



Tomson Group

TOMSON GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 258)

Form of Proxy for the Extraordinary General Meeting to be held on Friday, 17th June, 2022 (the "Meeting")

I/We¹, _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.50 each in the capital of
Tomson Group Limited (the "Company"), **HEREBY APPOINT**³ _____
of _____
or failing him/her, the duly appointed Chairman of the Meeting as my/our proxy to attend and act for me/us at the Meeting of 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) (and at any adjournment thereof) and to vote at the Meeting (and at any adjournment thereof) for
me/us and in my/our name(s) in respect of such resolution as hereunder indicated and, if no such indication is given, as my/our proxy
thinks fit.

SPECIAL RESOLUTION	FOR ⁴	AGAINST ⁴
(A) To approve 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 the Meeting;	<input type="checkbox"/>	<input type="checkbox"/>
(B) To approve and adopt the amended and restated memorandum and articles of association of the Company incorporating all the Proposed Amendments (the "New Memorandum and Articles") 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 the Meeting; and		
(C) To authorize any one Director or company secretary of the Company 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.		

Dated this _____ day of _____, 2022 Signature⁵ _____

Notes:

- Please fill in your full name(s) and address in **BLOCK CAPITALS** as shown in the Register of Members of the Company. The names of all joint holders should be stated.
- Please fill in the number of shares of HK\$0.50 each in the capital of the Company registered in your name(s) to which this form of proxy relates. If no number is stated, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If you wish to appoint a proxy, please fill in the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the 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 Meeting in person to represent you. **If no name is given, the Chairman of the Meeting will act as your proxy.**
- IMPORTANT: If you wish to vote for the resolution, please put a tick in the box marked "For". If you wish to vote against the resolution, please put a tick in the box marked "Against". Failure to tick any box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to cast his vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice of the Meeting.** The shares abstained will not be counted in the calculation of the majority required for passing the resolution.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- 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. A member entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.
- To be valid, this 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 any adjournment thereof). Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof in person if you so wish; and in such event, the appointment of the proxy will be deemed to be revoked.
- Any alteration made to this form of proxy must be initialled by the person who signs it.**
- 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 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).
- Precautionary measures in relation to the COVID-19 will be implemented at the Meeting. Please refer to Note 8 to the Notice of the Meeting.**

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company at the address stated in Note 7 above.