
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in TOMO Holdings Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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TOMO Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6928)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITORS AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of the front and inside cover pages shall have the same respective meanings as those defined in the section headed “Definitions” in this circular.

A notice convening the of the Company be held at Room Nos. 4101-4104, 41/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong, on Wednesday, 18 May 2022 at 09:30 a.m., is set out on pages 12 to 17 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM. The completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the Hong Kong SAR Government and/or regulatory authorities, the Company may be required to change the AGM arrangements at short notice. Shareholders are advised to check the websites of the Company at www.thetomogroup.com and the Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk for further announcement(s) and update(s) on such arrangements to be taken.

PRECAUTIONARY MEASURES FOR THE AGM

Please see pages ii of this circular for the precautionary measures to be implemented at the AGM to ensure the safety of the AGM attendees and to prevent the spreading of the COVID-19 pandemic, which include without limitation:

1. compulsory body temperature screening/checks;
2. compulsory wearing of surgical face mask; and
3. no serving of refreshments or drinks and no distribution of gifts.

Any attendee who does not comply with the precautionary measures or is subject to any Hong Kong SAR Government prescribed quarantine may be denied entry into the meeting venue.

The Company strongly advises Shareholders to appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) as an alternative to attending the AGM in person. Shareholders are advised to read page ii of this circular for further details and monitor the development of COVID-19. Subject to the development of COVID-19 pandemic and the requirements or guidelines of the Hong Kong SAR Government and/or regulatory authorities, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

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This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular shall prevail.

PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing coronavirus pandemic and recent guidelines for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM to protect the Shareholders, staff and other stakeholders who attend the AGM from the risk of infection:

1. compulsory body temperature check will be conducted on every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.6 degrees Celsius, or is exhibiting flu-like symptoms may be denied entry into the AGM venue or required to leave the AGM venue;
2. attendees are required to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats; and
3. no refreshments or drinks will be served and no gifts will be distributed.

Any attendee who does not comply with the precautionary measures or is subject to any Hong Kong SAR Government prescribed quarantine may be denied entry into the meeting venue.

In the interest of the attendees' health and safety, the Company strongly advises the Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions duly completed, the Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolution at the AGM instead of attending the AGM in person.

The proxy form is attached to this circular and can be downloaded from the Company's website at www.thetomogroup.com. If you are not a registered Shareholder (that is, your Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks, brokers or custodians (as the case may be) to assist you in the appointment of proxy.

Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the Hong Kong SAR Government and/or regulatory authorities, the Company may be required to change the AGM arrangements at short notice. Shareholders are advised to check the websites of the Company at www.thetomogroup.com and the Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk for further announcement(s) and update(s) on such arrangements to be taken.

The Company will ensure the compliance of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) in holding the AGM. The Shareholders of the Company are strongly recommended to cast their votes through proxy.

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Room Nos. 4101-4104, 41/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Wednesday, 18 May 2022, at 09:30 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 12 to 17 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the same meaning as defined in the Listing Rules
“Board”	the board of Directors
“Companies Act”	the Companies Act (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	TOMO Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 6928)
“connected person(s)”	has the same meaning as defined in the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and deal with Shares of the Company as set out in resolutions 4 and 6 of the AGM Notice

DEFINITIONS

“Latest Practicable Date”	31 March 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase the Shares as set out in resolution 5 of the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-back as amended from time to time and approved by the Securities and Futures Commission of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



TOMO Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6928)

Executive Directors:

Ms. Ma Xiaociu

Non-executive Directors:

Ms. Liu Xinyi

Mr. Wong Chun Man

Ms. Lyu Qiujia

Independent non-executive Directors:

Mr. Jin Lailin

Ms. Lee Kit Ying

Mr. Wang Zhongmin

Mr. Peng Peng

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business in Hong Kong:

Room Nos. 4101-4104

41/F, Sun Hung Kai Centre

30 Harbour Road

Wanchai, Hong Kong

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITORS AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM, among other things, (i) the granting of general mandates to the Directors to issue and repurchase Shares; (ii) the re-election of Directors; and (iii) the re-appointment of auditors of the Company. These resolutions will be proposed at the AGM and are set out in the AGM Notice as contained in this circular.

