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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)

(I) CHANGE OF DIRECTORS
(II) CHANGE OF COMPOSITION OF THE BOARD COMMITTEES
(III) CHANGE OF LEAD INDEPENDENT
NON-EXECUTIVE DIRECTOR
AND
(IV) APPOINTMENT OF SENIOR MANAGEMENT

(I) CHANGE OF DIRECTORS AND CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Directors**”) of TOMO Holdings Limited (the “**Company**”) hereby announces that with effect from 30 June 2025,

1. Mr. Cheng Wai Hei (“**Mr. Cheng**”) resigned as an independent non-executive Director, lead independent non-executive Director (the “**Lead INED**”), and a chairman of each of the audit committee of the Board (the “**Audit Committee**”), the remuneration committee of the Board (the “**Remuneration Committee**”), and the nomination committee of the Board (the “**Nomination Committee**”) due to other work arrangement;
2. Mr. Lam Chi Wing (“**Mr. Lam**”) resigned as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee due to other work arrangement; and
3. Ms. Li Jiayao (“**Ms. Li**”) resigned as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee due to other work arrangement.

Each of Mr. Cheng, Mr. Lam and Ms. Li has confirmed to the Company that he/she has no disagreement with the Company and there is no matter relating to his/her resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express appreciation to Mr. Cheng, Mr. Lam and Ms. Li for their invaluable contributions to the Company during their respective tenure of office.

The Board is pleased to announce that with effect from 30 June 2025,

1. Mr. Lu Yongde (“**Mr. Lu**”) has been appointed as a chairman of the Nomination Committee;
2. Mr. Yuan Qinghua (“**Mr. Yuan**”) has been appointed as an executive Director;
3. Mr. Liu Wuhui (“**Mr. Liu**”) has been appointed as an independent non-executive Director, the Lead INED, a chairman of each of the Remuneration Committee and the Audit Committee, and a member of the Nomination Committee;
4. Mr. Ma Zhangkai (“**Mr. Ma**”) has been appointed as an independent non-executive Director, and a member of each of the Remuneration Committee, the Audit Committee and the Nomination Committee; and
5. Ms. Zhu Xiaoxin (“**Ms. Zhu**”) has been appointed as an independent non-executive Director, and a member each of the Remuneration Committee, the Audit Committee and the Nomination Committee.

Set out below are the biographical details of each of Mr. Yuan, Mr. Liu, Mr. Ma and Ms. Zhu:

Mr. Yuan Qinghua

Mr. Yuan, aged 57, has been appointed as an executive Director with effect from 30 June 2025.

Mr. Yuan obtained a bachelor’s degree in Industrial Management Engineering from Central South University* (中南工業大學) (which has become part of Central South University* (中南大學) since 2000) in 1990. Mr. Yuan has obtained intermediate qualification level in Industrial Economy issued by Ministry of Personnel of the People’s Republic of China* (中華人民共和國人事部) in 1995.

Mr. Yuan has over 14 years of experience in property project development and sales, engineering project management, restructuring of distressed assets and debts, and e-commerce industry. He has been working as an executive vice president for Guangzhou Hongdi Group Co., Limited* (廣州紅地集團有限公司), which is a company owned by Mr. Lu (an executive Director and a controlling shareholder of the Company), since March 2010.

The Company has entered into a service contract with Mr. Yuan regarding his directorship for an initial term of three years. His appointment is subject to retirement by rotation and re-election pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the articles of association of the Company. Pursuant to the service contract, no remuneration will be payable to Mr. Yuan during his appointment and the remuneration will be reviewed by the Board with reference to the recommendations from the Remuneration Committee, after taking into account multiple factors, including his position and responsibilities within the Company, his qualification, experience and remuneration level of market peers.

Prior to his appointment, Mr. Yuan has obtained legal advice as regards the requirements under the Listing Rules that is applicable to him as a director of a listed issuer. Mr. Yuan fully understands his duties and obligations as a Director under the Listing Rules and he will use his best endeavours to fulfill and discharge his duties as a Director going forward.

Save as disclosed above, as at the date of this announcement, Mr. Yuan (i) does not have any other interests in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance); (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.

Mr. Liu Wuhui

Mr. Liu, aged 46, has been appointed as an independent non-executive Director, the LEAD INED, a chairman of each of the Remuneration Committee and the Audit Committee, and a member of the Nomination Committee with effect from 30 June 2025.

Mr. Liu obtained a bachelor’s degree in accounting and management from Guangdong University of Technology* (廣東工業大學) in 2001. After graduation, Mr. Liu has worked in finance and accounting department and the corporate business department in China Construction Bank Guangdong Branch for more than 15 years with the last position as general manager of corporate business department of Baiyun Branch and president of Huanshidong Branch and has extensive experience in the financial and accounting industry. Mr. Liu is currently an executive director and general manager of Nanyue Airlines Company Limited* (南粵航空有限公司).

The Company has entered into a letter of appointment with Mr. Liu regarding his directorship for an initial term of three years. His appointment is subject to retirement by rotation and re-election pursuant to the Listing Rules and the articles of association of the Company. Pursuant to the letter of appointment, no remuneration will be payable to Mr. Liu during his term of office and the remuneration will be reviewed by the Board with reference to the recommendations from the Remuneration Committee, after taking into account multiple factors, including his position and responsibilities within the Company, his qualification, experience and remuneration level of market peers.

Mr. Liu has confirmed (a) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (b) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined under the Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence as at the date of his appointment.

Prior to his appointment, Mr. Liu has obtained legal advice as regards the requirements under the Listing Rules that is applicable to him as a director of a listed issuer. Mr. Liu fully understands his duties and obligations as a Director under the Listing Rules and he will use his best endeavours to fulfill and discharge his duties as a Director going forward.

