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Tomson Group

TOMSON GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 258)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 8TH JUNE, 2023 AND RETIREMENT OF DIRECTOR AND CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

The Board hereby announces that:-

- (i) at the AGM, all the proposed resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll; and
- (ii) Mr Sean S J Wang retired as an independent non-executive Director of the Company at the conclusion of the AGM, and then ceased to be a member of each of the audit committee, the nomination committee and the remuneration committee of the Board.

POLL RESULTS OF THE AGM

At the annual general meeting of Tomson Group Limited (the “**Company**”) held on 8th June, 2023 (the “**AGM**”), a poll was demanded by the chairman of the AGM for voting on all proposed resolutions as set out in the notice of the AGM dated 27th April, 2023 (the “**AGM Notice**”). The Board of Directors of the Company (the “**Board**”) is pleased to announce that all those proposed resolutions were duly passed by shareholders of the Company (the “**Shareholders**”) by way of poll at the AGM. The results of the poll are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
(1)	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31st December, 2022 together with the reports of the Directors and independent Auditor thereon	1,410,796,651 (99.99%)	170,000 (0.01%)

Ordinary Resolutions			Number of Votes (%)	
			For	Against
(2)	(a)	To re-elect the following retiring Directors of the Company:		
		(i) Mr Ng Chi Him	1,410,790,439 (99.99%)	176,212 (0.01%)
	(ii) Madam Hsu Feng	1,410,644,331 (99.98%)	322,320 (0.02%)	
	(b)	Not to fill up vacated office of Mr Sean S J Wang upon his retirement as a Director of the Company at the conclusion of the AGM	1,410,966,651 (100%)	0 (0%)
	(c)	To authorize the Board to fix the fees of the Directors	1,410,966,651 (100%)	0 (0%)
(3)		To re-appoint Deloitte Touche Tohmatsu as Auditor of the Company and to fix the Auditor's remuneration	1,410,966,651 (100%)	0 (0%)
(4)		To grant a general mandate to the Board to buy back issued shares of the Company up to a maximum of 10 per cent of the aggregate number of issued shares of the Company as at the date of the AGM	1,410,162,651 (99.94%)	804,000 (0.06%)
(5)		To grant a general mandate to the Board to issue new shares of the Company, except for cases otherwise specified, up to a maximum of 20 per cent of the aggregate number of issued shares of the Company as at the date of the AGM	1,398,678,099 (99.13%)	12,288,552 (0.87%)
(6)		To grant a general mandate to the Board to add the number of shares of the Company that may be bought back according to the mandate granted under Resolution (4) above to the share issue mandate granted under Resolution (5) above	1,398,678,099 (99.13%)	12,288,552 (0.87%)
As more than 50% of the votes were cast in favour of each of the above resolutions, all the above resolutions were duly passed as ordinary resolutions of the Company.				

Note: The full text of the Resolutions (4), (5) and (6) is set out in the AGM Notice.

As at the date of the AGM, the total number of issued shares of the Company was 1,971,025,125, which was the total number of shares entitling the holders to attend and vote on each resolution at the AGM.

There were no shares of the Company entitling the holders to attend and requiring the holders to abstain from voting in favour at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No Shareholders were required under the Listing Rules to abstain from voting at the AGM. No parties have indicated in the circular containing the AGM Notice that they intend to vote against or to abstain from voting on any resolutions at the AGM.

Tricor Secretaries Limited, the Share Registrar of the Company in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

All Directors of the Company attended the AGM in person or participated in the AGM by means of electronic facilities.

RETIREMENT OF DIRECTOR AND CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

As disclosed in the Company’s circular dated 27th April, 2023, pursuant to the Company’s Articles of Association, Mr Sean S J Wang, an independent non-executive Director of the Company, retired by rotation at the AGM and did not stand for re-election. Mr Wang has indicated that he intends to commit more time to focus on his own business. The Board hereby announces that Mr Sean S J Wang retired as an independent non-executive Director of the Company at the conclusion of the AGM and then ceased to be a member of each of the audit committee, the nomination committee and the remuneration committee of the Board.

Mr Wang has confirmed that there is neither disagreement with the Board nor are there any other matters in relation to his retirement that need to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Mr Wang for his contributions to the Company during his tenure of office.

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

Hong Kong, 8th June, 2023

Following the conclusion of the AGM, the Board comprises three executive Directors, Madam Hsu Feng (Chairman and Managing Director), Mr Albert Tong (Vice-Chairman) and Mr Tong Chi Kar Charles (Vice-Chairman), and three independent non-executive Directors, Mr Cheung Siu Ping, Oscar, Mr Lee Chan Fai and Mr Ng Chi Him.