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 form of proxy 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)

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
Ng Chi Him

Registered Office:
P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Principal Place of Business in the Hong Kong Special Administrative Region of the People's Republic of China:
Rooms 1501-2 and 1507-12
15th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

29th April, 2026

To shareholders

Dear Sir/Madam

ANNUAL GENERAL MEETING, RE-ELECTION OF RETIRING DIRECTORS, RE-APPOINTMENT OF AUDITOR AND GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE NEW SHARES

INTRODUCTION

The annual general meeting of Tomson Group Limited (the "Company") will be held as a physical meeting only at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 4th June, 2026 at 11:00 a.m. (the "2026 Annual General Meeting"). This circular is issued for the purposes of providing you with information relating to the following resolutions to be proposed at the 2026 Annual General Meeting and giving you the notice of the meeting:

(i) to re-elect retiring Directors of the Company;

(ii) to re-appoint Auditor of the Company;

(iii) to grant a general mandate to the Board of Directors of the Company (the "Board") to buy back shares of HK$0.50 each in the capital of the Company (the "Share(s)") up to a maximum of 10 per cent of the aggregate number of issued Shares (excluding the treasury shares (the "Treasury Shares") which shall have the meaning ascribed to it in Rule 1.01 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange")) as at the date of the 2026 Annual General Meeting; and

(iv) to grant general mandates to the Board to issue Shares and/or to sell or transfer the Treasury Shares up to a maximum of 20 per cent of the aggregate number of issued Shares (excluding the Treasury Shares) as at the date of the 2026 Annual General Meeting and to extend the said general mandate by adding the number of those Shares that may be bought back under the aforesaid buy-back mandate.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 116 of the Articles of Association of the Company (the "Articles"), one-third of the Directors of the Company for the time being or, if their number is not three or a multiple of three, then the nearest number to but not more than one-third shall retire from office by rotation at each annual general meeting provided that every Director shall be subject to retirement by rotation at least once every three years. Madam Hsu Feng and Mr Ng Chi Him, who were re-elected as Directors at the annual general meeting of the Company held in 2023, will therefore retire by rotation at the 2026 Annual General Meeting and, being eligible, offer themselves for re-election.

The nomination committee of the Board (the "Nomination Committee") has reviewed and made recommendations to the Board on submitting a proposal on re-election of the retiring Directors at the 2026 Annual General Meeting.

The Nomination Committee has assessed and reviewed the independence of Mr Ng Chi Him based on the independence guidelines as set out in Rule 3.13 of the Listing Rules and confirmed his independency. The Board is satisfied that Mr Ng has exercised judgment in the best interests of the Company when discharging his duties as an independent non-executive Director of the Company. Hence, the Board considers Mr Ng to be independent.

Ordinary Resolutions

Upon the recommendation by the Nomination Committee, after considering the composition of the Board, the gender, age, cultural and educational background, professional experience and qualifications, skills, knowledge and length of service, the commitment of the retiring Directors to devote sufficient time to discharge duties as a Board member as well as the board diversity policy and the director nomination policy adopted by the Board, and also the independence of the independent non-executive Director, the Board has recommended Madam Hsu Feng to stand for re-election as executive Director and Mr Ng Chi Him to stand for re-election as independent non-executive Director of the Company at the 2026 Annual General Meeting. The Board believes that the continuous appointment of Madam Hsu and Mr Ng contributes to the stability and diversity of the Board.

Ordinary resolutions will therefore be proposed at the 2026 Annual General Meeting to re-elect Madam Hsu Feng and Mr Ng Chi Him as Directors of the Company and the re-election of the retiring Directors of the Company will be individually and separately voted on by the shareholders of the Company. Biographical details of the retiring Directors are set out in Appendix I to this circular and their attendance records at the meetings of the Company since their last election are disclosed in the Corporate Governance Report in the Annual Reports for 2023, 2024 and 2025 of the Company.

RE-APPOINTMENT OF AUDITOR

Upon the recommendation of the audit committee of the Board (the "Audit Committee"), the Board proposes to seek your approval of an ordinary resolution at the 2026 Annual General Meeting to re-appoint Deloitte Touche Tohmatsu to serve as the external Auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to fix the Auditor's remuneration.

