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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  
DESPATCH OF COMPOSITE DOCUMENT  
IN RELATION TO MANDATORY UNCONDITIONAL CASH OFFER BY  
VBG CAPITAL LIMITED FOR AND ON BEHALF OF  
BILLION LEGEND COMPANY LIMITED TO  
ACQUIRE ALL OF THE ISSUED SHARES OF TOMO HOLDINGS LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO  
BE ACQUIRED 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**

**Independent Financial Adviser to the Independent Board Committee**



References are made to the joint announcements dated 8 June 2021, 9 June 2021 and the composite offer and response document dated 29 June 2021 (the “**Composite Document**”) jointly issued by TOMO Holdings Limited (the “**Company**”) and Billion Legend Company Limited (the “**Offeror**”) in relation to, among other matters, the Offer. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

## DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) the terms and conditions of the Offer; (ii) the expected timetable of the Offer; (iii) a letter from VBG Capital; (iv) a letter from the Board; (v) a letter from the Independent Board Committee; and (vi) a letter from the Independent Financial Adviser, together with the accompanying relevant Form of Acceptance, has been despatched to the Independent Shareholders on 29 June 2021 in accordance with the Takeovers Code.

## EXPECTED TIMETABLE

The timetable set out below, as reproduced from the Composite Document, is indicative only and may be subject to change. Further announcement(s) will be made in the event there is any change to the timetable as and when appropriate. Unless otherwise specified, all the time and date references contained in this joint announcement refer to Hong Kong time and dates.

| Event   | Hong Kong Time and Date                              |
|---|--|
| Despatch date of the Composite Document and<br>the Form of Acceptance and commencement date of<br>the Offer ( <i>Note 1</i> ) . . . . .   | Tuesday, 29 June 2021                                |
| Latest time and date for acceptance of the Offer<br>( <i>Notes 2, 4 and 6</i> ) . . . . .   | by 4:00 p.m. on<br>Tuesday, 20 July 2021             |
| Closing Date ( <i>Notes 2, 4 and 6</i> ) . . . . .  | Tuesday, 20 July 2021                                |
| Announcement of the results of the Offer as at the<br>Closing Date (or its extension or revision, if any)<br>to be posted on the Stock Exchange's website<br>( <i>Notes 2 and 4</i> ) . . . . . | not later than 7:00 p.m. on<br>Tuesday, 20 July 2021 |
| Latest date for posting of remittances for the amounts<br>due in respect of valid acceptances received under<br>the Offer ( <i>Note 5</i> ) . . . . .   | Thursday, 29 July 2021                               |

*Notes:*

1. The Offer, which is unconditional, is made on Tuesday, 29 June 2021, the date of posting of this Composite Document, and is capable of acceptance on and from that date until the Closing Date. Acceptance of the Offer shall be irrevocable and shall not be capable of being withdrawn, except in the circumstances set out in the paragraph headed “Right of Withdrawal” in Appendix I “FURTHER TERMS AND PROCEDURES FOR ACCEPTANCE OF THE OFFER” to this Composite Document.
2. In accordance with the Takeovers Code, the Offer must initially be opened for acceptance for at least 21 days following the date on which this Composite Document is posted. The Offer will be closed on the Closing Date. The latest time and date for acceptance is at 4:00 p.m. on Tuesday, 20 July 2021 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code.
3. The Independent Shareholders are required to submit the duly completed and signed Form of Acceptance to the Registrar on or before 4:00 p.m. on Tuesday, 20 July 2021, being the Closing Date, in order to accept the Offer.
4. In accordance with the Takeovers Code, an announcement will be published on the website of the Stock Exchange by 7:00 p.m. on the Closing Date stating whether the Offer has been, where applicable, extended, revised or expired. In the event that the Offeror decides to extend the Offer and the announcement does not specify the next closing date, at least 14 days’ notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.
5. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable in respect of acceptance of the Offer will be despatched to the accepting Shareholder(s) by ordinary post at their own risk as soon as possible, but in any event within seven Business Days following the date of receipt by the Registrar of the duly completed Form of Acceptance and all requisite documents to render the acceptance under the Offer complete and valid in accordance with the Takeovers Code.
6. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning or “Extreme Conditions”:
  - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances will remain at 4:00 p.m. on the same Business Day; or
  - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, as the case may be, will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force or Extreme Conditions at any time between 9:00 a.m. and 4:00 p.m. or such other day as the Executive may approve in accordance with the Takeovers Code.

All times and dates in this Composite Document and the Form of Acceptance shall refer to Hong Kong times and dates. Save as mentioned above, if the latest time for acceptance of the Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will jointly notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

**Shareholders are encouraged to read the Composite Document carefully, including the advice from the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer, before deciding whether or not to accept the Offer. If the Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.**

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, 29 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 joint announcement, the Board comprises Mr. Siew Yew Khuen, Ms. Lee Lai Fong, Mr. Siew Yew Wai and Mr. Zha Jianping as executive Directors, and Mr. Clarence Tan Kum Wah and Mr. Ng Chee Chin as independent non-executive Directors.*