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

If you have sold or transferred all your shares in Tomson Group Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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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 AND EXTRAORDINARY GENERAL MEETING

The notice convening an extraordinary general meeting of Tomson Group Limited (the “Company”) to 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”) is set out on pages 29 to 31 of this circular.

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

To safeguard the health and safety of the shareholders of the Company (the “Shareholders”) and to minimize the risk of spreading the COVID-19, the following precautionary measures will be implemented at the Extraordinary General Meeting:

- (1) Compulsory body temperature checks;
- (2) Completion of health and travel declaration form;
- (3) Wearing of surgical mask before being permitted to attend, and during the attendance of, the Extraordinary General Meeting;
- (4) Attendees should present vaccination record/medical exemption QR code for scanning upon entry to the venue of the Extraordinary General Meeting if required, and will be accommodated in separate partitioned rooms or areas with not more than the number as may be allowed, under the relevant subsidiary legislation of the Prevention and Control of Disease Ordinance of the Hong Kong Special Administrative Region of the People’s Republic of China (“Hong Kong”) in force from time to time; and
- (5) No refreshments or drinks to be served.

Attendees who do not comply with the precautionary measures referred to in (1) to (4) above, or who are subject to quarantine or isolation or compulsory testing prescribed by the Government of Hong Kong, or whose body temperature reading is 37.5°C or higher will be denied entry to the venue of the Extraordinary General Meeting, at the absolute discretion of the Company.

Shareholders are reminded to carefully consider the risks of attending the Extraordinary General Meeting in person. The Company would like to recommend the Shareholders to exercise their voting rights by appointing the Chairman of the Extraordinary General Meeting as their proxy and to return their duly completed and signed forms of proxy to the office of the Company in Hong Kong at Rooms 1507-12, 15th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong as soon as possible and in any event not later than 11:30 a.m. on Thursday, 16th June, 2022 or not less than 24 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof (as the case may be).

23rd May, 2022

LETTER FROM THE BOARD



Tomson Group

TOMSON GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 258)

Executive Directors:

Hsu Feng (*Chairman and Managing Director*)

Albert Tong (*Vice-Chairman*)

Tong Chi Kar Charles (*Vice-Chairman*)

Independent Non-Executive Directors:

Cheung Siu Ping, Oscar

Lee Chan Fai

Sean S J Wang

Registered office:

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Principal Place of Business
in the Hong Kong Special
Administrative Region of
the People's Republic of China
("Hong Kong"):*

Rooms 1501-2 and 1507-12

15th Floor, Wing On Centre

111 Connaught Road Central

Hong Kong

23rd May, 2022

To shareholders

Dear Sir/Madam

PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION AND EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The board of directors of Tomson Group Limited (the "Company") (the "Board") proposes to adopt a new set of memorandum and articles of association of the Company (the "Memorandum and Articles"), duly amended and restated in substitution for, and to the exclusion of, the existing Memorandum and Articles. An extraordinary general meeting of the Company will be held at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday,

LETTER FROM THE BOARD

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”). This circular is issued for the purposes of providing you with details of a special resolution relating to the adoption of the amended and restated Memorandum and Articles to be proposed at the Extraordinary General Meeting and giving you the notice of the meeting.

PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES

To enhance the flexibility of the Company in relation to the conduct of general meetings, the Board proposes that amendments be made to the existing Memorandum and Articles to allow the Company to hold general meetings as hybrid meetings where shareholders of the Company (the “Shareholders”) may participate by means of electronic facilities in addition to physical attendance. The proposed amendments also 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. In addition, in light of the amendments to Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) effective from 1st January, 2022 and pursuant to the transitional arrangements, it is proposed to amend the existing Memorandum and Articles to conform with the Core Shareholder Protection Standards set out in the said Appendix. Further corresponding and house-keeping changes to the existing Memorandum and Articles are also proposed in line with the applicable laws of the Cayman Islands and the Listing Rules.

The proposed adoption of the amended and restated Memorandum and Articles is subject to the approval of the Shareholders by way of a special resolution at the Extraordinary General Meeting and shall take effect upon the close of the Extraordinary General Meeting.

The proposed amendments to the Memorandum and Articles are set out in Appendix I to this circular. The Chinese translation of the proposed amendments to the Memorandum and Articles is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws, Baker & McKenzie, have confirmed that the proposed amendments to the Memorandum and Articles conform with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands, Maples and Calder (Hong Kong) LLP, have confirmed that the proposed amendments to the Memorandum and Articles are not inconsistent with the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments to the Memorandum and Articles for a company listed on the Stock Exchange.

