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**BILLION LEGEND
COMPANY LIMITED**

*(Incorporated in the British Virgin Islands
with limited liability)*



TOMO Holdings Limited

*(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6928)*

JOINT ANNOUNCEMENT

**(1) COMPLETION OF THE SALE AND PURCHASE AGREEMENT
IN RELATION TO THE SALE SHARES IN THE COMPANY; AND**

(2) MANDATORY UNCONDITIONAL CASH OFFER

BY VBG CAPITAL LIMITED

**FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE ALL
THE ISSUED SHARES OF TOMO HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED BY THE OFFEROR AND
PARTIES ACTING IN CONCERT WITH IT)**

Financial adviser to the Offeror



**建泉融資有限公司
VBG Capital Limited**

Reference is made to the announcement jointly published by the Offeror and the Company dated 8 June 2021 in relation to, among others, the Sale and Purchase Agreement and the Offer (the “**Joint Announcement**”). Unless otherwise stated, terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcement.

COMPLETION OF THE SALE AND PURCHASE AGREEMENT

The Offeror and the Company (as informed by the Vendor) are pleased to announce that the Completion took place on 9 June 2021. Immediately upon Completion, the Offeror's Concert Group beneficially owned 230,000,000 Shares, representing 51.11% of the total issued share capital of the Company as at the date of this joint announcement.

Set out below is a table showing the shareholding structure of the Company (i) immediately before the Completion, and (ii) immediately upon the Completion and as at the date of this joint announcement:

Shareholders	(i) Immediately before the Completion		(ii) Immediately upon the Completion and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The Offeror's Concert Group	–	–	230,000,000	51.11
The Vendor	230,000,000	51.11	–	–
Subtotal:	230,000,000	51.11	230,000,000	51.11
Public Shareholders	220,000,000	48.89	220,000,000	48.89
Total:	<u>450,000,000</u>	<u>100.00</u>	<u>450,000,000</u>	<u>100.00</u>

MANDATORY UNCONDITIONAL CASH OFFER

Upon Completion, the Offeror is required under Rule 26.1 of the Takeovers Code to make an Offer for all the issued Shares (other than those already owned by the Offeror's Concert Group) on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code.

DESPATCH OF THE COMPOSITE DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document setting out, among others, (i) further details of the Offer; (ii) the recommendation from the Independent Board Committee; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and Independent Shareholders in respect of the terms of the Offer and as to the acceptance of the Offer; and (iv) the relevant form(s) of acceptance and transfer, is expected to be despatched to the Shareholders on or before 29 June 2021 in accordance with the Takeovers Code.

By order of the board of director of
Billion Legend Company Limited
Ma Xiaoqiu
Sole director

By order of the board of
Tomo Holdings Limited
Siew Yew Khuen
Chairman and Chief Executive Officer

Hong Kong, 9 June 2021

As at the date of this joint announcement, Ms. Ma Xiaoqiu is the sole director of the Offeror. As the sole director of the Offeror, Ms. Ma Xiaoqiu accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Vendor, the Guarantor, the Directors and the Group) and confirm, having made all reasonable inquiries, that to the best of her knowledge, opinions expressed in this joint announcement (other than that expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement, other than that relating to the Offeror's Concert Group, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this announcement, the executive Directors are Mr. Siew Yew Khuen, Ms. Lee Lai Fong, Mr. Siew Yew Wai and Mr. Zha Jianping; and the independent non-executive Directors are Mr. Clarence Tan Kum Wah and Mr. Ng Chee Chin.