
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 election 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)

**SCRIP DIVIDEND SCHEME
IN RELATION TO
THE INTERIM DIVIDEND
FOR THE YEAR ENDED 31ST DECEMBER, 2022**

Further information on Tomson Group Limited is available on its website at www.tomson.com.hk (information contained in this website does not form part of this circular).

19th May, 2023

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of directors of the Company;
“business day”	any day on which the Stock Exchange is open for the business of dealing in securities;
“China”	the People’s Republic of China;
“Company”	Tomson Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange;
“Election Form”	a form of election in relation to the Scrip Dividend Scheme;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of China;
“Interim Dividend”	the interim dividend of HK\$0.085 per Share for the year ended 31st December, 2022 payable to the Shareholders whose names appeared on the register of members of the Company on the Record Date;
“Macau”	the Macao Special Administrative Region of China;
“New Share(s)”	new Share(s) to be issued and credited as fully paid under the Scrip Dividend Scheme;
“Overseas Shareholder(s)”	the Shareholder(s) having their registered address(es) outside Hong Kong;
“Record Date”	Monday, 8th May, 2023, being the date for determining entitlements of the Shareholders to the Interim Dividend;
“Scrip Dividend Scheme”	the scrip alternative offered to the Shareholders whereby the Shareholders can elect to receive the Interim Dividend wholly or partly by the allotment and issue of New Share(s) in lieu of cash;
“Share(s)”	ordinary share(s) of HK\$0.50 each in the capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“UK”	the United Kingdom; and
“%”	per cent.

EXPECTED TIMETABLE

Set out below is the expected timetable in relation to the Scrip Dividend Scheme:

Event	Hong Kong Date/Time
Record Date	Monday, 8th May, 2023
Latest time for return of the Election Form (<i>Note</i>)	4:00 p.m. on Tuesday, 6th June, 2023
Despatch of cash dividend warrants and/or certificates for the New Shares to the Shareholders	Thursday, 15th June, 2023
Commencement of dealings in the New Shares on the Stock Exchange	9:00 a.m. on Friday, 16th June, 2023

Note:

The latest time for submission of the Election Form will not be valid and will be rescheduled in case where Tropical Cyclone Warning Signal No. 8 or higher or a Black Rainstorm Warning Signal is in force, or where the Government of Hong Kong has announced that “extreme conditions” arising from a super typhoon or other natural disaster of a substantial scale exist, in Hong Kong:

- (a) at any local time before 12:00 noon but no longer in force/exist after 12:00 noon on Tuesday, 6th June, 2023; in this regard, the deadline for submission of the Election Form will be 5:00 p.m. on the same business day;
- (b) at any local time between 12:00 noon and 4:00 p.m. on Tuesday, 6th June, 2023; in this regard, the deadline for submission of the Election Form will be rescheduled to 4:00 p.m. on the next business day on which none of those warnings are in force/exist at any time between 9:00 a.m. and 4:00 p.m..

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

Ng Chi Him

Registered Office:

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

Principal Place of Business

in Hong Kong:

Rooms 1501-2 and 1507-12

15th Floor, Wing On Centre

111 Connaught Road Central

Hong Kong

19th May, 2023

To the Shareholders

Dear Sir/Madam,

SCRIP DIVIDEND SCHEME IN RELATION TO THE INTERIM DIVIDEND FOR THE YEAR ENDED 31ST DECEMBER, 2022

INTRODUCTION

On 30th March, 2023, the Board declared the Interim Dividend to the Shareholders whose names appeared on the register of members of the Company on the Record Date, with an option for the Shareholders to elect to receive the New Shares in lieu of cash in respect of all or part of the Interim Dividend under the Scrip Dividend Scheme. The purpose of this circular is to set out the procedures which apply to the Scrip Dividend Scheme and the actions which should be taken by the Shareholders in relation thereto.

LETTER FROM THE BOARD

PARTICULARS OF THE SCRIP DIVIDEND SCHEME

Under the Scrip Dividend Scheme, each eligible Shareholder has the following choices in respect of the Interim Dividend:

- (a) to receive a cash dividend of HK\$0.085 per Share; or
- (b) to be allotted New Shares having an aggregate market value (as defined below) which equals to, save for adjustment for fractional entitlements, the total amount of Interim Dividend which the Shareholder would otherwise receive in cash; or
- (c) to receive the Interim Dividend partly in cash and partly in New Shares in the manner described in (a) and (b) above respectively.