EXTRAORDINARY GENERAL MEETING

The notice convening the Extraordinary General Meeting is set out on pages 29 to 31 of this circular.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules and Article 80 of the articles of association of the Company, all resolutions to be put to the vote at the Extraordinary General Meeting shall be decided by way of a poll save for resolutions related purely to procedural or administrative matters which may be voted on by a show of hands at the discretion of the chairman of the meeting. An announcement on the poll vote results will be made by the Company after the Extraordinary General Meeting.

A form of proxy for use at the Extraordinary General Meeting is being sent to the Shareholders together with this circular. Such form of proxy is also published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Company (www.tomson.com.hk). Whether or not you are able to attend the Extraordinary General Meeting, please complete the accompanying form of proxy in accordance with the instructions printed on the form and return the same to the office of the Company in Hong Kong at Rooms 1507-12, 15th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong not later than 11:30 a.m. on Thursday, 16th June, 2022 (or not less than 24 hours before the time appointed for holding of the Extraordinary General Meeting or any adjournment of the Extraordinary General Meeting (as the case may be)). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournment of the Extraordinary General Meeting (as the case may be) in person, if you so wish.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 13th June, 2022 to Friday, 17th June, 2022, both days inclusive, for the purpose of determining the entitlements of the Shareholders to attend and vote at the Extraordinary General Meeting. During the said period, no transfer of shares of the Company will be effected.

In order to be eligible to attend and vote at the Extraordinary General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 10th June, 2022 for registration.

RECOMMENDATION

The Board considers that the proposal for the adoption of the amended and restated Memorandum and Articles is in the best interests of the Company and the Shareholders and accordingly recommends all Shareholders vote in favour of the special resolution to be proposed at the Extraordinary General Meeting.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendix I to this circular.

Yours faithfully
For and on behalf of the Board of
TOMSON GROUP LIMITED
Hsu Feng
Chairman and Managing Director

Details of the proposed amendments to the Memorandum and Articles are set out as follows:

A. Memorandum of Association

(1) Clause 4

By deleting the words “Companies Law” and replacing them with the words “Companies Act (As Revised)” in the first line of the existing Clause 4.

(2) Clause 6

By deleting the words “Companies Law” and replacing them with the words “Companies Act (As Revised)” in the sixth line of the existing Clause 6.

(3) Clause 7

By revising the existing Clause 7 together with its margin note as below (showing changes against the existing clause):

“Section 174 of Companies Law <u>Act</u> .”	If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Law <u>Act (As Revised)</u> (Cap. 22).”.
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(4) Clause 8

By deleting the word “Law” and replacing it with the words “Companies Act (As Revised) (Cap. 22)” in the first line of the existing Clause 8.

B. Articles of Association

(1) Article 1

By deleting the words “Companies Law” and replacing them with the words “Companies Act” in the second line of the existing Article 1.

(2) Article 2(a)

(i) By adding the following new definitions in Article 2(a) alphabetically together with their respective margin notes:

“black rainstorm warning.”	“black rainstorm warning” shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Chapter 1 of the Laws of Hong Kong);”
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“Close Associate.	“Close Associate” shall have the meaning ascribed to it under the Listing Rules;”
“the Company’s Website.	“the Company’s Website” shall mean the website of the Company, the address or domain name of which has been notified to the Members;”
“electronic facilities.	references to “electronic facilities” include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise) by means of which all persons participating in the meeting are capable of hearing and being heard by each other;”
“the Electronic Transactions Act.	“the Electronic Transactions Act” shall mean the Electronic Transactions Act (As Revised) of the Cayman Islands and any amendments thereto or re-enactment thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;”
“gale warning.	“gale warning” shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Chapter 1 of the Laws of Hong Kong);”
“hybrid meeting.	“hybrid meeting” shall mean a general meeting held and conducted by (i) physical attendance and participation by Members and/or their proxies or representatives in case of a corporation (and any other permitted participants of such meeting, including, without limitation, the Chairman of General Meeting and any Directors) at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or their proxies or representatives in case of a corporation (and any other permitted participants of such meeting, including, without limitation, the Chairman of General Meeting and any Directors) by means of electronic facilities;”
“Meeting Location(s).	“Meeting Location(s)” shall have the meaning given to it in Article 76A(a);”

“physical meeting. “physical meeting” shall mean a general meeting held and conducted by physical attendance and participation by Members and/or their proxies or representatives in case of a corporation (and any other permitted participants of such meeting, including, without limitation, the Chairman of General Meeting and any Directors) at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;”

“Principal Meeting Place. “Principal Meeting Place” shall mean the principal venue of a general meeting in case that there are more than one Meeting Location as determined by the Board pursuant to Article 76A;”;

(ii) By revising the following existing definitions in Article 2(a) together with their respective margin notes (if appropriate) as below (showing changes against the existing definitions):

