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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) POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 17 MAY 2023
(2) CHANGE OF DIRECTORS AND CHANGE IN COMPOSITION OF
BOARD COMMITTEES
AND
(3) CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG

(1) POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 17 MAY 2023

Reference is made to the circular (the “**Circular**”) of TOMO Holdings Limited (the “**Company**”) and the notice of annual general meeting (the “**AGM Notice**”) both dated 19 April 2023.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that at the annual general meeting of the Company held at Room 7801, 78/F, The Center, 99 Queen’s Road Central, Hong Kong, on Wednesday, 17 May 2023 at 10:30 am (the “**AGM**”), save as proposed resolution numbered 2(ii), all the proposed resolutions (the “**Resolutions**”) as set out in the AGM Notice were duly passed as ordinary resolutions by the shareholders of the Company (the “**Shareholders**”) by way of poll. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

The poll results in respect of the Resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of votes cast (%)	
		FOR	AGAINST
1.	To receive and adopt the audited financial statements of the Company, the reports of the directors and the independent auditors of the Company for the year ended 31 December 2022	230,197,100 (100%)	0 (0%)

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of votes cast (%)	
		FOR	AGAINST
2.	(i) To re-elect Mr. Jin Lailin as independent non-executive director of the Company	230,197,100 (100%)	0 (0%)
	(ii) To re-elect Ms. Lee Kit Ying as independent non-executive director of the Company	196,000 (0.09%)	230,001,000 (99.91%)
	(iii) To re-elect Mr. Peng Peng as independent non-executive director of the Company	230,197,000 (100%)	0 (0%)
	(iv) To re-elect Ms. Chen Jun as non-executive director of the Company	230,197,000 (100%)	0 (0%)
	(v) To re-elect Mr. Choi Tan Yee as non-executive director of the Company	230,197,000 (100%)	0 (0%)
	(vi) To re-elect Mr. Tsang Chun Ho Anthony as executive director of the Company	230,197,000 (100%)	0 (0%)
3.	To authorize the board of Directors of the Company to fix the directors' remuneration for the year ending 31 December 2023	230,197,000 (100%)	0 (0%)
4.	To re-appoint Prism Hong Kong and Shanghai Limited as auditors of the Company and to authorize the board of directors of the Company to fix the auditors' remuneration for the ensuring year	230,197,000 (100%)	0 (0%)
5.	To give a general mandate to the Directors of the Company to issue new shares of the Company not exceeding 20% of the total number of issued shares of the Company	230,197,000 (100%)	0 (0%)
6.	To give a general mandate to the Directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company	230,197,000 (100%)	0 (0%)
7.	To extend the general mandate to be given to the Directors of the Company to allot, issue and deal with additional shares of the Company of an amount representing the total number of shares repurchased by the Company	230,197,000 (100%)	0 (0%)

Note:

The full text of the Resolutions was set out in the AGM Notice.

As more than 50% of the votes were cast in favour of the Resolutions numbered 1, 2(i), 2(iii) to (vi), 3 to 7, such Resolutions were duly passed as ordinary resolutions of the Company at the AGM.

As less than 50% of the votes were cast in favour of the Resolution numbered 2(ii), such Resolution was not passed as an ordinary resolution of the Company at the AGM.

As at the date of the AGM:

- (a) The total number of the shares in issue and entitling the holders to attend and vote for or against all Resolutions at the AGM: 450,000,000 shares.
- (b) The total number of shares entitling the holders to attend and abstain from voting in favour at the AGM as set out in Rule 13.40 of the Listing Rules: Nil.
- (c) None of the Shareholders stated their intention in the Circular to vote for or against any of the Resolutions at the AGM.
- (d) None of the Shareholders was required under the Listing Rules to abstain from voting on any of the Resolutions at the AGM.
- (e) There was no restrictions on any Shareholders to cast votes on any of the Resolutions at the AGM.
- (f) The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the purpose of vote taking at the AGM.

The attendance record of the directors of the Company at the AGM was as follows:

- (a) Mr. Tsang Chun Ho Anthony and Mr. Choi Tan Yee attended in person;
- (b) Ms. Ma Xiaoqiu, Ms. Liu Xinyi, Ms. Chen Jun, Ms. Lyn Qiuja, Mr. Jin Lailin and Mr. Peng Peng attended by electronic means; and
- (c) Ms. Lee Kit Ying (“**Ms. Lee**”) was unable to attend the AGM due to other business commitments.