For the purpose of calculating the number of New Shares to be allotted pursuant to the Scrip Dividend Scheme, the market value of a New Share has been fixed at HK\$1.5998, representing 95% of the average of the closing prices per Share traded on the Stock Exchange for the five consecutive business days from Tuesday, 2nd May, 2023 up to and including the Record Date.

Accordingly, the number of New Shares which the Shareholders are entitled to receive in respect of the pro-rata entitlement of the Shares registered in their names at the close of business on the Record Date under the Scrip Dividend Scheme will be calculated as follows:

$$\begin{array}{rclcl} \text{Number of} & & \text{Number of issued Shares} & & \text{HK\$0.085} \\ \text{New Shares} & = & \text{held on the Record Date} & \times & \text{(Interim Dividend per Share)} \\ \text{to be allotted} & & \text{for which election is made} & & \hline & & & & \text{HK\$1.5998} \\ & & & & \text{(Market value of a New Share)} \end{array}$$

The number of New Shares which will be allotted to each Shareholder pursuant to the Scrip Dividend Scheme will be rounded down to the nearest whole number. Fractional entitlements to the New Shares will not be issued to the Shareholders and will be cancelled accordingly. The New Shares will rank pari passu in all respects (including all rights as to dividends, voting and capital) with the existing issued Shares, except that they will not rank for the Interim Dividend. The New Shares will be allotted by way of capitalisation of the Company's share premium account and are not renounceable.

ADVANTAGES OF THE SCRIP DIVIDEND SCHEME

The Scrip Dividend Scheme will give the Shareholders an opportunity to increase their investment in the Company at a discount to the market price without incurring brokerage fees, stamp duty and related dealing costs. Besides, the Scrip Dividend Scheme will benefit the Company to the extent that such cash which would otherwise have been paid to the Shareholders who elect to receive New Shares in whole or in part in lieu of a cash dividend will be retained for use as working capital by the Company.

LETTER FROM THE BOARD

EFFECT OF THE SCRIP DIVIDEND SCHEME

As at the Record Date, there were 1,971,025,125 Shares in issue. If no election for New Shares were received by the deadline for the submission of the Election Form, the total cash dividend payable by the Company would be HK\$167,537,135.625. If all the Shareholders elect to receive their Interim Dividend entitlements wholly in the form of New Shares, a maximum of 104,723,800 New Shares, representing approximately 5.313% of the existing issued Shares, will be issued.

Shareholders should note that the issuance of New Shares may give rise to disclosure requirements under the provisions of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Shareholders who are in any doubt as to how these provisions may affect them as a result of the issuance of New Shares are recommended to seek their own legal advice.

Shareholders who are in any doubt as to their taxation position are also recommended to seek their own professional advice.

ELECTION FORM

An Election Form for the Shareholders to elect to receive the Interim Dividend in the form of New Shares in lieu of cash is enclosed with this circular.

If you elect to receive the Interim Dividend wholly in cash, you need not take any action.

If you elect to receive New Shares in lieu of cash dividend, or partly in cash and partly in New Shares, in respect of the Interim Dividend, you should complete the enclosed Election Form. If you have signed the Election Form but do not specify the number of Shares in respect of which you elect to receive New Shares, or if you elect to receive New Shares in respect of a greater number of Shares than your registered holding on the Record Date, you will be deemed to have chosen to receive New Shares in respect of all the Shares then registered under your name.

The Election Form should be completed in accordance with the instructions printed thereon, signed and returned so that they are received by the share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:00 p.m. on Tuesday, 6th June, 2023.

No election may, after the relevant Election Form is received by Tricor Secretaries Limited, be in any way withdrawn, revoked, superseded or altered. No acknowledgement of receipt of the Election Form will be issued.

The aforesaid latest time for submission of the Election Form will not be valid and will be rescheduled in case where Tropical Cyclone Warning Signal No. 8 or higher or a Black Rainstorm Warning Signal is in force, or where the Government of Hong Kong has announced that “extreme conditions” arising from a super typhoon or other natural disaster of a substantial scale exist, in Hong Kong:

LETTER FROM THE BOARD

- (a) at any local time before 12:00 noon but no longer in force/exist after 12:00 noon on Tuesday, 6th June, 2023; in this regard, the deadline for submission of the Election Form will be 5:00 p.m. on the same business day;
- (b) at any local time between 12:00 noon and 4:00 p.m. on Tuesday, 6th June, 2023; in this regard, the deadline for submission of the Election Form will be rescheduled to 4:00 p.m. on the next business day on which none of those warnings are in force/exist at any time between 9:00 a.m. and 4:00 p.m..