“business day. “business day” shall mean any day on which the Stock Exchange is open for business of dealing in securities. For the avoidance of doubt, where the Stock Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a gale warning, black rainstorm warning or other similar event, such day shall for the purpose of any notice sent under these Articles be counted as a business day;”

~~“The Companies Law—
the Law—
The Companies Act.
the Act.~~ “the Companies Law” or “the Law” “the Companies Act” or “the Act” shall mean the Companies ~~Law—Act (As Revised) (Cap. 22)~~ of the Cayman Islands and any amendments thereto or re-enactment thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;”

“electronic communication. “electronic communication” shall mean a communication sent by electronic transmission in any form through any information system. For the avoidance of doubt, Section 8 of the ~~Electronic Transactions Law (2003 Revision) of the Cayman Islands~~ Electronic Transactions Act regarding delivery in the form of an electronic record shall not apply to any electronic communication to and from the Company;”

“electronic signature. “electronic signature” shall have the meaning ascribed to it under Section 2 of the Electronic Transactions Ordinance (Chapter 553 of the Laws of Hong Kong) and any amendments thereto or re-enactment thereof for the time being in force. The provisions contained in Section 19(3) of the ~~Electronic Transactions Law (2003 Revision) of the Cayman Islands~~ Electronic Transactions Act regarding compliance with a requirement for a signature shall not apply;”

“ordinary resolution. “ordinary resolution” shall mean a resolution passed by a bare majority of the votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with Article 73;”

“special resolution. “special resolution” shall have the same meaning as in the ~~Law Act~~ save that the required majority shall be 75% of the votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with Article 73;”

“Words in ~~Law Act~~ to bear same meaning in Articles. Subject as aforesaid, any words defined in the ~~Law Act~~ shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles;” and

- (iii) By revising the existing definition of “holding company.” in Article 2(a) as below:
 - (a) by inserting the word “of” immediately after the words “more than half” in the first line of paragraph (ii); and
 - (b) by deleting the words “paragraph (c)” and replacing them with the words “sub-paragraph (c) above” in the fourth line of sub-paragraph (e).

(3) Article 2(b)

By deleting the word “Law” and replacing it with the word “Act” in the second line of the existing Article 2(b).

(4) Article 5

By deleting the word “Law” and replacing it with the word “Act” in the seventh line of the existing Article 5.

(5) Article 6

By revising the existing Article 6 (its margin note “How class rights of Shares may be modified.”) as below (showing changes against the existing article):

“If at any time the share capital of the Company is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may be varied, if permitted under the Listing Rules, with the consent in writing of the holder(s) of three-fourths in nominal value of the issued Shares of that class or with the sanction of a special resolution passed at a separate general meeting at which the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be one or more persons at least holding or representing by proxy one-third in nominal value of the issued Shares of that class and that any holder of the Shares of that class present in person or by proxy may demand a poll and that at any adjourned meeting or postponed meeting one or more holders of Shares of that class (whatever the number of Shares held by them) shall be a quorum.”.

(6) Article 7

By deleting the word “Law” and replacing it with the words “Act or the Listing Rules” in the sixth line of the existing Article 7.

(7) Article 8(b)

By deleting the word “Law” and replacing it with the word “Act” in the sixth line of the existing Article 8(b).

(8) Article 9(a)

By deleting the word “Law” and replacing it with the word “Act” in the first line of the existing Article 9(a).

(9) Article 9(b)

By deleting the word “Law” and replacing it with the word “Act” in the first, fifth and last lines of the existing Article 9(b).

(10) Article 11

By deleting the word “Law” and replacing it with the word “Act” in the first and last lines of the existing Article 11.

(11) Article 12

By deleting the word “Law” and replacing it with the word “Act” in the first and seventh lines of the existing Article 12.

(12) Article 13

By deleting the word “Law” and replacing it with the word “Act” in the second line of the existing Article 13.

(13) Article 15(a)

By revising the existing Article 15(a) as below (showing changes against the existing article):

“Except when the register of members is closed in accordance with Article 15(d), the register and any branch register shall during business hours be open to the inspection of any Member without charge.”.

(14) Article 15(d)

By adding the following new article as Article 15(d) together with its margin note immediately after the existing Article 15(c):

“Close of register of members.	(d) The register of members including any overseas or local or other branch register of members may, after a notice has been given, in accordance with the Listing Rules and any other requirements of the Stock Exchange, by publication of an announcement in such manner as may be accepted by the Stock Exchange or by advertisement in a newspaper, be closed for inspection at such times or for such periods not exceeding in the whole thirty days in each year as the Board may determine or, with the approval of the Company in general meeting, not exceeding sixty days in the whole in any year and either generally or in respect of any class of Shares.”.
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(15) Article 20

By deleting the word “Law” and replacing it with the word “Act” in the second line of the existing Article 20.

