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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)

(1) RESULTS OF THE VALID ACCEPTANCES AND APPLICATIONS FOR THE RIGHTS ISSUE; AND (2) NUMBER OF UNSUBSCRIBED SHARES AND NQS UNSOLD RIGHTS SHARES SUBJECT TO THE COMPENSATORY ARRANGEMENTS

Reference is made to the prospectus of TOMO Holdings Limited (the "**Company**") dated 1 September 2025 (the "**Prospectus**") in relation to the Rights Issue on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

RESULTS OF VALID APPLICATIONS AND ACCEPTANCE OF THE RIGHTS SHARES

As at the Record Date, the total number of issued Shares was 450,000,000. The total number of Rights Shares offered under the Rights Issue is 225,000,000 (the "**Offered Shares**"). The Board announces that as at 4:00 p.m. on Monday, 15 September 2025, being the Latest Time for Acceptance, a total of 5 valid applications and acceptances under the PAL had been received for a total of 142,717,159 Rights Shares, representing approximately 63.43% of the Offered Shares available for subscription under the Rights Issue.

The remaining 82,282,841 Unsubscribed Shares, representing approximately 36.57% of the total number of Offered Shares available for subscription under the Rights Issue, will be subject to the Compensatory Arrangements.

THE COMPENSATORY ARRANGEMENTS

The Company has made arrangements described in Rule 7.21(1) (b) of the Listing Rules to dispose of the Unsubscribed Shares and the NQS Unsold Rights Shares by offering the Unsubscribed Shares and the NQS Unsold Rights Shares to independent placees for the benefit of those Shareholders to whom they were offered by way of the Rights Issue.

The Company therefore appointed the Placing Agent to place the Unsubscribed Shares and the NQS Unsold Rights Shares after the Latest Time for Acceptance of the Rights Shares to be allotted and issued under the Rights Issue to independent placees on a best effort basis. Any Net Gain will be paid to the relevant No Action Shareholders and Excluded Shareholders on a pro-rata basis.

The Placing Agent will, on a best effort basis, procure, by not later than 4:00 p.m., on Monday, 29 September 2025, acquirers for all (or as many as possible) of those Unsubscribed Shares and the NQS Unsold Rights Shares at a price not less than the Subscription Price. Any Unsubscribed Shares and the NQS Unsold Rights Shares remain not placed after completion of the Compensatory Arrangement will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Net Gain (if any but rounded down to the nearest cent) will be paid on a pro-rata basis to the relevant No Action Shareholders and Excluded Shareholders as set out below:

(i) for No Action Shareholders, the relevant Qualifying Shareholders (or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed) whose nil-paid rights are not validly applied for in full, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for, and where the nil-paid rights are, at the time they lapse, represented by a PAL, to the person whose name and address appeared on the PAL and where the nil-paid rights are, at the time they lapse, registered in the name of HKSCC Nominees Limited, to the beneficial holders (via their respective CCASS participants) as the holder of those nil-paid rights in CCASS; and

(ii) for Excluded Shareholders, the relevant Excluded Shareholders whose name and address appeared on the register of members of the Company on the Record Date with reference to their shareholdings in the Company on the Record Date.

It is proposed that if the Net Gain to any of the No Action Shareholder(s) and Excluded Shareholder(s) mentioned above (i) is more than HK$100, the entire amount will be paid to them; or (ii) is HK$100 or less, such amount will be retained by the Company for its own benefit.

An announcement of the results of the Rights Issue is expected to be published on the websites of the Stock Exchange and the Company on Thursday, 9 October 2025. Such announcement will include the results of the Placing and the amount of Net Gain per Unsubscribed Shares and NQS Unsold Rights Share (if any) under the Compensatory Arrangements.

WARNING OF THE RISKS OF DEALING IN SHARES

Shareholders and potential investors of the Company should note that each of the Rights Issue and the Placing is subject to the fulfilment of certain conditions. If any of the conditions of the Rights Issue and/or the Placing are not fulfilled, the Rights Issue and/or the Placing will not proceed. Any Shareholder or other person dealing in the Shares up to the date on which all the conditions to which the Rights Issue and the Placing are subject are fulfilled, which is expected to be at 5:00 p.m. on Tuesday, 30 September 2025, will accordingly bear the risk that the Rights Issue and/or the Placing may not proceed.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares and there is no minimum subscription amount required to be raised under the Rights Issue in order for the Rights Issue to proceed. Any Unsubscribed Shares remain not placed under the Placing will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Investors are advised to exercise caution when dealing in the Shares. Any Shareholder or other person contemplating transferring, selling or purchasing the Shares is advised to exercise caution when dealing in the Shares. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

For and on behalf of the Board
TOMO Holdings Limited
Lu Yongde
Chairman and Executive Director

Hong Kong, 22 September 2025

As at the date of this announcement, the Board comprises Mr. Lu Yongde (chairman) and Mr. Yuan Qinghua as executive Directors; and Mr. Liu Wuhui, Mr. Ma Zhangkai and Ms. Zhu Xiaoxin as independent non-executive Directors.