The estimated service fee payable to Deloitte Touche Tohmatsu for the review of the interim results and audit of the annual results of the Company and its subsidiaries (collectively the "Group") for the year ending 31st December, 2026 is expected to be not more than HK$3.65 million (exclusive of out-of-pocket expenses).

The estimated service fee has been determined after due consideration and arm's length negotiations between the Company and Deloitte Touche Tohmatsu, taking into account, among other things, the size, nature and complexity of the Group's business operations, the expected scope of the service (covering the consolidated financial statements prepared in accordance with HKFRS Accounting Standards and Hong Kong Accounting Standards), the audit timetable, and the level and mix of professional staff to be deployed. The estimated service fee also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the review/audit.

As Deloitte Touche Tohmatsu is relatively familiar with the Group's financials and affairs, the Board considers that the audit and other related work in respect of the Group for the year ending 31st December, 2026 could be performed more efficiently by Deloitte Touche Tohmatsu, which is in the best interests of the Company and the shareholders of the Company as a whole.

Unless there is a material change in the basis or assumptions set out above, the final service fee should not deviate materially from the said estimated amount. In the event of any material change, the Company will make further disclosure as appropriate.

GENERAL MANDATES

At the last annual general meeting of the Company held on 5th June, 2025, general mandates were granted to the Board to (i) buy back the issued Shares; and (ii) allot, issue and otherwise deal with additional Shares. These general mandates will expire at the conclusion of the 2026 Annual General Meeting or on revocation or variation of the approval for granting such mandates by an ordinary resolution of the shareholders of the Company, whichever is earlier.

The Board therefore proposes to seek your approval of three ordinary resolutions at the 2026 Annual General Meeting to grant it general mandates:

(i) to buy back on the Stock Exchange the issued Shares up to a maximum of 10 per cent of the aggregate number of issued Shares (excluding the Treasury Shares) as at the date of the 2026 Annual General Meeting (the "Share Buy-back Proposal");

(ii) to allot, issue and deal with additional Shares and/or to sell or transfer the Treasury Shares up to a maximum of 20 per cent of the aggregate number of issued Shares (excluding the Treasury Shares) as at the date of the 2026 Annual General Meeting (the "Share Issue Mandate"); and

(iii) to extend the Share Issue Mandate by adding the number of those Shares that may be bought back under the Share Buy-back Proposal (the "Extension of Share Issue Mandate").

An explanatory statement in connection with the aforesaid general mandates is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The notice convening the 2026 Annual General Meeting is set out on pages 12 to 15 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 80 of the Articles, all resolutions to be put to the vote at the 2026 Annual General Meeting shall be decided by way of a poll save for resolutions related purely to procedural or administrative matters which may be voted on by a show of hands at the discretion of the chairman of the meeting. An announcement on the poll vote results will be made by the Company after the 2026 Annual General Meeting.

A form of proxy for use at the 2026 Annual General Meeting, the Annual Report for 2025 of the Company together with this circular are published on the Company's website (www.tomson.com.hk) (the "Company's website") and the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) (the "HKEXnews website"), and if you would like to receive their printed copies, please contact Tricor Investor Services Limited, the share registrar of the Company in the Hong Kong Special Administrative Region ("Hong Kong") of the People's Republic of China ("China"). Whether or not you are able to attend the 2026 Annual General Meeting, please complete the form of proxy in accordance with the instructions printed thereon and return the same to 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 11:00 a.m. on Wednesday, 3rd June, 2026 (or not less than 24 hours before the time appointed for holding any adjournment thereof). Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2026 Annual General Meeting or any adjournment thereof in person, if you so wish.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 29th May, 2026 to Thursday, 4th June, 2026, both days inclusive, for the purpose of determining the entitlements of the shareholders of the Company to attend and vote at the 2026 Annual General Meeting. During the said period, no transfer of Shares will be effected.

In order to be eligible to attend and vote at the 2026 Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 28th May, 2026 for registration.

RECOMMENDATION

The Board considers that the re-election of two retiring Directors of the Company, namely Madam Hsu Feng and Mr Ng Chi Him, the re-appointment of the Auditor of the Company, the Share Buy-back Proposal, the Share Issue Mandate and the Extension of Share Issue Mandate are all in the best interests of the Company and its shareholders and accordingly recommends all shareholders of the Company to vote in favour of the relevant resolutions to be proposed at the 2026 Annual General Meeting.