(16) Article 37

By revising the existing Article 37 (its margin note “Form of transfer.”) as below (showing changes against the existing article):

“All transfers of Shares may be effected by instrument in writing in the usual common form or in ~~such other form~~ any standard form of transfer which the Directors may approve and may be under hand or otherwise as the Directors may think fit and accept. All instruments of transfer must be left at the Registration Office or at such other place as the Directors may appoint.”.

(17) Article 39

By deleting the word “Law” and replacing it with the word “Act” in the second line of the existing Article 39.

(18) Article 44

By revising the existing Article 44 together with its margin note as below (showing changes against the existing article):

“When transfer books ~~and register~~ may be closed. 44. The registration of transfers may be suspended ~~and the register closed~~ at such times and for such periods as the Directors may from time to time determine in accordance with Article 15(d), provided always that such registration shall not be suspended ~~or the register closed~~ for more than in the whole thirty days in any year or, with the approval of the Company in general meeting, not more than sixty days in the whole in any year.”.

(19) Article 63(a)(iii)

By deleting the word “Law” and replacing it with the word “Act” in the fourth line of the existing Article 63(a)(iii).

(20) Article 63(b)

By deleting the word “Law” and replacing it with the words “the Act” in the last line of the existing Article 63(b).

(21) Article 68(a)

By deleting the word “Law” and replacing it with the word “Act” in the second and fifth lines of the existing Article 68(a).

(25) Article 73

By revising the existing Article 73 (its margin note “Notice of meetings.”) as below (showing changes against the existing article):

“Subject to such other minimum period as may be specified in the Listing Rules from time to time: (a) an annual general meeting shall be called by not less than twenty-one days’ notice ~~or twenty clear business days’ notice, whichever is the longer~~; (b) a meeting called for the passing of a special resolution shall be called by not less than twenty-one days’ notice; and (c) a meeting other than an annual general meeting or a meeting called for the passing of a special resolution shall be called by not less than fourteen days’ notice ~~or ten clear business days’ notice, whichever is the longer~~. The notice should be in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall ~~specify the place, the day and the hour of meeting and, (A) specify the time and date of the meeting, (B) specify the place of the meeting and if there are more than one Meeting Location as determined by the Board pursuant to Article 76A, the Principal Meeting Place, (C) if the general meeting (including any such adjourned meeting or postponed meeting) is to be held in the form of a hybrid meeting, include a statement to that effect and specify details of the electronic facilities for attendance and participation at the meeting or where such details will be made available by the Company prior to the meeting, and (D)~~ in case of special business, particulars of the resolutions to be considered at the meeting, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company ~~at~~ in general meeting to such persons as are, under these Articles, entitled to receive such notices from the Company provided that, if permitted by the rules of the Stock Exchange, a meeting of the Company notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (i) in the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent in nominal value of the Shares giving that right.”.

(26) Article 73A

By adding the following new article as Article 73A together with its margin note immediately after the existing Article 73:

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|---|------|--|
| “Notice of resolutions and/or supporting statement. | 73A. | (a) Any one or more Members holding at the date of deposit of the requisition in aggregate not less than one-tenth of the voting rights, on a one vote per Share basis, in the share capital of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require the Board (i) to give to Members entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and/or (ii) to circulate to Members entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting. |
| | | (b) Notice of any such intended resolution referred to in paragraph (a) above shall be given, and any such statement shall be circulated, to Members entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each such Member in any manner permitted for service of notice of the meeting, and notice of any such resolution shall be given to any other Member by giving notice of the general effect of the resolution in any manner permitted for giving him notice of meetings of the Company provided that the copy shall be served, or notice of the effect of the resolution shall be given, as the case may be, in the same manner and, so far as practicable, at the same time as notice of the meeting and, where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter. |

- (c) The Company shall not be bound under paragraphs (a) and (b) above to give notice of any resolution and/or to circulate any statement unless:
- (i) a copy of the requisition signed by the requisitionist(s), or two or more copies which between them contain the signatures of all the requisitionist(s), is deposited at the head office (1) in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting; and (2) in the case of any other requisition, not less than one week before the meeting; and
 - (ii) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company's expenses in giving effect thereto,

provided that if, after a copy of the requisition requiring notice of a resolution has been deposited at the head office, an annual general meeting is called for a date six weeks or less after the copy has been deposited, the copy though not deposited within the time required by this Article shall be deemed to have been properly deposited for the purposes thereof.”.

