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Tomson Group

TOMSON GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 258)

PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

An extraordinary general meeting of Tomson Group Limited (the “**Company**”) will be held at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 17th June, 2022 at 11:30 a.m. (or as soon thereafter as the annual general meeting of the Company convened at the same place and on the same day shall have been concluded or adjourned) (the “**Extraordinary General Meeting**”). The board of directors of the Company (the “**Board**”) proposes to seek approval of shareholders of the Company (the “**Shareholders**”) at the Extraordinary General Meeting to amend the memorandum and articles of association of the Company (the “**Memorandum and Articles**”) as follows:

- (i) amendments be made to the existing Memorandum and Articles: (a) to allow the Company to hold general meetings as hybrid meetings where the Shareholders may participate by means of electronic facilities in addition to physical attendance; (b) to explicitly set out other related powers of the Board and the chairman of the general meeting, including making arrangements for attendance at the meetings as well as ensuring the security and orderly conduct of the meetings; (c) to conform with the Core Shareholder Protection Standards set out in Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in light of the amendments to the said Appendix effective from 1st January, 2022 and pursuant to the transitional arrangements; and (d) to make corresponding and house-keeping changes in line with the applicable laws of the Cayman Islands and the Listing Rules; and
- (ii) adoption of the amended and restated Memorandum and Articles incorporating all the aforementioned amendments as the new Memorandum and Articles in substitution for and to the exclusion of the existing Memorandum and Articles,

(collectively the “**Amendment Proposals**”).

The Amendment Proposals are subject to the approval of the Shareholders by way of a special resolution at the Extraordinary General Meeting.

A circular containing details of the Amendment Proposals and the notice of Extraordinary General Meeting will be despatched to the Shareholders on 23rd May, 2022.

By Order of the Board of
TOMSON GROUP LIMITED
Lee Yuen Han
Company Secretary

Hong Kong, 20th May, 2022

As at the date of this announcement, the Board comprises three executive directors, Madam Hsu Feng (Chairman and Managing Director), Mr Albert Tong (Vice-Chairman) and Mr Tong Chi Kar Charles (Vice-Chairman), and three independent non-executive directors, Mr Cheung Siu Ping, Oscar, Mr Lee Chan Fai and Mr Sean S J Wang.