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**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this supplemental circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

**If you have sold or transferred** all your shares in TOMO Holdings Limited (the “**Company**”), you should at once hand this supplemental circular together with the accompanying revised form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.

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**TOMO HOLDINGS LIMITED**  
**萬馬控股有限公司**

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

**(Stock Code: 6928)**

**SUPPLEMENTAL CIRCULAR**  
**(1) RE-ELECTION OF DIRECTOR**  
**AND**  
**(2) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular should be read together with the circular of the Company dated 30 May 2024 (the “**Original Circular**”) and the notice (the “**Original Notice**”) regarding the Annual General Meeting to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 28 June 2024 at 10 a.m. (the “**Annual General Meeting**”). The supplemental letter from the Board is set out on pages 1 to 5 of this Supplemental Circular.

A supplemental notice regarding the Annual General Meeting is set out on pages 6 to 7 of this Supplemental Circular (the “**Supplemental Notice**”).

A revised form of proxy for use at the Annual General Meeting is also enclosed herewith. The accompanying revised form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.tomogroupltd.com](http://www.tomogroupltd.com)). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the accompanying revised form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the accompanying revised form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the accompanying revised form of proxy shall be deemed to be revoked.

12 June 2024

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*This supplemental circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this supplemental circular shall prevail.*

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**SUPPLEMENTAL LETTER FROM THE BOARD**

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**TOMO HOLDINGS LIMITED**  
**萬馬控股有限公司**

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

**(Stock Code: 6928)**

*Executive Director:*

Mr. Tsang Chun Ho Anthony

*Non-executive Directors:*

Mr. Choi Tan Yee

*Independent non-executive Directors:*

Mr. Cheng Wai Hei

Mr. Lam Chi Wing

Ms. Li Jiayao

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business*

*in Hong Kong:*

Room 802, 8/F., LKF29

29 Wyndham Street

Central

Hong Kong

12 June 2024

*To the Shareholders,*

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR**  
**(1) RE-ELECTION OF DIRECTOR**  
**AND**

**(2) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the Original Circular and the Original Notice both dated 30 May 2024 and the announcement of the Company dated 6 June 2024, in relation to, among other things, the appointment of Director (the “**Announcement**”). Unless otherwise defined herein, capitalized terms used herein shall have the same meaning as defined in the Original Circular, the Original Notice and the Announcement.

The purpose of this Supplemental Circular is to provide you with the information and to seek your approval in respect of a resolution to be proposed in respect of the re-election of Director and to give you the Supplemental Notice. This Supplemental Circular should be read in conjunction with the Original Circular.

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## SUPPLEMENTAL LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

According to Article 83(3) of the Articles, any Director appointed by the Board either to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at such annual general meeting.

The Board, upon the recommendation of the nomination committee of the Board, proposed Ms. Li Jiayao (“**Ms. Li**”) as the retiring Director, to stand for re-election as an independent non-executive Director at the Annual General Meeting. The Board considers that Ms. Li is independent in accordance with the independence guidelines set out in the Listing Rules and considers that Ms. Li will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

The biographical details of Ms. Li are as follows:

Ms. Li, aged 37, obtained a Bachelor of Business Administration from Communication University of China in January 2021. Ms. Li has over 14 years of experience in large scale enterprise management. She worked as an assistant to the president of China New Housing Group Co., Ltd.\* (中國新型房屋集團有限公司) for the period between September 2016 to March 2020 and worked as an executive vice president of China National Building Materials Huajian Group Co., Ltd\* (中新房華建集團有限公司) for the period between March 2020 to May 2024.

The Company has entered into a letter of appointment with Ms. Li regarding her directorship for an initial term of three years. Her appointment is subject to retirement by rotation and re-election pursuant to the Listing Rules and the Articles. Pursuant to the letter of appointment, no remuneration will be payable to Ms. Li during her term of office and the remuneration will be reviewed by the Board with reference to the recommendations from the remuneration committee of the Board, after taking into account multiple factors, including but not limited to her position and responsibilities within the Company, her qualification, experience and remuneration level of market peers.

Ms. Li has confirmed that she meets the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, as at the Latest Practicable Date, Ms. Li (i) does not have any other interests in the Shares of the Company (within the meaning of Part XV of the SFO); (ii) does not hold any other position within the Company or its subsidiaries; (iii) does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder; and (iv) did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years.

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## SUPPLEMENTAL LETTER FROM THE BOARD

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Save as disclosed above, there is no other information subject to disclosure under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters relating to the appointment of Ms. Li that need to be brought to the attention of the Shareholders.

### ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Supplemental Notice convening the AGM is set out on pages 6 to 7 of this Supplemental Circular.