(27) Article 75

By revising the existing Article 75 (its margin notes “Special business.” and “Business of annual general meeting.”) as below (showing changes against the existing article):

“All business shall be deemed special that is transacted at an extraordinary general meeting and also all business that is transacted at an annual general meeting, with the exception of sanctioning dividends, making a call in accordance with the provisions of these Articles, the reading, considering and adopting of the ~~accounts and balance sheet~~ financial statements and the reports of the Directors and Auditors and other documents required to be annexed to the ~~balance sheet~~ financial statements, the election of Directors and appointment of Auditors and other officers in the place of those retiring, the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration of the Directors.”.

(28) Article 76A to Article 76G

By adding the following new articles as Article 76A to Article 76G together with their respective margin notes immediately after the existing Article 76:

- “Holding of meeting at one or more locations or as hybrid meeting.
- 76A. (a) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (the “Meeting Location(s)”) determined by the Board at its absolute discretion. Any Member or its proxy or representative in case of a corporation attending and participating in such way in a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.
- (b) All general meetings are subject to the following:
- (i) the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;
 - (ii) Member present in person or by proxy or representative in case of a corporation at a Meeting Location and/or participating in a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings shall be valid provided that the Chairman of General Meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;

- (iii) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participate in a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of a hybrid meeting, the inability of one or more Members or proxies or representatives in case of a corporation to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and
- (iv) if any of the Meeting Locations is outside Hong Kong and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place.

76B. The Board and, at any general meeting, the Chairman of General Meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, and/or any Meeting Location(s) and/or participation and/or voting in a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as they shall in their absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not permitted to attend, in person (in the case of a Member being a corporation, by its duly authorised representative) or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

- 76C. If it appears to the Chairman of General Meeting that:
- (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 76A(a) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or
 - (b) in the case of a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
 - (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
 - (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then, without prejudice to any other power which the Chairman of General Meeting may have under these Articles or at common law, the Chairman of General Meeting may, at his absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

- 76D. The Board and, at any general meeting, the Chairman of General Meeting may make any arrangement and impose any requirement or restriction the Board or the Chairman of General Meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or removed (physically or electronically) from the meeting.

- 76E. If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, it may (a) postpone the meeting to another date and/or time and/or (b) change the place and/or the electronic facilities and/or form of the meeting (including, without limitation, a physical meeting or a hybrid meeting), without approval of the Members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which such a postponement or change of the relevant general meeting may occur automatically without further notice, including without limitation where a gale warning or black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:
- (i) when either (1) a meeting is postponed, or (2) there is a change in the place and/or electronic facilities and/or form of the meeting, the Company shall (A) endeavour to post a notice of such postponement or change on the Company's Website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic postponement or automatic change of such meeting); and (B) subject to and without prejudice to Article 79, unless already specified in the original notice of the meeting or included in the notice posted on the Company's Website above, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting, specify the date and time by which proxies shall be submitted in order to be valid at such postponed or changed meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the postponed or changed meeting unless revoked or replaced by a new proxy), and shall give the Members reasonable notice (given the circumstances) of such details in such manner as the Board may determine; and
 - (ii) notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the Members.

- 76F. All persons seeking to attend and participate in a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 76C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.
- 76G. Without prejudice to other provisions in Articles 76A to 76F, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as determined by the Board as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.”.

(29) Article 77

By revising the existing Article 77 (its margin note “When if quorum not present meeting to be dissolved and when to be adjourned.”) as below (showing changes against the existing article):

“If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and ~~place~~ (where applicable) such place(s) and in such form and manner referred to in Article 73 as shall be decided by the Directors, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present in person shall be a quorum and may transact the business for which the meeting was called.”.

(30) Article 77A

By revising the existing Article 77A (its margin note “Participation of Directors.”) as below (showing changes against the existing article):

“Each Director shall be entitled to attend and speak at any general meetings of the Company and at any separate meetings of the holders of any class of securities of the Company. The Directors may participate in any general meetings of the Company or any meetings of the holders of any class of securities of the Company by means of ~~a video conferencing system or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other~~ electronic facilities.”.

(31) Article 78

By inserting the following sentences at the end of the existing Article 78 (its margin note “Chairman of General Meeting.”):

“The Chairman of General Meeting shall be entitled to attend and participate at such general meeting by means of electronic facilities, in which the Chairman of General Meeting shall be deemed to be present at the meeting. Where the Chairman of General Meeting is attending the meeting by means of electronic facilities, but such electronic facilities are interrupted or fail for any reason to enable the Chairman of General Meeting to hear and be heard by all other persons participating at the meeting, then the other Directors present at the meeting shall choose another Director present to act as Chairman of General Meeting for the remainder of the meeting; provided that (i) if no other Director is present at the meeting; or (ii) if all the Directors present decline to take the chair, then the meeting shall be automatically adjourned to the same day in the next week and at such time and place as shall be decided by the Board.”.

