.

CAPITAL REDUCTION

The Articles – Power to reduce the Company's share capital

- 8 Article 6 of the Articles provides as follows:

"6. The Company may from time to time by special resolution, subject to any confirmation or consent required by the Companies Act, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law".

The EGM

- 9 On 22 November 2024, the Company held an extraordinary general meeting of the Company's shareholders (**EGM**).
- 10 At the EGM, the following special resolution was duly passed in accordance with the Articles and section 60 of the Act (**Special Resolution**):

SPECIAL RESOLUTION

“THAT subject to and conditional upon (i) the Share Consolidation (as defined below) has become effective; (ii) the Listing Committee of the HKSE granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reduction (as defined below) and the Share Sub-division (as defined below); (iii) the Grand Court of the Cayman Islands (“Court”) granting an order confirming the Capital Reduction; (iv) compliance with any conditions which the Court may impose in relation to the Capital Reduction; (v) registration by the Registrar of Companies in the Cayman Islands of a copy of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Act (Revised) of the Cayman Islands with respect to the Capital Reduction; and (vi) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the GEM Listing Rules to effect the Capital Reduction and Share Sub-division, with effect from the date on which these conditions are fulfilled:

- (a) the par value of each issued Consolidated Share of HK\$0.20 each in the share capital of the Company be reduced to HK\$0.01 by cancelling the paid up capital to the extent of HK\$0.19 on each of the then issued Consolidated Shares (the “Capital Reduction”);*
- (b) immediately following the Capital Reduction becoming effective, each of the authorised but unissued Consolidated Share (including those authorised unissued Consolidated Shares arising from the Capital Reduction) will be sub-divided into twenty (20) New Shares of par value of HK\$0.01 each (the “Share Consolidation”);*
- (c) immediately following the Capital Reduction and the Share Sub-division, the authorised share capital of the Company be changed from HK\$100,000,000 divided into 500,000,000 Consolidated Shares to HK\$5,000,000 divided into 500,000,000 New Shares;*

- (d) *the credit arising from the Capital Reduction shall be credited to the distributable reserve account of the Company, which will be utilised by the Company in such manner as the Board may deem fit and permitted under all applicable laws and the memorandum and articles of association of the Company*
- (e) *each of the New Shares arising from the Capital Reduction and the Share Subdivision shall rank pari passu in all respects with each other and each shall have rights and privileges and be subject to the restrictions as contained in the memorandum and the articles of association of the Company; and*
- (f) *the directors of the Company be and are hereby authorised to do all such acts and things and execute (under hand or as a deed and, where appropriate, under the common seal of the Company) all such documents, which are ancillary to the Capital Reduction and the Share Sub-division, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to, implement and complete the Capital Reduction and the Share Subdivision.”*

- 11 Together, the Share Consolidation, the Capital Reduction and the Share Sub-division are steps involved in the proposed capital reorganisation of the Company (**Capital Reorganisation**).

The Effect of the Capital Reorganisation

- 12 As at 1 November 2024 (the date on which the Company first published notice of the proposed Capital Reorganisation on the HKSE), the authorized share capital of the Company was HK\$100,000,000 divided into 10,000,000,000 Existing Shares with a par value of HK\$0.01 each, of which 1,332,000,000 Existing Shares have been issued and are fully paid up or credited as fully paid.

- 13 The Company resolved by ordinary resolution on 22 November 2024 to implement a share consolidation on the basis that every twenty (20) issued and unissued Shares of par value of HK\$0.01 each be consolidated into one Share of HK\$0.20.
- 14 On the effective date of the Share Consolidation, 26 November 2024, the authorised share capital of the Company became HK\$100,000,000 divided into 500,000,000 consolidated shares (**Consolidated Shares**) with par value of HK\$0.20 each, of which 66,600,000 Consolidated Shares will be in issue and fully paid up or credited as fully paid up (i.e. the **Share Consolidation** as referred to in the above Special Resolution).
- 15 Now that the Share Consolidation has become effective, the Company intends to implement a capital reduction and share sub-division, pursuant to which:
- 15.1 the issued share capital of the Company will be reduced by cancelling the paid up capital to the extent of HK\$0.19 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$0.200 to HK\$0.01 (i.e. the **Capital Reduction** as stated in the above special resolution);
- 15.2 immediately following the Capital Reduction, each of the authorised but unissued Consolidated Share of par value HK\$0.20 will each be sub-divided into twenty (20) new shares of par value of HK\$0.01 each (**New Shares**) (i.e. the **Share Sub-division** as stated in the above special resolution);
- 15.3 immediately upon the Capital Reduction and the Share Sub-division becoming effective, and assuming no further shares are issued or repurchased, the authorised share capital of the Company shall be HK\$5,000,000 divided into 500,000,000 New Shares with par value of HK\$0.01 each, of which 66,600,000 New Shares will be in issue and fully paid or credited as fully paid up; and

15.4 based on 66,600,000 Consolidated Shares, a credit amounting to HK\$12,654,000 will arise as a result of the Capital Reduction. It is proposed that the credit arising from the Capital Reduction will be credited to the distributable reserve account of the Company, which will be utilised by the Company in such manner as the board of directors (**Board**) may deem fit and is permitted under all applicable laws and the Articles.