MEETING ARRANGEMENTS IN TIMES OF BAD WEATHER

In case where any of the Bad Weather Signal (as defined below) is in force in Hong Kong at any local time between 9:00 a.m. and 11:00 a.m. on the date of the 2026 Annual General Meeting, the 2026 Annual General Meeting will be adjourned. An announcement will be posted on the Company's website and the HKEXnews website to notify shareholders of the Company of the date, time and place of the adjourned meeting.

The 2026 Annual General Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force in Hong Kong. Shareholders of the Company should decide on their own whether they would attend the 2026 Annual General Meeting under bad weather conditions bearing in mind their own situation.

Bad Weather Signal shall mean a Tropical Cyclone Warning Signal No. 8 or above, a Black Rainstorm Warning Signal and/or "extreme conditions" as announced by the Government of Hong Kong.

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

The information of the two retiring Directors of the Company proposed to be re-elected at the 2026 Annual General Meeting is set out as follows:

(1) **Madam Hsu Feng**, aged 75, has been a director of the Group since January 1990 and now acts as an executive Director of the Company. She was appointed Managing Director of the Company in December 2001 and the chairman of the executive committee of the Board in June 2005. She was subsequently elected as Chairman of the Board in December 2006. She has also been appointed to act as a member of the Nomination Committee with effect from June 2025.

Madam Hsu is the Honorary Consul of the Principality of Monaco in Shanghai, China. She has been engaged in the property development, and hospitality and leisure business in the Chinese Mainland over three decades. She has also been a director of Rivera (Holdings) Limited ("RHL") since 1990. RHL has engaged in property development and investment and had been a listed company on the Main Board of the Stock Exchange from 1970's and subsequently withdrew the listing of its shares in August 2021. In addition, she has over 10 years' experience in film production, and in property development and investment as well as retail industry in Taiwan.

Madam Hsu Feng is the mother of Mr Albert Tong and Mr Tong Chi Kar Charles, who are Vice-Chairmen of the Board and executive Directors of the Company. All of Madam Hsu, Mr Albert Tong and Mr Tong Chi Kar Charles (collectively "Tong Family") are directors of Step Famous Investment Limited ("Step Famous") and they altogether hold the entire interests in the issued capital of Step Famous. In addition, both Madam Hsu and Mr Albert Tong are directors of King China Holdings Limited ("King China") while Tong Family are directors of E-Shares Investments Limited ("E-Shares"). Madam Hsu is the owner of King China and E-Shares. Mr Albert Tong, Mr Tong Chi Kar Charles and King China are substantial shareholders of the Company while Step Famous and E-Shares are shareholders of the Company. All of them have notifiable interests in the Company under Part XV of the Hong Kong Securities and Futures Ordinance (the "SFO").

As at 24th April, 2026, being the latest practicable date prior to the printing of this circular (the "Latest Practicable Date"), pursuant to the SFO, Madam Hsu was interested and taken to be interested in a total of 971,528,239 issued Shares.

Madam Hsu Feng has entered into a service contract with the Company. She is entitled to an annual basic salary and housing allowance in aggregate of HK$8,985,700 plus other non-cash fringe benefits, as emoluments for her services in management of the Company in her capacity as the Chairman of the Board and Managing Director of the Company, as determined by the Board on recommendation of the remuneration committee of the Board (the "Remuneration Committee") with reference to her responsibilities and prevailing market conditions. In addition, she is entitled to an annual basic salary of RMB120,000 plus other non-cash fringe benefits (including an accommodation in Shanghai) for her services rendered to the subsidiaries of the Company in Shanghai, China as approved by the Board on recommendation of the Remuneration Committee.

(2) **Mr Ng Chi Him**, aged 66, has been appointed an independent non-executive Director of the Company and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee since January 2023. Save as disclosed, he does not hold any position in the Group.

He holds a Bachelor of Laws degree and is a member of The Law Society of Hong Kong. He was admitted as a solicitor in Hong Kong in 1993. He practised as a partner of Edward Lau, Wong & Lou during the period from February 2018 to September 2019. He has been a practising partner of Patrick Chu, Conti Wong Lawyers LLP since 31st August, 2019 and has then continued his practice with the said law firm in his capacity as consultant with effect from 1st November, 2025.

