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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)**

## **POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 19 MARCH 2024; AND NON-COMPLIANCE WITH RULES 3.10(1), 3.10A AND 3.21 OF THE LISTING RULES**

### **POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 19 MARCH 2024**

Reference is made to the circular (the “**Circular**”) of TOMO Holdings Limited (the “**Company**”) and the notice of extraordinary general meeting (the “**EGM Notice**”) both dated 27 February 2024.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that at the extraordinary general meeting of the Company held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong, on Tuesday, 19 March 2024 at 9:00 a.m. (the “**EGM**”), all the proposed resolutions (the “**Resolutions**”) as set out in the EGM 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 EGM were as follows:

<b>ORDINARY RESOLUTIONS</b> <i>(Note)</i>		<b>Number of votes cast (%)</b>	
		<b>FOR</b>	<b>AGAINST</b>
1.	To remove Ms. Ma Xiaoqiu as an executive director of the Company	8,084,600 (100%)	0 (0%)
2.	To remove Ms. Liu Xinyi as a non-executive director of the Company	8,084,600 (100%)	0 (0%)
3.	To remove Ms. Chen Jun as a non-executive director of the Company	8,084,600 (100%)	0 (0%)
4.	To remove Ms. Lyu Qiuja as a non-executive director of the Company	8,084,600 (100%)	0 (0%)
5.	To remove Mr. Jin Lailin as an independent non-executive director of the Company	8,084,600 (100%)	0 (0%)

*Note:* The full text of the Resolutions was set out in the EGM Notice.

As more than 50% of the votes were cast in favour of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company at the EGM. Accordingly, with effective from 19 March 2024,

- (a) Ms. Ma Xiaoqiu was removed as an executive Director and ceased to be the chairlady of the Board, the chairlady of the nomination committee of the Board (the “**Nomination Committee**”) and a member of the remuneration committee of the Board (the “**Remuneration Committee**”);
- (b) Ms. Liu Xinyi was removed as a non-executive Director and ceased to be a member of the Nomination Committee;
- (c) Mr. Chen Jun was removed as a non-executive Director;
- (d) Ms. Lyu Qiuja was removed as a non-executive Director; and
- (e) Mr. Jin Lailin was removed as an independent non-executive Director and ceased to be a member of each of the audit committee of the Board (the “**Audit Committee**”), the Remuneration Committee and the Nomination Committee.

As at the date of the EGM:

- (a) The total number of the shares in issue and entitling the holders to attend and vote for or against all Resolutions at the EGM: 450,000,000 shares.
- (b) The total number of shares entitling the holders to attend and abstain from voting in favour at the EGM 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 EGM.
- (d) None of the Shareholders was required under the Listing Rules to abstain from voting on any of the Resolutions at the EGM.
- (e) There was no restrictions on any Shareholders to cast votes on any of the Resolutions at the EGM.
- (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 EGM.

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

- (a) Mr. Tsang Chun Ho Anthony, Mr. Choi Tan Yee and Mr. Cheng Wai Hei attended the EGM either in person or by electronic means;
- (b) Mr. Lam Chi Wing, Ms. Ma Xiaoqiu, Ms. Liu Xinyi, Ms. Chen Jun, Ms. Lyu Qiuqia and Mr. Jin Lailin did not attend the EGM.

### **NON-COMPLIANCE WITH RULES 3.10(1), 3.10A AND 3.21 OF THE LISTING RULES**

Following the removal of Mr. Jin Lailin, the Company has (i) two independent non-executive directors, which results in the current number of independent non-executive directors falling below the minimum number required under Rule 3.10(1) of the Listing Rules and one third of the Board as required under Rule 3.10A of Listing Rules; and (ii) two members of the Audit Committee, which results in the number of the Audit Committee falling below the minimum number required under Rule 3.21 of the Listing Rules. In this regard, the Company will use its best endeavor to identify a suitable candidate to fill the vacancy as soon as practicable, with the relevant appointments to be made within 3 months from the date of this announcement as required under the Listing Rules. The Company will make further announcement(s) as and when appropriate.

By order of the Board  
**TOMO Holdings Limited**  
*The Directors*

Hong Kong, 19 March 2024

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

*Executive Director:* Mr. Tsang Chun Ho Anthony

*Non-executive Director:* Mr. Choi Tan Yee

*Independent non-executive Directors:* Mr. Cheng Wai Hei  
Mr. Lam Chi Wing