LETTER FROM THE BOARD

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, separate ordinary resolutions will be proposed to grant the general mandates to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the aggregate number of Shares in issue as at the date of the passing of such resolution; (ii) to repurchase Shares which does not exceed 10% of the aggregate number of Shares in issue as at the date of passing of such resolution; and (iii) the general extension mandate, after the Repurchase Mandate is granted, to add the aggregate amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing of the resolution for approving the Issue Mandate.

Based on 450,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are repurchased or issued prior to the AGM, subject to the passing of the ordinary resolution for approving the Issue Mandate and the Repurchase Mandate, the Directors will be authorised to allot, issue and deal with up to a limit of 90,000,000 Shares pursuant to the Issue Mandate and repurchase 45,000,000 Shares pursuant to the Repurchase Mandate.

An explanatory statement, required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant proposed ordinary resolution for the grant of the Repurchase Mandate at the AGM.

The Issue Mandate, the Repurchase Mandate and the general extension mandate, if granted at the AGM, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

RE-ELECTION OF DIRECTORS

Pursuant to Articles 83(3) and 84(1) of the Articles, Ms. Ma Xiaoqiu, Ms. Liu Xinyi, Mr. Wong Chun Man, Ms. Lyu Qiujia, Mr. Jin Lailin, Ms. Lee Kit Ying, Mr. Wang Zhongmin and Mr. Peng Peng will retire from office as Directors at the AGM and, being eligible, offer themselves for re-election.

LETTER FROM THE BOARD

The Board, upon the recommendation of the nomination committee of the Board, proposed Ms. Ma Xiaoqiu, Ms. Liu Xinyi, Mr. Wong Chun Man, Ms. Lyu Qiujia, Mr. Jin Lailin, Ms. Lee Kit Ying, Mr. Wang Zhongmin and Mr. Peng Peng, the retiring Directors, to stand for re-election as Directors at the AGM.

Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

RE-APPOINTMENT OF AUDITORS

Baker Tilly TFW LLP Certified Public Accountants (“**Baker Tilly TFW LLP**”) will retire as auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint Baker Tilly TFW LLP as auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

ANNUAL GENERAL MEETING

The notice convening the AGM at which ordinary resolutions will be proposed, *inter alia*, the Issue Mandate and the Repurchase Mandate; the re-election of Directors; and the re-appointment of auditors of the Company are set out on pages 12 to 17 of this circular.

A form of proxy for the AGM is enclosed herewith. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM. The completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the forthcoming AGM, the register of members of the Company will be closed from Friday, 13 May 2022 to Wednesday, 18 May 2022, both dates inclusive, during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 12 May 2022.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association of the Company, the voting of the Shareholders at the AGM must be taken by poll except where the chairman of the meeting in good faith decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will therefore demand a poll for all resolutions to be put to the vote at the meeting pursuant to the Articles. An announcement on the poll vote results will be made by the Company after the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate and the Repurchase Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters.

The Board is pleased to recommend the retiring Directors, to be re-elected as the Directors at the AGM. In addition, the Board also recommends all Shareholders to vote in favour of re-appointing Baker Tilly TFW LLP as auditors of the Company.

SPECIAL ARRANGEMENTS FOR COVID-19

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the AGM arrangements at short notice, and the Company will ensure that the AGM arrangements are in compliance with the articles of association of the Company. Shareholders are advised to check the websites of the Company at www.thetomogroup.com and the Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk for further announcement(s) and update(s) on such arrangements to be taken.

Yours faithfully,
For and on behalf of the Board
TOMO Holdings Limited
Ma Xiaoqiu
Chairlady

Hong Kong, 12 April 2022

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide you with the requisite information for your consideration of the Repurchase Mandate.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 450,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions granting the Repurchase Shares and on the basis that no further Shares are issued or repurchased before the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 45,000,000 Shares, being 10% of the number of Shares in issue as at the date of the AGM. The Shares repurchased by the Company shall, subject to applicable law, be automatically cancelled upon such repurchase.

3. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. FUNDING AND EFFECT OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles, the Listing Rules, and the applicable laws of the Cayman Islands.

Under the Listing Rules, a listed company may not repurchase its own shares listed on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

The Directors consider that, if the Repurchase Mandate was to be exercised in full, there might be a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2021, being the date of its latest published audited combined financial statements. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles and the applicable laws of the Cayman Islands.

6. TAKEOVERS CODE CONSEQUENCE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

As at the Latest Practicable Date, the substantial Shareholders (as defined in the SFO) were:

Name of Shareholders	Capacity/Nature of interest	Number of Shares held (Note 1)	Approximately percentage of shareholding of the Company
Ms. Ma Xiaoiu	Interest in controlled corporation (Note 2)	230,000,000 (L)	51.11%
Billion Legend Company Limited (“ Billion Legend ”)	Beneficial owner (Note 2)	230,000,000 (L)	51.11%

Notes:

- (1) The Letter “L” denotes the person's long position in the relevant Shares.
- (2) The entire issued share capital Billion Legend is legally and beneficially owned as to 100% by Ms. Ma Xiaoiu. Accordingly, Ms. Ma Xiaoiu is deemed to be interested in 230,000,000 Shares held by Billion Legend by virtue of the SFO.

The Directors will not exercise the power to repurchase the Shares on the Stock Exchange pursuant to the Repurchase Mandate if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

7. SHARE PURCHASED BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the year ended 31 December 2021.

8. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSON

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective associates (as defined in the Listing Rules), have any present intention, in the event that the proposal on the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company or its subsidiaries.

No core connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, nor have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange preceding the Latest Practicable Date were as follows:

	Trading price	
	Highest HK\$	Lowest HK\$
2021		
March	1.190	0.880
April	1.030	0.760
May	2.980	0.920
June	4.990	2.850
July	4.620	2.560
August	4.500	3.660
September	4.620	3.540
October	3.720	3.600
November	4.000	3.550
December	3.840	3.560
2022		
January	4.000	3.460
February	3.500	3.280
March (up to the Latest Practicable Date)	3.400	2.800

Stated below are the details of the Directors who will retire and be eligible for re-election at the AGM in accordance with the Articles.

EXECUTIVE DIRECTOR

Ms. Ma Xiaoqi (馬小秋女士) (“Ms. Ma”), aged 61, is the executive director of the Company. Ms. Ma was appointed as the Chairlady and the executive director on 21 July 2021. She is a senior investor with over 20 years of experience in cultural tourism, technology and healthcare. She has served as the chairlady and a non-executive director of China Investment Fund Company Limited (formerly known as China Ding Yi Feng Holdings Limited) (stock code: 612) since 27 June 2017. She has served as the chairlady and a non-executive director of Fullwealth International Group Holdings Limited (formerly known as Fullwealth Construction Holdings Company Limited) (stock code: 1034) since 14 January 2021. Shares of both companies are listed on the Main Board of the Stock Exchange. Ms. Ma is the mother of Ms. Liu, a non-executive Director of the Company.

NON-EXECUTIVE DIRECTORS

Ms. Liu Xinyi (劉心藝女士) (“Ms. Liu”), aged 33, is the non-executive director of the Company. Ms. Liu was appointed as the non-executive director on 21 July 2021. Ms. Liu started her career as an artist in the performance arts and culture industry. Ms. Liu also has experience in senior corporate management roles and has been a marketing director of Shenzhen Yihewenhuanbo Company Limited* (深圳市一合文化傳播有限公司) since 2017 and has been responsible for the management and assessment of investment projects in the areas of (i) marketing, events and exhibition for real estate projects; and (ii) real estate development in Shenzhen and Hainan. Ms. Liu has been an executive director and chief executive officer of Fullwealth International Group Holdings Limited (formerly known as Fullwealth Construction Holdings Company Limited) (a company listed on the Main Board of the Stock Exchange, stock code: 1034) since 14 January 2021, and is a substantial shareholder of the company. She is currently the founder and controlling shareholder of Hainan Xuannv Network Technology Company Limited* (海南玄女網絡科技有限公司) and has been involved in several investment projects including movie making and real estate investments. Ms. Liu is the daughter of Ms. Ma, the chairlady and an executive director of the Company.