If you do not return the duly completed and signed Election Form before the time stated above, you will be deemed to have elected to receive the Interim Dividend wholly in cash.

SHAREHOLDERS RESIDENT OUTSIDE HONG KONG

This circular will not be registered or filed under the securities laws or equivalent legislation of any jurisdiction. If you are resident outside Hong Kong, you should consult your professional advisers as to whether or not you are permitted to participate in the Scrip Dividend Scheme or whether any government or other consents are required or other formalities need to be observed. No Shareholders receiving this circular and/or an Election Form in any territory outside Hong Kong may treat the same as an invitation to elect for New Shares unless in the relevant territory such invitation could lawfully be made to them without the Company having to comply with any registration or other legal requirements, governmental or regulatory procedures or any other similar formalities. Shareholders residing in a jurisdiction where it would be illegal for the Company to make such an invitation will be deemed to have received this circular for information only.

As at the Record Date, there were five Overseas Shareholders having their respective addresses registered in four jurisdictions, namely Macau, the Mainland of China, Singapore and UK, who together held 48,950 Shares, representing approximately 0.002% of the number of issued Shares as at the Record Date. The aggregate amount of the Interim Dividend to which these Overseas Shareholders are entitled is HK\$4,160.75.

The Company has made enquiry in respect of the legal restrictions under the laws of the relevant jurisdictions and the requirements of the relevant regulatory bodies or stock exchanges in those jurisdictions for the Company to extend the Scrip Dividend Scheme to the Overseas Shareholders. The Board notes that there is either exemption or no legal restriction under the applicable legislation of Macau, the Mainland of China, Singapore and UK with respect to the offer and allotment of New Shares to the Overseas Shareholders with registered addresses in these jurisdictions as at the Record Date under the Scrip Dividend Scheme. Accordingly, the Overseas Shareholders are eligible to elect to receive the Interim Dividend wholly or partly in the form of New Shares.

This circular is not a prospectus for the purpose of the UK version of Regulation (EU) 2017/1129 of the European Parliament and of the Council (the “UK Prospectus Regulation”). In accordance with Article 1(4)(h) of the UK Prospectus Regulation, the Company is exempt from publishing a prospectus in relation to the Scrip Dividend Scheme.

This circular and the Election Form do not constitute or form part of an offer or solicitation of any offer to buy securities of the Company, and the Election Form is non-transferable.

LETTER FROM THE BOARD

It is the responsibility of any Overseas Shareholder who wishes to receive New Shares in respect of the Interim Dividend to comply with the laws of the relevant jurisdictions including procedures or any other similar formalities. Persons who will receive the New Shares in lieu of cash dividend must also comply with any restrictions on the resale of the Shares which may apply outside Hong Kong.

LISTING AND DEALINGS

The Shares are listed on the Stock Exchange. Neither the Shares nor any debt securities of the Company are listed or dealt in, and no listing of or permission to deal in the Shares or the debt securities of the Company is being, or is proposed to be, sought on, any other stock exchange.

Application has been made to the Listing Committee of the Stock Exchange for approval for the listing of, and permission to deal in, the New Shares. It is expected that definitive certificates for the New Shares and warrants for cash dividends will be despatched to the Shareholders entitled thereto on Thursday, 15th June, 2023 by ordinary post at their own risk and dealings in the New Shares will commence on Friday, 16th June, 2023. Dealings in the New Shares may be settled through the Central Clearing and Settlement System operated by Hong Kong Securities Clearing Company Limited. You should seek the advice of your stockbroker or other professional adviser for details of these settlement arrangements and how such settlement arrangements will affect your rights and interests.

GENERAL

New Shares to be issued to the eligible Shareholders pursuant to an election to receive some or all of their Interim Dividend in the form of New Shares may be allocated in odd lots (of fewer than a board lot of 2,000 Shares). No special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of the New Shares to be issued in odd lots. Eligible Shareholders should be aware that odd lots are usually traded at a discount to the price of board lots.

Whether or not it is to your advantage to receive the Interim Dividend in the form of the New Shares or cash, in whole or in part, depends on your own individual circumstances, and the decision in this regard and all effects resulting therefrom are your own responsibility. If you are in doubt as to what to do, you should consult your professional advisers.

Shareholders who are trustees are recommended to take professional advice as to whether the choice of electing to receive the New Shares under the Scrip Dividend Scheme is within their powers and as to its effect having regard to the terms of the relevant trust instrument.

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