Mr Ng had been an independent non-executive director of RHL during the period from July 2019 to August 2021.

As at the Latest Practicable Date, Mr Ng did not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr Ng has signed a formal letter of appointment with the Company. He is now entitled to an annual director's fee of HK$216,000 as determined by the Board under the authorization of the shareholders of the Company and on recommendation of the Remuneration Committee with reference to his responsibilities and prevailing market conditions.

Save for the aforesaid disclosure, as at the Latest Practicable Date, the aforesaid two retiring Directors of the Company neither held any directorship in public companies the securities of which were listed on any securities market in Hong Kong or overseas over the last three years nor had any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

The aforesaid two retiring Directors of the Company have not been appointed for any specific term of office but are subject to retirement by rotation at least once every three years and eligible for re-election at the annual general meetings of the Company pursuant to the Articles.

Save as disclosed herein, there is neither other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor is there other matter that needs to be brought to the attention of the shareholders of the Company.

As at the Latest Practicable Date, there were 2,259,023,210 Shares in issue, which were fully paid and the Company did not hold any Treasury Shares.

SHARE BUY-BACK PROPOSAL

In accordance with the Listing Rules, this section serves as an explanatory statement to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the Share Buy-back Proposal. Neither the explanatory statement in this Appendix II nor the Share Buy-back Proposal has any unusual features.

(1) Share Buy-back Mandate

Subject to the passing of the Share Buy-back Proposal and on the assumption that no Shares will be issued or bought back after the Latest Practicable Date and up to the date of the 2026 Annual General Meeting, and providing that the Company maintains sufficient public float pursuant to the Listing Rules, the Company will be allowed under a general mandate to buy back a maximum of 225,902,321 fully paid-up Shares, representing not more than 10 per cent of the aggregate number of issued Shares (excluding the Treasury Shares) as at the date of the 2026 Annual General Meeting, during the period up to the conclusion of the next following annual general meeting of the Company, or the expiration of the period within which the next following annual general meeting of the Company is required by law to be held, or the revocation or variation of the approval granted under the Share Buy-back Proposal by the shareholders of the Company, whichever is the earliest.

The Board believes that the Share Buy-back Proposal is in the best interests of the Company and its shareholders. There have been occasions when the Shares were trading at a substantial discount to their underlying net asset value. Buy-backs of the Shares may enhance the Company's net asset value per Share and earnings per Share. In these circumstances, the ability of the Company to buy back the Shares can be beneficial to those shareholders who retain their investment in the Company since their possible percentage interest in the assets of the Company would increase in proportion to the number of the Shares bought back by the Company.

Furthermore, the Board's exercise of the mandate granted under the Share Buy-back Proposal would lead to an increased volume of trading in the Shares on the Stock Exchange. The Board is seeking a general mandate to buy back the Shares to give the Company the flexibility to do so if and when appropriate.

If the mandate granted under the Share Buy-back Proposal is exercised in full, the Board expects there may be a material adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31st December, 2025, as a result of buy-backs of the Shares. In conclusion, no buy-back would be made in circumstances that would have a material adverse impact on the working capital or gearing position of the Company unless the Board considers that such buy-backs would be in the best interests of the Company and the Company would not make any buy-back that would lead to non-compliance with the minimum public float requirement under the Listing Rules.

The Board will exercise the powers of the Company to make buy-backs pursuant to the Share Buy-back Proposal in accordance with the Listing Rules and all applicable laws of the Cayman Islands.

(2) Funding of Buy-backs

In buying back the Shares, the Company will only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association and the Companies Act of the Cayman Islands which provide that the Shares may be bought back out of the profits and/or share premium account of the Company and/or out of the proceeds of a fresh issue of the Shares made for this purpose and/or even out of the capital paid up on the Shares bought back. The Board proposes to buy back the Shares out of the retained earnings and/or share premium account of the Company.

(3) Intention and Undertaking of Connected Parties

None of the Directors of the Company nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (which shall have the meaning ascribed to it in Rule 1.01 of the Listing Rules) presently intend to sell the Shares to the Company under the Share Buy-back Proposal in the event that the Share Buy-back Proposal is approved by the shareholders of the Company.