Save as disclosed above, as at the date of this announcement, Mr. Liu (i) does not have any other interests in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance); (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 of the Company; and (iv) did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years.

Mr. Ma Zhangkai

Mr. Ma, aged 50, has been appointed as an independent non-executive Director, a member of each of the Remuneration Committee, the Audit Committee and the Nomination Committee with effect from 30 June 2025.

Mr. Ma has provided legal services to China's four major financial asset management companies, various state-owned commercial banks in China and the investors of distressed assets and debts, various investment banks and financial institutions, and various property developers for over 20 years and has extensive experience in acquisition and restructuring of distressed assets and debts, corporate finance and fund raising. Mr. Ma obtained a bachelor's degree in law from China University of Political Science and Law in July 2000, He passed the Chinese Bar Examination in 1999 and has been practicing as a lawyer in Guangzhou since 2001. He is currently a senior partner of Dacheng Guangzhou Office. Mr. Ma served as the director and chairman of the board of directors of Dacheng Guangzhou Office, and the director of Dacheng Law Offices, LLP in China before.

The Company has entered into a letter of appointment with Mr. Ma regarding his directorship for an initial term of three years. His appointment is subject to retirement by rotation and re-election pursuant to the Listing Rules and the articles of association of the Company. Pursuant to the letter of appointment, no remuneration will be payable to Mr. Ma during his term of office and the remuneration will be reviewed by the Board with reference to the recommendations from the Remuneration Committee, after taking into account multiple factors, including his position and responsibilities within the Company, his qualification, experience and remuneration level of market peers.

Mr. Ma has confirmed (a) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (b) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined under the Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence as at the date of his appointment.

Prior to his appointment, Mr. Ma has obtained legal advice as regards the requirements under the Listing Rules that is applicable to him as a director of a listed issuer. Mr. Ma fully understands his duties and obligations as a Director under the Listing Rules and he will use his best endeavours to fulfill and discharge his duties as a Director going forward.

Save as disclosed above, as at the date of this announcement, Mr. Ma (i) does not have any other interests in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance); (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 of the Company; and (iv) did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years.

Ms. Zhu Xiaoxin

Ms. Zhu has been appointed as an independent non-executive Director, a member of each of the Remuneration Committee, the Audit Committee and the Nomination Committee.

Ms. Zhu, aged 36, obtained a bachelor's degree in finance management from Guangzhou HuaLi Science and Technology Vocational College* (廣州華立科技職業學院). Ms. Zhu has over 13 years of experience in financial management and accounting, and she has been working as an accountant in Guangdong Jinsha Parkview Commercial Management Co., Ltd.* (廣東金沙百匯商業管理有限公司) since 2012.

The Company has entered into a letter of appointment with Ms. Zhu 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 of association of the Company. Pursuant to the letter of appointment, no remuneration will be payable to Ms. Zhu during her term of office and the remuneration will be reviewed by the Board with reference to the recommendations from the Remuneration Committee, after taking into account multiple factors, including her position and responsibilities within the Company, her qualification, experience and remuneration level of market peers.

Ms. Zhu has confirmed (a) her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (b) that she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined under the Listing Rules) of the Company; and (c) that there are no other factors that may affect her independence as at the date of her appointment.

Prior to her appointment, Ms. Zhu has obtained legal advice as regards the requirements under the Listing Rules that is applicable to her as a director of a listed issuer. Ms. Zhu fully understands her duties and obligations as a Director under the Listing Rules and she will use her best endeavours to fulfill and discharge her duties as a Director going forward.

Save as disclosed above, as at the date of this announcement, Ms. Zhu (i) does not have any other interests in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance); (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 of the Company; and (iv) did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years.

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 each of Mr. Yuan, Mr. Liu, Mr. Ma and Ms. Zhu that need to be brought to the attention of the shareholders of the Company.

(II) CHANGE OF LEAD INDEPENDENT NON-EXECUTIVE DIRECTOR

Following the resignation of Mr. Cheng as the Lead INED, Mr. Liu, an independent non-executive Director, has been designated as the Lead INED with effect from 30 June 2025. The Lead INED is not an executive position in the Company and does not have any management role in the Group.

(III) APPOINTMENT OF SENIOR VICE PRESIDENT

The Board is pleased to announce that Ms. Lu Xiner (“**Ms. Lu**”) has been appointed as a senior vice president of the Company with effect from 30 June 2025.

Ms. Lu, aged 29, is an architect, curator, photographic artist. She obtained a bachelor’s degree in arts (architectural design) from The New School in May 2018 and a master’s degree in architectural design from the University of Hong Kong in December 2021. She founded the Luhu300 Art Community in Guangzhou. She has certain experience and achievements in architectural design, commercial operation, research and development of contemporary art related industries.

Ms. Lu is a daughter of Mr. Lu, an executive Director and a controlling shareholder of the Company.

Save as disclosed above, as at the date of this announcement, Ms. Lu (i) does not have any other interests in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance); (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 of the Company; and (iv) did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years.

The Board would like to express its warmest welcome to Mr. Yuan, Mr. Liu, Mr. Ma and Ms. Zhu for joining the Board and Ms. Lu for joining as senior vice president of the Company.

By order of the Board
TOMO Holdings Limited
Lu Yongde
Executive Director

Hong Kong, 30 June 2025

As at the date hereof, the Board comprises Mr. Lu Yongde, Mr. Tsang Chun Ho Anthony and Mr. Yuan Qinghua as executive Directors; Mr. Choi Tan Yee as non-executive Director; Mr. Liu Wuhui, Mr. Ma Zhangkai and Ms. Zhu Xiaoxin as independent non-executive Directors.

* *For identification purposes only*