(32) Article 79

By revising the existing Article 79 (its margin note “Power to adjourn general meeting, business of adjourned meeting.”) as below (showing changes against the existing article):

“Subject to Article 76A, The ~~the~~ Chairman of General Meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting or a hybrid meeting) as the meeting shall determine. Whenever a meeting is adjourned for fourteen days or more, at least seven clear days’ notice, specifying the ~~place, the day and the hour of the adjourned meeting~~ details as set out in Article 73 shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no Member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.”.

(33) Article 81

By revising the existing Article 81 (its margin note “Poll.”) as below (showing changes against the existing article):

“A poll shall (subject as provided in Article 82) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time (not being more than thirty days from the date of the meeting or adjourned meeting or postponed meeting at which the resolution put to the vote of the meeting) and ~~place~~ (where applicable) such place(s) and in such form and manner, as the Chairman of General Meeting directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting.”.

(34) Article 84A

By adding the following new article as Article 84A together with its margin note immediately before the existing Article 85:

“Right to speak and vote. 84A. All Members shall have the right to (i) speak at a general meeting; and (ii) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.”.

(35) Article 85

By revising the existing Article 85 (its margin note “Votes of Members.”) as below (showing changes against the existing article):

“Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares or pursuant to the Listing Rules, at any general meeting: (a) on a show of hands every Member who, in the case of an individual, is present in person or, in the case of a corporation, is present by a representative duly ~~authorized~~ authorised pursuant to Article 96 shall have one vote; and (b) on a poll every Member present in person or by proxy or, in the case of a corporation, is present by a duly ~~authorized~~ authorised representative shall have one vote for every fully-paid Share of which he is the holder and have for every partly-paid Share of which he is the holder the fraction of one vote equal to the proportion which the nominal amount due and paid up thereon bears to the nominal value of the Share but no amount paid or credited as paid up on a Share in advance of calls or instalments shall be treated for the purposes of these Articles as paid up on the Share. On a poll a Member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.”.

(36) Article 86

By adding the words “or postponed meeting” immediately after the words “adjourned meeting” in the fifth to sixth lines of the existing Article 86.

(37) Article 89(b)

By adding the words “or postponed meeting” immediately after the words “adjourned meeting” in the second line of the existing Article 89(b).

(38) Article 89(c)

By adding the margin note “Counting of votes.” to the existing Article 89(c).

(39) Article 92

By deleting the word “Law” and replacing it with the word “Act” in the tenth line of the existing Article 92.

(40) Article 94

By adding the words “or postponement” immediately after the words “any adjournment” in the sixth line of the existing Article 94.

(41) Article 95

By adding the words “or postponed meeting” immediately after the words “adjourned meeting” in the eleventh line of the existing Article 95.

(42) Article 98

By revising the existing Article 98 (its margin note “Constitution.”) as below (showing changes against the existing article):

“The number of Directors shall not be less than three. The Directors shall cause to be kept a register of the Directors and Officers, and there shall be entered therein the particulars required by the Law Act. ~~The first Directors shall be appointed by the subscribers of the Memorandum of Association to hold office until the next following annual general meeting.~~”.

(43) Article 107(a)(ii)

- (i) Save as stated below, by deleting the word “Associates” wherever appears in Article 107(a)(ii) and replacing it with the words “Close Associates (and if required by the Listing Rules, his other Associates)”;

- (ii) By deleting the words “, their Associates” and replacing them with the words “(or their Close Associates) (and if required by the Listing Rules, their other Associates)” in the fifth line of the existing Article 107(a)(ii)(g); and by deleting the word “Associates” and replacing it with the words “Close Associates (and other Associates, as the case may be)” in the ninth line of the existing Article 107(a)(ii)(g); and
- (iii) By revising the paragraph right below the existing Article 107(a)(ii)(j) in the following ways:
 - (a) By deleting the word “Associates” and replacing it with the words “Close Associates (and if required by the Listing Rules, his other Associates)” in the fourth line; and
 - (b) By deleting the word “Associates” and replacing it with the words “Close Associates (and other Associates, as the case may be)” in the fifteenth, nineteenth and twenty-seventh lines.

(44) Article 109

By deleting the words “Board of Directors” and replacing them with the word “Board” in the last line of the existing Article 109.

(45) Article 112(a)

By deleting the word “Law” and replacing it with the word “Act” in the ninth and twelfth lines of the existing Article 112(a).

(46) Article 121

By deleting the word “Law” and replacing it with the word “Act” in the last line of the existing Article 121.