As a result of the additional resolutions proposed subsequent to the despatch of the Original Notice, the Original Notice and the original form of proxy (the “**Original Form of Proxy**”) sent together with the Original Circular does not contain the additional resolution proposed as set out in this Supplemental Circular. In this connection, a revised form of proxy for use at the AGM (the “**Revised Form of Proxy**”) is enclosed with this Supplemental Circular.

If a Shareholder has not yet returned the Original Form of Proxy and wishes to appoint a proxy to attend the AGM on his/her behalf, he/she is required to submit the Revised Form of Proxy. In this case, the Shareholder shall not submit the Original Form of Proxy.

If a Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:

- (1) If no Revised Form of Proxy is returned by the Shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the AGM, including the additional resolutions as set out in the Supplemental Notice.
- (2) If the Revised Form of Proxy is returned by the Shareholder not less than 48 hours before the time appointed for the AGM, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed.
- (3) If the Revised Form of Proxy is returned by the Shareholder after the closing time as set out in the Supplemental Notice, the Revised Form of Proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the Shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the AGM, including the additional resolutions as set out in the Supplemental Notice.

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## **SUPPLEMENTAL LETTER FROM THE BOARD**

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The Revised Form of Proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.tomogroupltd.com](http://www.tomogroupltd.com)). To be valid, the Revised Form of Proxy must be completed and signed in accordance with the instructions stated thereon and returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM (or any adjournment thereof). Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

### **CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the forthcoming AGM, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, both dates inclusive, during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 June 2024.

### **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the Articles, the voting of the Shareholders at the AGM must be taken by poll except where the chairman of the meeting in good faith decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will therefore demand a poll for all resolutions to be put to the vote at the meeting pursuant to the Articles. An announcement on the poll vote results will be made by the Company after the AGM.

### **RESPONSIBILITY STATEMENT**

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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 supplemental circular 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 supplemental circular misleading.

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## SUPPLEMENTAL LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the re-election of Ms. Li as an independent non-executive Director is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolution approving such matter.

\* *For identification purpose only*

Yours faithfully,  
For and on behalf of the Board  
**TOMO Holdings Limited**  
**Mr. Tsang Chun Ho Anthony**  
*Executive Director*

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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### TOMO HOLDINGS LIMITED 萬馬控股有限公司

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

**(Stock Code: 6928)**

#### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the circular (the “**Original Circular**”) and the notice (the “**Original Notice**”) of the annual general meeting (the “**AGM**”) of TOMO Holdings Limited (the “**Company**”) both dated 30 May 2024, and the announcement of the Company dated 6 June 2024 in relation to, among other things, the appointment of director of the Company.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT** the AGM will be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 28 June 2024 at 10 a.m. to consider and, if thought fit, approve the following resolution as an ordinary resolution in addition to the resolutions set out in the Original Notice:

#### ORDINARY RESOLUTION

2. (iii) To re-elect Ms. Li Jiayao as an independent non-executive director.

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

Hong Kong, 12 June 2024

*Notes:*

1. Details of the above resolution is set out in the supplemental circular of the Company dated 12 June 2024.
2. As a result of the additional resolution proposed subsequent to the despatch of the Original Circular, the Original Notice and the original form of proxy (the “**Original Form of Proxy**”) sent together with the Original Circular does not contain the additional resolutions proposed as set out in this supplemental notice. In this connection, a revised form of proxy (the “**Revised Form of Proxy**”) for the AGM is enclosed with this supplemental notice.
3. If a shareholder has not yet returned the Original Form of Proxy in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the AGM on his/her behalf, he/she is required to submit the Revised Form of Proxy. In this case, the shareholder shall not submit the Original Form of Proxy.



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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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4. If a shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:
- (1) If no Revised Form of Proxy is returned by the shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the AGM, including the additional resolution as set out in this supplemental notice.
  - (2) If the Revised Form of Proxy is returned by the shareholder not less than 48 hours before the time appointed for the AGM, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed.
  - (3) If the Revised Form of Proxy is returned by the shareholder after the closing time as set out in this supplemental notice, the Revised Form of Proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the AGM, including the additional resolution as set out in this supplemental notice.
5. The Revised Form of Proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.tomogroupltd.com](http://www.tomogroupltd.com)). To be valid, the Revised Form of Proxy must be completed and signed in accordance with the instructions stated thereon and returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM (or any adjournment thereof). Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

*As at the date hereof, the Board comprises; Mr. Tsang Chun Ho Anthony as executive Director; Mr. Choi Tan Yee as non-executive Director; Mr. Cheng Wai Hei, Mr. Lam Chi Wing and Ms. Li Jiayao as independent non-executive Directors.*