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Tomson Group

TOMSON GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 258)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Tomson Group Limited (the “**Company**”) will be held at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 14 September 2011 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendment(s), as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT**:–

- (i) the Asset Swap Agreement (as defined in a circular of the Company dated 25 August 2011 (the “**Circular**”)) dated 5 August 2011 entered into between Shanghai Tomson Pudong Real Estate Development Co., Limited (上海湯臣浦東房地產開發有限公司) (the “**Joint Venture**”) and Shanghai Pudong Land Development (Holding) Corp. (上海市浦東土地發展(控股)公司) (“**SPLD**”), a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose, pursuant to which, (i) SPLD will transfer Land No. 1 (as defined in the Circular) with a site area of approximately 18,818.1 square meters to the Joint Venture at the total consideration of approximately RMB255.26 million (subject to adjustments); and (ii) the Joint Venture will transfer Land No. 2 (as defined in the Circular) with a site area of approximately 17,531.7 square meters to SPLD at the total consideration of approximately RMB237.81 million (subject to adjustments) and pay the shortfall of approximately RMB17.45 million, be and is hereby approved, confirmed and ratified; and
- (ii) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents, deeds or instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the Asset Swap Agreement (as defined in the Circular).”

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

Hong Kong, 25th August, 2011

Principal Place of Business in Hong Kong
Rooms 1501-2 and 1507-12
15th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all the resolutions will be voted by poll at the EGM.
2. Any shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy does not need to be a Shareholder.
3. In order to be valid, the form of proxy for use by Shareholders and a notarised copy of power of attorney or other authority if such proxy is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority must be delivered to the share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time scheduled for holding the EGM or any adjournment thereof.
4. A vote given in accordance with the terms of the form of proxy shall be valid notwithstanding the previous death or loss of capacity of the appointor, or revocation of the proxy or withdrawal of the authority under which the proxy was executed, or transfer of shares in respect of which the proxy is given, provided no notice in writing with respect to these matters has been received by the Company at least 2 hours prior to the commencement of the EGM or any adjournment thereof.
5. In accordance with the articles of association of the Company, in case of the joint holders of any share, this notice shall only be given to the person whose name stands first on the register of members of the Company and this notice so given shall be sufficient notice to all joint holders of such share. Any one of the joint holders of such share may vote at the EGM, 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 the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect thereof.
6. Delivery of an instrument appointing a proxy should not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this announcement, the board of directors of the Company comprises five executive directors, Madam Hsu Feng (Chairman and Managing Director), Mr Tong Albert (Vice-Chairman), Mr Tong Chi Kar Charles (Vice-Chairman), Mr Yeung Kam Hoi and Mr Chuang Hsiao-Chen, and three independent non-executive directors, Mr Cheung Siu Ping, Oscar, Mr Lee Chan Fai and Mr Sean S J Wang.