(2) CHANGE OF DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

As indicated above, Resolution numbered 2(ii) regarding the re-election of Ms. Lee as an independent non-executive director of the Company was not passed by the Shareholders at the AGM since there was not a majority of votes cast for such Resolution. At the conclusion of the AGM:

Ms. Lee has retired as an independent non-executive director of the Company and ceased to be a chairlady of the audit committee (“**Audit Committee**”), a chairlady of the remuneration committee (“**Remuneration Committee**”) and a member of the nomination committee (“**Nomination Committee**”) of the Board (the “**Retirement**”).

The Board is not aware of any disagreement with Ms. Lee or any matters relating to the Retirement that need to be brought to the attention of the Shareholders and the Stock Exchange. The Board would like to extend its appreciation to Ms. Lee for her valuable contribution to the Company during her tenure of office.

Following the Retirement, the Board is pleased to appoint Mr. Cheng Wai Hei (“**Mr. Cheng**”) as the independent non-executive Director of the Company, the chairman of the Audit Committee, the chairman of the Remuneration Committee and a member of the Nomination Committee with effect from 17 May 2023.

Set out below are the biographical details of Mr. Cheng:

Mr. Cheng, aged 42, Mr. Cheng obtained his Bachelor’s degree of arts in accounting and finance from the Leeds Metropolitan University (currently known as Leeds Beckett University) in the United Kingdom in May 2005. He obtained his Master’s degree of business administration from The Hong Kong Polytechnic University in September 2017. He has been a fellow of the Association of Chartered Certified Accountants since October 2011. He was admitted to Graduateship of The Institute of Chartered Secretaries and Administrators (currently known as The Chartered Governance Institute) in February 2013 and has been an associate of The Hong Kong Institute of Chartered Secretaries (currently known as The Hong Kong Chartered Governance Institute) since May 2013.

Mr. Cheng has over 15 years of audit, financial management and company secretarial experience. He joined Shu Lun Pan Horwath Hong Kong CPA Limited as a semi-senior in the audit and assurance division in October 2006, and was transferred to BDO Limited due to a corporate merger in May 2009 with his last position as a senior associate in July 2010. He joined Inno-Tech Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8202), as a financial manager in July 2010 and was promoted to a financial controller. He also acted as the company secretary of Inno-Tech Holdings Limited from May 2013 to August 2014 and from July 2015 to November 2015. He joined Win Win Way Construction Holdings Ltd. (currently known as CT Vision S.L. (International) Holdings Limited), a company listed on the Main Board of the

Stock Exchange (stock code: 994), as chief financial officer in November 2015 and also acted as its company secretary since May 2016, where he was responsible for the financial and secretarial matters of the company until July 2019. He acted as the company secretary of Chi Kan Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 9913), from August 2020 to November 2021, where he was responsible for the secretarial matters of the company. He joined Zhicheng Technology Group Ltd. (currently known as Min Fu International Holding Limited), a company listed on GEM of the Stock Exchange (stock code: 8511), as financial controller in December 2021 and also acted as company secretary since January 2022, where he was responsible for the financial and secretarial matters of the company. Mr. Cheng was appointed as an independent non-executive director of Carry Wealth Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 643), on 1 February 2023.

The Company has entered into a service contract with Mr. Cheng 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 articles of association of the Company. Mr. Cheng is entitled to a fixed monthly Director's remuneration of HK\$10,000, which was determined 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.

Save as disclosed above, as at the date of this announcement, Mr. Cheng (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 Mr. Cheng that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its warm welcome to Mr. Cheng for joining the Board.

(3) CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The Board hereby announces that the principal place of business of the Company in Hong Kong will be changed to Room 7801-7803, 78th Floor, The Center, 99 Queen's Road Central, Central, Hong Kong, with effect from 17 May 2023. The Company's telephone and facsimile numbers will remain unchanged.

By order of the Board
TOMO Holdings Limited
Ma Xiaoqiu
Chairlady and Executive Director

Hong Kong, 17 May 2023

As at the date of this announcement, the Board comprises:

Executive Director:

Ms. Ma Xiaoqiu (*Chairlady*)
Mr. Tsang Chun Ho Anthony

Non-executive Directors:

Ms. Liu Xinyi
Ms. Chen Jun
Mr. Choi Tan Yee
Ms. Lyu Qiuja

Independent non-executive Directors:

Mr. Jin Lailin
Mr. Cheng Wai Hei
Mr. Peng Peng