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**LU YONGDE**

**TOMO HOLDINGS LIMITED**

**萬馬控股有限公司**

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

**(Stock Code: 6928)**

**JOINT ANNOUNCEMENT  
DELAY IN DESPATCH OF COMPOSITE DOCUMENT  
RELATING TO UNCONDITIONAL MANDATORY GENERAL  
CASH OFFER FOR SHARES BY OPUS SECURITIES LIMITED  
FOR AND ON BEHALF OF LU YONGDE TO ACQUIRE ALL THE  
ISSUED SHARES OF TOMO HOLDINGS LIMITED (OTHER THAN  
THOSE SHARES ALREADY OWNED OR AGREED TO BE ACQUIRED  
BY LU YONGDE AND PARTIES ACTING IN CONCERT WITH HIM)**

**Financial adviser to the Company**

**RAINBOW.**

RAINBOW CAPITAL (HK) LIMITED  
溢博資本有限公司

**Financial adviser to the Offeror**

 **Opus** Capital Limited  
創富融資有限公司

**Offer Agent to the Offeror**

 **Opus** Securities Limited  
創富證券有限公司

**Independent Financial Adviser to the Independent Board Committee**

 裕韜資本有限公司  
Euto Capital Partners Limited

Reference is made to the announcement jointly issued by Lu Yongde (the “**Offeror**”) and TOMO Holdings Limited (the “**Company**”) dated 26 March 2024 (the “**Joint Announcement**”) in relation to, among others, the unconditional mandatory general cash offer for Shares by Opus Securities Limited for and on behalf of the Offeror to acquire all the issued Shares of the Company (other than those Shares already owned or agreed to be acquired by the Offeror and parties acting in concert with him) (the “**Offer**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

As disclosed in the Joint Announcement, pursuant to Rule 8.2 of the Takeovers Code, the Composite Document containing, among other things, (i) details of the Offer (including the expected timetable and terms of the Offer); (ii) the letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer, together with the relevant forms of acceptance and transfer, will be despatched to the Shareholders within 21 days from the date of the Joint Announcement (i.e. on or before 16 April 2024) or such later date as the Executive may approve.

As additional time is required for preparing and finalising certain information to be included in the Composite Document, including, among others, the letter from the Independent Financial Adviser, an application has been made to the Executive for a waiver from strict compliance with the requirement under Rule 8.2 of the Takeovers Code to extend the deadline for the despatch of the Composite Document to a date falling on or before 25 April 2024, and the Executive has indicated that it is minded to grant such extension.

Further announcement(s) will be made when the Composite Document (accompanied by the form(s) of acceptance) is despatched or in the event of any changes to the expected timetable.

**LU YONGDE**

By order of the Board of  
**TOMO Holdings Limited**  
**Tsang Chun Ho Anthony**  
*Executive Director*

Hong Kong, 16 April 2024

*As at the date of this joint announcement, the Board comprises:*

<i>Executive Director:</i>	Mr. Tsang Chun Ho Anthony
<i>Non-executive Director:</i>	Mr. Choi Tan Yee
<i>Independent non-executive Directors:</i>	Mr. Cheng Wai Hei Mr. Lam Chi Wing

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with him), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*The Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Vendor and the Group), and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*