The Company has not been notified by any core connected persons (which shall have the meaning ascribed to it in Rule 1.01 of the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so in the event that the Share Buy-back Proposal is approved by the shareholders of the Company.

(4) Effect of Takeovers Code

If as a result of a buy-back of the Shares, a shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code").

As at the Latest Practicable Date, Madam Hsu Feng together with companies controlled by her (collectively "Madam Hsu and associates") were interested in the Shares representing approximately 43.01% of the aggregate number of issued Shares. On the assumption that the number of Shares in issue remains unchanged from the Latest Practicable Date up to the date of the 2026 Annual General Meeting and no Shares will be issued during the period when the mandate to be granted under the Share Buy-back Proposal remains in force, and in the event that the Board exercises in full the power to buy back the Shares pursuant to the mandate to be granted under the Share Buy-back Proposal, the shareholdings held by Madam Hsu and associates will be increased to approximately 47.79% of the then aggregate number of issued Shares (excluding the Treasury Shares). Accordingly, Madam Hsu and associates may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the mandate granted under the Share Buy-back Proposal is exercised in full. However, the Company will not repurchase any Shares to such an extent which will give rise to takeover obligations or result in the number of Shares held by the public being reduced to less than 25% of the total number of issued Shares (excluding the Treasury Shares) and non-compliance with the public float requirement under the Listing Rules. Save as disclosed above, the Directors of the Company are not aware of any other consequences which would arise under the Takeovers Code as a result of any buy-backs pursuant to the mandate to be granted under the Share Buy-back Proposal.

(5) Status of Shares bought back

The Board proposes cancelling any Shares bought back following settlement of any such buy-back but the Company may, under approval by the Board, hold them as the Treasury Shares, subject to, amongst others, market conditions and its capital management needs at the relevant time of the buy-back of the Shares.

If the Company holds any Shares bought back as the Treasury Shares, such Shares will be registered in the Company's own name. The Company shall adopt appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements for those Shares registered in its own name as the Treasury Shares.

If any Treasury Shares are deposited with Central Clearing and Settlement System (the "CCASS") established and operated by the Hong Kong Securities Clearing Company Limited (the "HKSCC") pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as the Treasury Shares or cancel them, in each case before the record date for the relevant dividends or distributions.

If the Share Issue Mandate be granted at the 2026 Annual General Meeting, any sale or transfer of the Treasury Shares could be made under the Share Issue Mandate in accordance with the Listing Rules and all applicable laws of the Cayman Islands.

(6) Market Prices

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months are as follows:

	Highest traded price *HK$*	**Lowest traded price** *HK$*
April 2025	3.03	2.53
May 2025	2.78	2.58
June 2025	2.92	2.60
July 2025	3.42	2.87
August 2025	3.63	3.08
September 2025	3.18	2.76
October 2025	2.98	2.68
November 2025	2.78	2.57
December 2025	2.70	2.41
January 2026	2.82	2.40
February 2026	2.80	2.57
March 2026	2.70	2.22
April 2026 (up to the Latest Practicable Date)	2.39	2.23

(7) Buy-back of Shares made by the Company

The Company did not buy back any Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

SHARE ISSUE MANDATE

Should the Share Issue Mandate be granted at the 2026 Annual General Meeting and on the assumption that no Shares will be issued or bought back after the Latest Practicable Date and up to the date of the meeting, the Board will be empowered to issue additional Shares and/or to sell or transfer the Treasury Shares up to a maximum of 451,804,642 Shares, otherwise than pursuant to (i) a rights issue; or (ii) an exercise of rights of subscription or conversion under the terms of any option, warrant or other securities issued by the Company; or (iii) an exercise of subscription rights under any share option schemes of the Company; or (iv) any scrip dividend or similar arrangements for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles, during the period up to the conclusion of the next following annual general meeting of the Company unless the mandate is otherwise revoked or varied by an ordinary resolution of the shareholders of the Company.

In addition, subject to the passing at the 2026 Annual General Meeting of the proposed resolutions regarding the Share Buy-back Proposal and the Extension of Share Issue Mandate, the aforesaid limit of the Share Issue Mandate will be extended to include the number of the Shares that may be bought back under the Share Buy-back Proposal.