(47) Article 122

By revising the existing Article 122 (its margin note “Power to remove Director by ordinary resolution.”) as below (showing changes against the existing article):

“The Company may by ordinary resolution remove any Director (including a managing or other executive director, but without prejudice to any claim for damages that may thereby arise) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. ~~Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed.~~”.

(48) Article 123

By revising the existing Article 123 (its margin note “Meetings of Directors Quorum, etc.”) as below (showing changes against the existing article):

“The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined three Directors shall be a quorum. For the purposes of this Article an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is an alternate for more than one Director, he shall for quorum purposes count as only one Director. Any Director or any committee member of the Board may participate in a meeting of the Board or such committee by means of ~~a conference telephone or a video conferencing system or other similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other~~ electronic facilities.”.

(49) Article 134(a)

By deleting the word “Law” and replacing it with the word “Act” in the fifth line of the existing Article 134(a).

(50) Article 135

By deleting the word “Law” and replacing it with the word “Act” in the first line of the existing Article 135.

(51) Article 137

By deleting the word “Law” and replacing it with the word “Act” in the third line of the existing Article 137.

(52) Article 141

- (i) By deleting the word “directors” and replacing it with the word “Board” in the first line of the existing Article 141; and
- (ii) By deleting the word “Directors” and replacing it with the word “directors” in the tenth line of the existing Article 141.

(53) Article 143(d)

By deleting the words “special resolution of such warrant holders or class of warrant holders” and replacing them with the words “resolution that is passed by a majority of at least 75% of the votes cast by such warrant holders or class of warrant holders” in the eighth and ninth lines of the existing Article 143(d).

(54) Article 157

By deleting the word “Law” and replacing it with the word “Act” in the second line of the existing Article 157.

(55) Article 158

By deleting the word “Law” and replacing it with the word “Act” in the sixth line of the existing Article 158.

(56) Article 161(a)

By revising the existing Article 161(a) together with its margin note as below (showing changes against the existing clause):

<p>“Annual profit and loss account and balance sheet financial statements.”</p>	<p>161. (a)</p>	<p>The Directors shall annually lay before the Company in general meeting an audited profit and loss account and balance sheet <u>audited financial statements</u> in respect of the preceding financial year of the Company.”.</p>
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(57) Article 161(b)(i)

By deleting the word “Law” and replacing it with the word “Act” in the second and fifth lines of the existing Article 161(b)(i).

(58) Article 161(b)(iii)

- (i) By deleting the word “Law” and replacing it with the word “Act” in the second, ninth and thirteenth lines of the existing Article 161(b)(iii); and
- (ii) By deleting the words “Company’s computer network” and replacing them with the words “Company’s Website” in the seventh and sixteenth lines of the existing Article 161(b)(iii).

(59) Article 162A

By adding the following new article as Article 162A together with its margin note immediately after the existing Article 162:

- “Appointment of Auditors. 162A. (a) The Company shall at each annual general meeting or at a subsequent extraordinary general meeting by ordinary resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of any Auditors appointed by the Board under this Article to fill any casual vacancy may be fixed by the Directors. Subject to Article 162A(b), any Auditors appointed by the Directors to fill any casual vacancy shall hold office until the next annual general meeting of the Company and shall then be subject to the appointment by the Members.
- (b) The Members may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by ordinary resolution at any time before the expiration of the term of office and shall, by ordinary resolution, at that meeting appoint new Auditors in its place for the remainder of the term.”.

(60) Article 163

By revising the existing Article 163 (its margin note “Remuneration of Auditors.”) as below (showing changes against the existing article):

“The remuneration of the Auditors shall be fixed by the Company ~~in~~at general meeting ~~by~~by ordinary resolution or in such manner as the Members may by ordinary resolution determine provided always that in respect of any particular year the Company ~~in~~at general meeting may delegate the fixing of such remuneration to ~~the Directors~~a body independent of the Board which has been designated by the Members by ordinary resolution.”.

(61) Article 165

- (i) By deleting the word “Law” and replacing it with the word “Act” in the eleventh line of the existing Article 165; and
- (ii) By deleting the words “a computer network” and replacing them with the words “the Company’s Website” in the paragraph (f) of the existing Article 165.

(62) Article 167

By revising the paragraph (e) of the existing Article 167 (its margin note “When notice deemed to be served.”) as below (showing changes against the existing article):

“if published on the Company’s ~~computer network~~ Website, shall be deemed to have been served on the day on which the notice or document is published on the Company’s ~~computer network to which the entitled person may have access~~ Website.”.

(63) Article 176A

By adding the following new article as Article 176A together with its margin note immediately before the existing Article 177:

- “Modes of winding up. 176A. (a) The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
- (b) Subject to the Act, the Company may by special resolution resolve that the Company be wound up voluntarily.”.

