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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

- (1) CLOSE OF THE 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);**
- (2) RESULTS OF THE OFFER;**
- (3) SETTLEMENT OF THE OFFER; AND**
- (4) PUBLIC FLOAT OF THE COMPANY**

Financial adviser to the Company

RAINBOW.

RAINBOW CAPITAL (HK) LIMITED
泓博資本有限公司

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 composite offer and response document jointly issued by Lu Yongde (the “**Offeror**”) and TOMO Holdings Limited (the “**Company**”) dated 25 April 2024 (the “**Composite Document**”) in connection with the Offer. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer closed at 4:00 p.m. on Thursday, 16 May 2024 and the Offer was not revised or extended by the Offeror.

RESULTS OF THE OFFER

At 4:00 p.m. on Thursday, 16 May 2024, being the latest time and date for acceptance of the Offer, the Offeror had received 3 valid acceptances in respect of a total of 100,000 Offer Shares under the Offer, representing approximately 0.02% of the entire issued share capital of the Company as at the date of this joint announcement.

SETTLEMENT OF THE OFFER

Based on the 3 valid acceptances in respect of 100,000 Offer Shares and the Offer Price of HK\$0.131 per Offer Share, the total consideration of the Offer is HK\$13,100.

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 the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) business days (as defined in the Takeovers Code) after the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance complete and valid), in accordance with the Takeovers Code.

The latest date for posting of remittances in respect of valid acceptances received under the Offer is Monday, 27 May 2024.

INTERESTS OF THE OFFEROR AND PARTIES ACTING IN CONCERT WITH HIM IN THE SHARES

Immediately following Completion and before the commencement of the Offer Period, the Offeror and parties acting in concert with him held, controlled or directed an aggregate of 230,000,000 Shares, representing approximately 51.11% of the entire issued share capital of the Company.

Taking into account the 3 valid acceptances in respect of 100,000 Offer Shares under the Offer (subject to the completion of the transfer to the Offeror of such Offer Shares acquired by him under the Offer), immediately after the close of the Offer, the Offeror and parties acting in concert with him are interested in an aggregate of 230,100,000 Shares, representing approximately 51.13% of the issued share capital of the Company as at the date of this joint announcement.

Save as disclosed above, none of the Offeror or parties acting in concert with him (i) held, controlled or directed any Shares or rights over Shares immediately before commencement of the Offer Period; (ii) had acquired or agreed to acquire any Shares or rights over any Shares during the Offer Period; or (iii) had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to the date of this joint announcement.

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) immediately following Completion and before the commencement of the Offer Period; and (ii) immediately upon the close of Offer and as at the date of this joint announcement (subject to the completion of the transfer to the Offeror of such Offer Shares acquired by him under the Offer):

	Immediately following Completion and before the commencement of the Offer Period		Immediately upon the close of the Offer and as at the date of this joint announcement (assuming that the transfer to the Offeror of those Offer Shares acquired by the Offeror under the Offer has been completed)	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The Offeror	230,000,000	51.11%	230,100,000	51.13%
Public Shareholders	220,000,000	48.89%	219,900,000	48.87%
Total	<u>450,000,000</u>	<u>100.00%</u>	<u>450,000,000</u>	<u>100.00%</u>

PUBLIC FLOAT

Immediately after the close of the Offer and as at the date of this joint announcement, subject to the due registration by the Registrar of the transfer of the Offer Shares, an aggregate of 219,900,000 Shares, representing approximately 48.87% of the total issued share capital of the Company as at the date of this joint announcement, are held by the public (within the meaning of the Listing Rules). Accordingly, the minimum public float requirement of 25% as set out in Rule 8.08(1)(a) of the Listing Rules is satisfied.

LU YONGDE

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

Hong Kong, 16 May 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 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.