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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
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
法博資本有限公司

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 (i) the joint announcement jointly issued by Lu Yongde (the “**Offeror**”) and Tomo Holdings Limited (the “**Company**”) dated 26 March 2024 relating 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**”); (ii) the joint announcement dated 16 April 2024 relating to the delay in despatch of the Composite Document; and (iii) the composite offer and response document jointly issued by the Offeror and the Company date 25 April 2024 (the “**Composite Document**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document setting out, among other things, (i) further details on the terms of the Offer; (ii) the recommendation from the Independent Board Committee in respect of the Offer; and (iii) the letter from the Independent Financial Adviser in respect of the Offer, together with the Form of Acceptance, has been despatched to the Independent Shareholders on 25 April 2024 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The timetable set out below, as reproduced from the Composite Document, is indicative only and may be subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company as and when appropriate. All references to dates and times contained in this joint announcement, the Composite Document and the Form of Acceptance refer to Hong Kong dates and times:

Despatch date of the Composite Document and the accompanying Form of Acceptance and commencement date of the Offer (<i>Note 1</i>)	Thursday, 25 April 2024
Latest time and date for acceptance of the Offer on the Closing Date (<i>Note 2 and 5</i>)	By 4:00 p.m. on Thursday, 16 May 2024
Closing Date (<i>Notes 3 and 5</i>)	Thursday, 16 May 2024
Announcement of the results of the Offer as at the Closing Date, to be posted on the website of the Stock Exchange (<i>Notes 2 and 5</i>)	By 7:00 p.m. on Thursday, 16 May 2024
Latest date for posting or remittances for the amount due in respect of valid acceptances received under the Offer on the Closing Date (<i>Notes 4 and 5</i>).	Monday, 27 May 2024

Notes:

1. The Offer, which is unconditional, is open for acceptance on and from Thursday, 25 April 2024, being the date of posting of the Composite Document, until 4:00 p.m. on the Closing Date or such later time and/or date as the Offeror may determine and announce with the consent of the Executive and in accordance with the Takeovers Code.
2. Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
3. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The Offer will initially remain open for acceptances until 4:00 p.m. on Thursday, 16 May 2024 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. An announcement will be issued through the website of the Stock Exchange by 7:00 p.m. on the Closing Date stating the results of the Offer and whether the Offer has been extended or revised, or has expired. The Offeror has the right under the Takeovers Code to extend the Offer until such date as he may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). The Offeror and the Company will jointly issue an announcement in relation to any extension of the Offer, in which the announcement will state either the next closing date or, a statement that the Offer will remain open until further notice. In the latter case, at least 14 days' notice in writing must be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.
4. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt by the Registrar of all relevant documents to render the acceptance under the Offer complete and valid. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the paragraph headed "4. Right of Withdrawal" in Appendix I to the Composite Document.
5. If there is a tropical cyclone warning signal no. 8 or above, or a "black rainstorm warning signal":
 - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer and the latest date for despatch of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will remain at 4:00 p.m. on the same Business Day and the latest date for despatch of remittances will remain on the same Business Day; or
 - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and the latest date for despatch of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. and the latest date for despatch of remittances will be rescheduled to the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

Save as mentioned above, if the latest time for acceptance of the Offer does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Independent Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

WARNING

Shareholders are encouraged to read the Composite Document and the Form of Acceptance carefully, including the advice from the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer, before deciding whether or not to accept the Offer. If the Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.

The Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

LU YONGDE

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

Hong Kong, 25 April 2024

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

Executive Director: Mr. Tsang Chun Ho Anthony

Non-executive Director: Mr. Choi Tan Yee

Independent non-executive Directors: 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.