(64) Article 177

By deleting the word “Law” and replacing it with the word “Act” in the fifteenth line of the existing Article 177.

(65) Article 182

By deleting the word “Law” and replacing it with the word “Act” in the first line of the existing Article 182.

NOTICE OF EXTRAORDINARY GENERAL MEETING



Tomson Group

TOMSON GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 258)

NOTICE IS HEREBY GIVEN THAT the 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) for the purpose of considering and, if thought fit, pass (with or without modification) the following resolution as a **special resolution**:

“THAT

- (A) the proposed amendments to the existing memorandum and articles of association of the Company (the “Proposed Amendments”), the details of which are set out in Appendix I to the circular of the Company dated 23rd May, 2022 in respect of this Meeting and form part of the notice converting this Meeting, be and are hereby approved;
- (B) the amended and restated memorandum and articles of association of the Company incorporating all the Proposed Amendments (the “New Memorandum and Articles”) (a copy of which has been produced to this Meeting marked “A” and initialed by the chairman of this Meeting for identification purpose) be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect after the close of this Meeting; and
- (C) any one Director or company secretary of the Company be and is hereby authorised to do all such things and take all such actions as he/she may consider necessary or desirable for the purpose of giving effect to the Proposed Amendments and the adoption of the New Memorandum and Articles, including but not limited to attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”.

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

Hong Kong, 23rd May, 2022

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. In order to determine the eligibility to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Monday, 13th June, 2022 to Friday, 17th June, 2022, both days inclusive. To qualify to attend and vote at the Extraordinary General Meeting, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in the Hong Kong Special Administrative Region of the People's Republic of China ("Hong Kong"), Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 10th June, 2022 for registration.
2. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company but must attend the Extraordinary General Meeting in person to represent the member.
3. In order for it to be valid, the completed form of proxy, accompanied by a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the office of the Company in Hong Kong at Rooms 1507-12, 15th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong not later than 11:30 a.m. on Thursday, 16th June, 2022 (or not less than 24 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment of that meeting, as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournment of that meeting (as the case may be) in person, if you so wish, and in such event, the form of proxy will be deemed to be revoked.
4. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a poll, every member (no matter present in person or by proxy or (being a corporation) by a duly authorised representative) shall have one vote for every fully-paid share of which he is the holder.
5. In the case of joint holders of a share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at any meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share will be accepted to the exclusion of the votes of the other joint holder(s).
6. A circular regarding the Proposed Amendments is despatched to the members of the Company together with this notice.
7. The memorandum and articles of association of the Company are written in English and the Chinese version of the Proposed Amendments is a translation for reference only. Should there be any discrepancies, the English version will prevail.

NOTICE OF EXTRAORDINARY GENERAL MEETING

8. To safeguard the health and safety of the members of the Company and to minimize the risk of spreading the COVID-19, the following precautionary measures will be implemented at the Extraordinary General Meeting:
- (1) Compulsory body temperature checks;
 - (2) Completion of health and travel declaration form;
 - (3) Wearing of surgical mask before being permitted to attend, and during the attendance of, the Extraordinary General Meeting;
 - (4) Attendees should present vaccination record/medical exemption QR code for scanning upon entry to the venue of the Extraordinary General Meeting if required, and will be accommodated in separate partitioned rooms or areas with not more than the number as may be allowed, under the relevant subsidiary legislation of the Hong Kong Prevention and Control of Disease Ordinance in force from time to time; and
 - (5) No refreshments or drinks to be served.

Attendees who do not comply with the precautionary measures referred to in (1) to (4) above, or who are subject to quarantine or isolation or compulsory testing prescribed by the Government of Hong Kong, or whose body temperature reading is 37.5°C or higher will be denied entry to the venue of the Extraordinary General Meeting, at the absolute discretion of the Company. The members of the Company who are denied entry to the venue of the Extraordinary General Meeting will be provided with voting slips to exercise their voting rights.

Members of the Company are reminded to carefully consider the risks of attending the Extraordinary General Meeting in person. The Company would like to recommend the members of the Company to exercise their voting rights by appointing the Chairman of the Extraordinary General Meeting as their proxy and to return their duly completed and signed forms of proxy by the time specified in Note 3 above.

9. Due to the constantly evolving COVID-19 epidemic situation in Hong Kong, the Company may be, subject to the restrictions and requirements under the subsidiary legislation of the Hong Kong Prevention and Control of Disease Ordinance in force from time to time, required to change the Extraordinary General Meeting arrangements at short notice. The members of the Company should check the Company's website at www.tomson.com.hk for future announcements and updates on the Extraordinary General Meeting arrangements that may be issued.