The Reasons for the Capital Reorganisation

Share Consolidation

- 16 Pursuant to Rule 17.76 of the Rules Governing the Listing of Securities on Growth Enterprise Market (**GEM**) of the HKSE (**GEM Listing Rules**), where the market price of the share approaches the extremities of HK\$0.01 or HK\$9,995.00, the HKSE reserves the right to require the listed issuer to either change the trading method or to proceed with a consolidation or splitting of its securities.
- 17 The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 (and updated in September 2024) has further stated that:
- (i) market price of the share at a level less than HK\$0.10 each will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and
 - (ii) taking into account that the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.
- 18 For the six months prior to 1 November 2024 (the date of the first announcement), the average closing price of the Shares was trading at approximately HK\$0.031 per Existing Share, and the closing price was HK\$0.015 per Existing Share as of 25 October 2024 (the Latest Practicable Date as defined in the circular dated 1 November 2024 (**Latest**

Practicable Date)). As such, the value of each existing board lot (consisting of 8,000 Existing Shares in the case of the Company) has been less than HK\$2,000.

- 19 The Share Consolidation has reduced the total number of Existing Shares currently in issue with a view to bringing about a corresponding upward adjustment to the trading price per Share on the HKSE. Based on the closing price of HK\$0.015 per Existing Share as at the Latest Practicable Date and the existing board lot size of 8,000 Existing Shares, the Share Consolidation would result in a theoretical price of HK\$0.30 per Consolidated Share or HK\$2,400 per board lot of 8,000 Consolidated Shares.
- 20 The Share Consolidation therefore enables the Company to comply with the trading requirements under Rule 17.76 of the GEM Listing Rules.

Capital Reduction / Share Subdivision

- 21 Under the Companies Act, the Company may not issue Shares at a discount to their nominal value. Immediately after completion of the Share Consolidation but before implementation of the Capital Reduction and the Share Sub-division, the nominal value of the Consolidated Shares was HK\$0.20 per Consolidated Share.
- 22 The Capital Reduction and Share Subdivision will keep the nominal value of the Consolidated Shares at a lower level of HK\$0.01 per New Share, which allows greater flexibility in the pricing for any issue of new Shares in the future.
- 23 The credit in the distributable reserve account arising from the Capital Reduction will enable the Company to offset its accumulated loss or in any manner permitted by applicable laws, the Articles.
- 24 It is anticipated that the Capital Reorganisation will help to attract more investors and extend the base of the shareholders of the Company, provide flexibility for equity fund raising of the Company in the future and eliminate a substantial amount of the

Company's accumulated losses, hence, allowing greater flexibility for the Company to pay dividends in the future.

- 25 Accordingly, the directors of the Company are of the view that the implementation of the Capital Reorganisation is beneficial to and in the interests of the Company and the Shareholders as a whole.
- 26 As at the date of this petition, the Company has no intention or plan to carry out other corporate actions in the next 12 months that may have an effect of undermining or negating the intended purpose of the Capital Reorganisation, and the Company does not have any intention or concrete plan to conduct any fund-raising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund-raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.
- 27 The Capital Reorganisation will not have any material adverse effect on the financial position of the Company nor result in change in the relative rights of the Shareholders and are in the interests of the Company and the shareholders of the Company as a whole.
- 28 The Capital Reduction is for a discernible purpose.
- 29 The Capital Reduction does not involve either the diminution of any liability in respect of unpaid share capital or the payment to any shareholder of any paid-up share capital.
- 30 Save for the application of the credit arising from the Capital Reduction (as referred to in paragraph 24 above) and expenses to be incurred in relation to the Capital Reduction, the Capital Reduction will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the

shareholders, save that any fractional Consolidated Shares will not be allocated to the Shareholders who may otherwise be entitled to them.

Proposed form of minute

- 31 The form of minute to be registered with the Registrar of the Companies is as follows:

*“The issued share capital of RMH Holdings Limited (the **Company**) was by virtue of a Special Resolution of the Company dated 22 November 2024 (the **Special Resolution**) and with the confirmation of an order of the Grand Court of the Cayman Islands dated [date] (the **Order**) reduced from HK\$13,320,000 divided into 66,600,000 Consolidated Shares of HK\$0.20 each to HK\$666,000 divided into 66,600,000 New Shares of HK\$0.01 each (the **Capital Reduction**). Upon such Capital Reduction taking effect, the authorised share capital of the Company will be changed from HK\$100,000,000 divided into 500,000,000 Consolidated Shares of HK\$0.20 each to HK\$5,000,000 divided into 500,000,000 New Shares of HK\$0.01 each.”*

- 2 It is appropriate for the Court to confirm the Capital Reduction.

Your Petitioner therefore humbly prays that:

- 3 The Capital Reduction which is to be effected by the Special Resolution set out in paragraph 11 above be confirmed and the form of minute set out in paragraph 32 above be approved by the Court.
- 4 That all necessary inquiries may be made and directions may be given.
- 5 Such further or other orders as the Court thinks fit.

AND your Petitioner will ever pray etc.

Dated this 27th day of August 2025

Harney Westwood & Riegels (Cayman) LLP

Harney Westwood & Riegels

Attorneys-at-Law for the Petitioner

NOTE This Petition is not intended to be served.

THIS PETITION was presented by Harney Westwood & Riegels, Attorneys for the Petitioner, whose address for service is 3rd Floor, Harbour Place, 103 South Church Street, PO Box 11088, Grand Cayman KY1-1008, Cayman Islands (**Ref:** 059018-0003-BPH/AUP).