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**Tomson Group**

## **TOMSON GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 258)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**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 convening 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

*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.
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](http://www.tomson.com.hk) for future announcements and updates on the Extraordinary General Meeting arrangements that may be issued.

*As at the date of this announcement, the Board of Directors of the Company 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.*