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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) CLOSE OF THE 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);
(2) RESULTS OF THE OFFER; AND
(3) PUBLIC FLOAT OF THE COMPANY**

Financial adviser to the Offeror



**建泉融資有限公司
VBG Capital Limited**

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.

CLOSE OF THE OFFER

The Offer made by VBG Capital for and on behalf of the Offeror closed on Tuesday, 20 July 2021 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Tuesday, 20 July 2021, being the latest time and date for acceptance of the Offer as set out in the Composite Document, no valid acceptance had been received by the Offeror in respect of the Offer Shares.

Taking into account that there is no valid acceptance in respect of the Offer Shares, the Offeror’s Concert Group is interested in an aggregate of 230,000,000 Shares, representing 51.11% of the entire issued share capital of the Company as at the date of this joint announcement.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately before the commencement of the Offer Period on 8 June 2021, the Offeror’s Concert Group did not hold, control or have direction over any Shares or rights over any Shares.

Immediately after Completion on 9 June 2021, the Offeror’s Concert Group held an aggregate of 230,000,000 Shares, representing 51.11% of the entire issued share capital of the Company.

Immediately after the close of the Offer on 20 July 2021 and as at the date of this joint announcement, and taking into account that there is no valid acceptance in respect of the Offer Shares, the Offeror’s Concert Group remains interested in an aggregate of 230,000,000 Shares, representing approximately 51.11% of the entire issued share capital of the Company.

The Offeror's Concert Group had not (i) acquired or agreed to acquire any Shares (save for the Sale Shares upon Completion on 9 June 2021) or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company or any rights over the Shares during the Offer Period up to and including the date of this joint announcement; or (ii) borrowed or lent any Shares or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and as at the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately before the commencement of the Offer Period on 8 June 2021; (ii) immediately after Completion on 9 June 2021; and (iii) immediately after the close of the Offer on 20 July 2021 and as the date of this joint announcement:

	Immediately before the commencement of the Offer Period		Immediately after Completion		Immediately after the close of the Offer 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>	<i>Number of Shares</i>	<i>Approximate %</i>
The Offeror's Concert Group	0	0	230,000,000	51.11	230,000,000	51.11
The Vendor	230,000,000	51.11	0	0	0	0
Public Shareholders	220,000,000	48.89	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>	<u>450,000,000</u>	<u>100.00</u>

PUBLIC FLOAT OF THE COMPANY

Immediately after the close of the Offer and as at the date of this joint announcement, a total of 220,000,000 Shares, representing approximately 48.89% of the entire issued share capital of the Company, are held by the public (within the meaning of the Listing Rules). Accordingly, the Company satisfies the minimum public float requirement of 25% as set out under Rule 8.08(1) of the Listing Rules.

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, 20 July 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 Guarantors, 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 the independent non-executive Directors are Mr. Clarence Tan Kum Wah and Mr. Ng Chee Chin.