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Tomson Group

TOMSON GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 258)

DISCLOSEABLE TRANSACTION SECOND SUPPLEMENTAL AGREEMENT IN RELATION TO THE DISPOSAL OF 100% EQUITY INTEREST IN SHANGHAI CHENG QI

Reference is made to the announcements of Tomson Group Limited (the “**Company**”) dated 22 September 2023, 27 October 2023, 8 December 2023 and 21 December 2023 in relation to the disposal of 100% equity interest in Shanghai Cheng Qi. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the announcements of the Company dated 22 September 2023 and 21 December 2023.

The Board announces that on 15 March 2024 (after trading hours), the Vendor and Ustar entered into a second supplemental agreement to the Equity Transfer Agreement (the “**Second Supplemental Agreement**”), pursuant to which the Vendor and Ustar agree to amend the Equity Transfer Agreement as supplemented by the Supplemental Agreement. The principal amendments are as follows:

Long Stop Date

The Long Stop Date shall be extended to 17 April 2024.

Consideration and payment

The Fourth Payment (i.e. 60% of the Consideration) and any other accrued payment prescribed under the Supplemental Agreement shall be payable in full on or before 15 April 2024.

Guarantee

On the date of signing of the Second Supplemental Agreement, Ustar undertakes to cause Mr. Wang Yueqian, the sole shareholder of Ustar, to provide a confirmation letter to the Vendor to confirm that he will continue to act as the joint liability guarantor for the due performance of the obligations of Ustar under the Equity Transfer Agreement as supplemented by the Supplemental Agreement and the Second Supplemental Agreement.

Termination

The Vendor is entitled to terminate the Equity Transfer Agreement as supplemented by the Supplemental Agreement and the Second Supplemental Agreement if Ustar fails to pay the Fourth Payment and any other accrued payment prescribed under the Supplemental Agreement in full in accordance with the above payment schedule.

Save as aforesaid, all other terms and conditions of the Equity Transfer Agreement as supplemented by the Supplemental Agreement remain substantively unchanged and shall continue to be in full force and effect.

By Order of the Board of
TOMSON GROUP LIMITED
Hsu Feng
Chairman & Managing Director

Hong Kong, 15 March 2024

As at the date of this announcement, 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.