The Board currently has no immediate plans to issue any new Shares or to sell or transfer any Treasury Shares, if any, under the Share Issue Mandate.



Tomson Group

TOMSON GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 258)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Tomson Group Limited (the "Company") will be held as a physical meeting only at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 4th June, 2026 at 11:00 a.m. for the following purposes:

(1) To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31st December, 2025 together with the reports of the Directors and independent Auditor thereon;

(2) To re-elect retiring Directors of the Company and to fix the Directors' fees;

(3) To re-appoint Auditor of the Company and to fix the Auditor's remuneration;

(4) As special business, to consider and, if thought fit, pass (with or without modification) the following resolution as an **ordinary resolution**:

"**THAT**:

(a) the exercise by the Board of Directors of the Company during the Relevant Period of all the powers of the Company to buy back its own shares of HK$0.50 each on The Stock Exchange of Hong Kong Limited, subject to paragraph (b) of this Resolution and in accordance with all applicable laws and regulations (including the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")), be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company to be bought back by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the aggregate number of issued shares (excluding the treasury shares which shall have the meaning ascribed to it under the Listing Rules) of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and

(iii) the revocation or variation of the approval granted under this Resolution by an ordinary resolution of the members of the Company in general meeting.";

(5) As special business, to consider and, if thought fit, pass (with or without modification) the following resolution as an **ordinary resolution**:

"**THAT**:

(a) subject to paragraph (c) of this Resolution and in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), the exercise by the Board of Directors of the Company (the "Board") during the Relevant Period of all the powers of the Company to allot, issue and otherwise deal with additional shares of HK$0.50 each in the capital of the Company (the "Shares") and/or to sell or transfer any Shares held by the Company as treasury shares (which shall have the meaning ascribed to it under the Listing Rules, the "Treasury Shares"), to make or grant offers, agreements or options which would or might require the exercise of such powers and to grant rights to subscribe for, or to convert any securities into, the Shares be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution shall authorize the Board during the Relevant Period to make or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of the Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board and the Treasury Shares to be sold or transferred pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue; or (ii) an exercise of rights of subscription or conversion under the terms of any option, warrant or other securities issued by the Company carrying such right; or (iii) an exercise of subscription rights under any share option schemes that may be adopted by the Company; or (iv) any scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company, shall not exceed 20 per cent of the aggregate number of issued Shares (excluding the Treasury Shares) as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

"Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and

(iii) the revocation or variation of the approval granted under this Resolution by an ordinary resolution of the members of the Company in general meeting; and

"Rights Issue" means an offer of Shares or an offer or issue of options, warrants or other securities giving rights to subscribe for Shares (open for a period fixed by the Board) made to the holders of Shares or any class thereof on the Register of Members of the Company on a fixed record date pro rata to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).''; and

(6) As special business, to consider and, if thought fit, pass (with or without modification) the following resolution as an **ordinary resolution**:

"**THAT** conditional upon the passing of Resolutions (4) and (5) set out in the notice convening this Meeting, the number of shares representing the aggregate number of shares of the Company which may from time to time be bought back by the Company pursuant to the general mandate granted under the aforesaid Resolution (4) shall be added to the total number of shares of the Company that may be allotted, issued and otherwise dealt with by the Board of Directors of the Company pursuant to the approval granted under the aforesaid Resolution (5).".

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

Hong Kong, 29th April, 2026

Notes:

1. A member of the Company entitled to attend and vote at the Annual 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 Annual General Meeting in person to represent the member.

2. 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 11:00 a.m. on Wednesday, 3rd June, 2026 (or not less than 24 hours before the time appointed for holding any adjournment thereof).

3. 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 authorized representative) shall have one vote for every fully-paid share of which he is the holder.

4. 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).

5. An explanatory statement regarding the proposals of re-electing the retiring Directors of the Company, re-appointing the Auditor of the Company and granting the general mandates to buy back own shares and to issue new shares and/or deal with treasury shares of the Company is published on the Company's website (www.tomson.com.hk) and the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) together with this notice.

6. Please pay attention to the meeting arrangements in times of bad weather stated in the circular of the Company dated 29th April, 2026.

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