Mr. Wong Chun Man (王俊文先生) (“Mr. Wong”), aged 46, is the non-executive director of the Company. Mr. Wong was appointed as the non-executive director on 21 July 2021. He has been an executive director of Fullwealth International Group Holdings Limited (formerly known as Fullwealth Construction Holdings Company Limited) (stock code: 1034) since 14 January 2021. He has been an independent non-executive director of Zhaobangji Properties Holdings Limited (formerly known as Sanroc International Holdings Limited) (stock code: 1660) since 11 April 2018 and a non-executive director of Vico International Holdings Limited (stock code: 1621) since 1 April 2019. Shares of the above companies are listed on the Main Board of the Stock Exchange.

Ms. Lyu Qiujia (呂秋佳女士) (“Ms. Lyu”), aged 36, is the non-executive director of the Company. Ms. Lyu was appointed as the non-executive director on 21 July 2021. She obtained a bachelor’s degree in Chinese Philology from Heilongjiang Suihua College in September 2009. Ms. Lyu has over 12 years of rich experience in newspaper and magazine editing and commercial brand management.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Lee Kit Ying (李潔瑩女士) (“Ms. Lee”), aged 39, is the independent non-executive director of the Company. Ms. Lee was appointed as the independent non-executive director on 21 July 2021. She obtained a bachelor’s degree in business administration from City University of Hong Kong in 2004. Ms. Lee is currently a fellow member of the Hong Kong Institute of Certified Public Accountants. She has over 17 years of experience in auditing, accounting and finance. She is currently the accounting manager of Yabo Group, mainly providing services to private equity clients.

Mr. Jin Lailin (金來林先生) (“Mr. Jin”), aged 56, is the independent non-executive director of the Company. Mr. Jin was appointed as the independent non-executive director on 21 July 2021. He has rich experience in corporate management and corporate public relations management. He serves as a senior management member, director in the group president’s office and director of public relations in different film and television companies, tourism industry development companies and hotels in China.

Mr. Wang Zhongmin (王眾民先生) (“Mr. Wang”), aged 43, is the independent non-executive director of the Company. Mr. Wang was appointed as the independent non-executive director on 21 July 2021. He holds a bachelor’s degree in accounting from Sichuan University. He has profound experience in market research and business planning throughout the years, and serves as a researcher and marketing director in different tourism industry development companies and tourism culture media groups in China.

Mr. Peng Peng (彭鵬先生) (“Mr. Peng”), aged 55, is the independent non-executive director of the Company. Mr. Peng was appointed as the independent non-executive director on 15 October 2021. He obtained a doctor’s degree in History from Sun Yat-sen University in June 1994. He has been a founder of the Institute for Maritime Silk Road Studies at Shenzhen University* (深圳大學海洋海上絲綢之路研究所) since 2008, a professor in the People’s College at Shenzhen University since 2010 and the Executive Dean of Shenzhen Liu Yuyi Art Institute* (深圳劉宇一藝術院) since 2019. He also served as the cultural director of Guangzhou Puwen Science Education Culture Co., Ltd* (廣州普文科教文化有限公司) from 1998 to 2010. Mr. Peng has over 20 years of extensive experience in cultural and artistic studies. He is currently a founder of Shenzhen Maker Association* (深圳創客協會), with the aim to promote life science and high-tech related work. Mr. Peng has been an independent non-executive Director of Fullwealth International Group Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 1034), since 14 January 2021.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING



TOMO Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6928)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of TOMO Holdings Limited (the “**Company**”) will be held at at Room Nos. 4101-4104, 41/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong, on Wednesday, 18 May 2022 at 09:30 a.m., for the following purposes:

