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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)

RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES HELD ON THE RECORD DATE

Reference is made to the prospectus of TOMO Holdings Limited (the "**Company**") dated 1 September 2025 (the "**Prospectus**") and the announcement of the Company dated 22 September 2025 (the "**Announcement**") 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 THE RIGHTS ISSUE, THE COMPENSATORY ARRANGEMENTS AND THE PLACING AGREEMENT

As disclosed in the Announcement, as at 4:00 p.m. on Monday, 15 September 2025, being the Latest Time for Acceptance, the Company had received a total of 5 valid applications and acceptances for a total of 142,717,159 Rights Shares provisionally allotted under the Rights Issue (representing approximately 63.43% of the total number of Rights Shares offered under the Rights Issue). Accordingly, the Rights Issue was approximately 63.43% subscribed, and there are 82,282,841 Unsubscribed Shares, representing approximately 36.57% of the total number of Rights Shares offered under the Rights Issue, which will be subject to the Compensatory Arrangements.

The Board wishes to announce that, as at 4:00 p.m. on Monday, 29 September 2025, being the latest time for placing the Unsubscribed Shares by the Placing Agent, all the 82,282,841 Unsubscribed Shares were successfully placed at the price of HK$0.18 per Share, which is equal to the Subscription Price, under the Placing. Therefore, there is no Net Gain available to be distributed to the No Action Shareholders or Excluded Shareholders under the Compensatory Arrangements. Based on the acceptance results of the Rights Issue and the placing results of the Compensatory Arrangements, the Rights Shares to be allotted and issued amounted to 225,000,000 Rights Shares, representing 100% of the total number of Rights Shares offered for subscription under the Rights Issue.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, (i) each of the placees and where appropriate, their respective ultimate beneficial owner(s), is independent of and not connected with the Company and its connected persons and not a connected person of the Company; and (ii) none of the placees has become a substantial shareholder of the Company (as defined under the Listing Rules) upon completion of the Placing. As all the conditions with respect to the Rights Issue as set out in the Prospectus have been fulfilled, the Rights Issue became unconditional on Tuesday, 30 September 2025. Accordingly, the gross proceeds raised from the Rights Issue (including the Compensatory Arrangements) were approximately HK$40.5 million and the net proceeds (after deducting all relevant expenses) from the Rights Issue were approximately HK$39.5 million. As disclosed in the Prospectus, the Company intends to apply the net proceeds from the Rights Issue as follows:

(i) approximately HK$22.5 million, representing approximately 57.0% of the net proceeds, for the upgrade, expansion and development of the motor vehicle trading business;

(ii) approximately HK$10.2 million, representing approximately 25.8% of the net proceeds, for the enhancement of the electronic accessories and upholstery business;

(iii) approximately HK$3.0 million, representing approximately 7.6% of the net proceeds, for the increased operation costs associated with the expansion of business and reserved as contingency for market risks; and

(iv) approximately HK$3.8 million, representing approximately 9.6% of the net proceeds, as general working capital of the Group, which is expected to be utilised by March 2026.

EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, set out below is the shareholding structure of the Company immediately before and after the completion of the Rights Issue:

Shareholders	**Immediately before completion of the Rights Issue**		**Immediately after completion of the Rights Issue**	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
Mr. Lu Yongde *(Note)*	230,100,000	51.13	345,150,000	51.13
Existing public Shareholders	219,900,000	48.87	247,567,159	36.68
Independent placees	–	–	82,282,841	12.19
Total	450,000,000	100.00	675,000,000	100.00

Note: 345,000,000 Shares are held by Billion Legend, which is legally and beneficially wholly owned by Mr. Lu Yongde. Accordingly, Mr. Lu Yongde is deemed to be interested in 345,000,000 Shares held by Billion Legend by virtue of the SFO.

DESPATCH OF SHARE CERTIFICATES FOR RIGHTS SHARES

Share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post at their own risks on Friday, 10 October 2025.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Monday, 13 October 2025.

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

Hong Kong, 9 October 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.