As ordinary business,

1. To receive, consider and approve the audited financial statements of the Company and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2021;
2. To re-elect the following retiring Directors:
 - (i) Ms. Ma Xiaoqiu as an executive Director
 - (ii) Ms. Liu Xinyi as a non-executive Director
 - (iii) Mr. Wong Chun Man as a non-executive Director
 - (iv) Ms. Lyu Qiujia as a non-executive Director
 - (v) Mr. Jin Lailin as an independent non-executive Director
 - (vi) Ms. Lee Kit Ying as an independent non-executive Director
 - (vii) Mr. Wang Zhongmin as an independent non-executive Director
 - (viii) Mr. Peng Peng as an independent non-executive Director
3. To authorize the board of Directors (the “**Board**”) to fix their respective remuneration for the year ending 31 December 2022;
4. To re-appoint Baker Tilly TFW LLP as auditors of the Company and to authorise the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:

5. “THAT:

- (a) subject to paragraph (c) of this Resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with unissued shares of HK\$0.01 each in the share capital of the Company and to make or grant offers, agreements and options, including bonds and warrants to subscribe for shares of the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription, conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchange for shares of the Company, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate number of Shares of the Company in issue as at the date of the passing of this Resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of shares of the Company purchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of shares of the Company in issue as at the date of the passing of this Resolution),

and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.

“Rights Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

6. “THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this Resolution) of all powers of the Company to purchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange under the Hong Kong Code on Share Buy-backs issued by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Act (as revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate number of shares of the Company in issue as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the pass of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 5 above be and it is hereby approved to be extended by adding to the aggregate nominal amount of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 6 above.”

By Order of the Board
TOMO Holdings Limited
Ma Xiaoyu
Chairlady

Hong Kong, 12 April 2022

Notes:

- (1) Any member of the Company (the “**Member**”) entitled to attend and vote at the Meeting or its adjourned meeting (as the case may be) is entitled to appoint one or more proxies (if such member is the holder of two or more shares in the Company) to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the articles of association of the Company. A proxy need not be a Member but must be present in person at the Meeting to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) Where there are joint holders of any share of the Company, any one of such joint holders may vote at the Meeting or its adjourned meeting, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) A form of proxy for use at the Meeting or its adjourned meeting is enclosed.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or its adjourned meeting. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the Meeting or its adjourned meeting.
- (5) For determining Members’ entitlement to attend and vote at the Meeting, the register of Members will be closed from Friday, 13 May 2022 to Wednesday, 18 May 2022 (both dates inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify for attending the forthcoming Meeting, all transfer documents accompanied by the relevant share certificate must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 12 May 2022.

NOTICE OF ANNUAL GENERAL MEETING

- (6) In relation to the proposed resolution numbered 4 above, the Board concurs with the views of the audit committee of the Company and has recommended that Baker Tilly TFW LLP be re-appointed as the auditors of the Company.
- (7) In relation to the proposed resolutions numbered 5 and 7 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company.
- (8) In relation to the proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they consider appropriate for the benefit of the Company and the Members. An explanatory statement containing the information necessary to enable Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular.
- (9) According to Rule 13.39(4) of the Listing Rules, the voting at the Meeting or its adjourned meeting will be taken by poll.
- (10) If tropical cyclone warning signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of Company at www.thetomogroup.com and on the HKEXnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the re-scheduled meeting.

If a tropical cyclone warning signal No. 8 or above or a “black” rainstorm warning signal is lowered or cancelled at or before 7:00 a.m. on the date of the Meeting and where conditions permit, the Meeting will be held as scheduled.

The Meeting will be held as scheduled when an amber or “red” rainstorm warning signal is in force.

After considering their own situations, Members should decide on their own whether or not they would attend the Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.

- (11) Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the Hong Kong SAR Government and/or regulatory authorities, the Company may be required to change the AGM arrangements at short notice. The Company shall announce further updates on the AGM arrangements on the Company’s website at www.thetomogroup.com and the Hong Kong Exchange and Clearing Limited website at www.hkexnews.hk as and when appropriate.

As at the date hereof, the Board comprises Ms. Ma Xiaoqiu (Chairlady) as executive Director; Ms. Liu Xinyi as non-executive Director; Mr. Wong Chun Man (Vice-Chairman) as non-executive Director; Ms. Lyu Qiujia as non-executive Director; and Mr. Jin Lailin, Ms. Lee Kit Ying, Mr. Wang Zhongmin and Mr. Peng Peng as independent non-executive Directors.