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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 the extraordinary general meeting of the shareholders 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 Friday, 1 June 2012 at 3:00 p.m. (or as soon thereafter as the annual general meeting of the Company convened at the same place and on the same day shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing with or without amendments the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**, conditional upon the The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the approval for the New Share Option Scheme referred to in the circular despatched to the shareholders of the Company on the same day as this Notice, the terms of which are set out in the printed document marked “A” now produced to the meeting and for the purpose of identification signed by the Chairman hereof (the “New Share Option Scheme”) and subject to such amendments to the New Share Option Scheme as the Stock Exchange may request, the New Share Option Scheme be approved and adopted to be the new share option scheme of the Company and that the board of directors of the Company be and is hereby authorised to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give effect to the New Share Option Scheme, notwithstanding that they or any of them may be interested in the same.”.

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

Hong Kong, 16 May 2012

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

Notes:

1. A shareholder entitled to attend and vote at the meeting may appoint one or more than one proxy to attend and to vote instead of him. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent the shareholder.
2. In the case of joint holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, 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).
3. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, 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 less than 24 hours before the time appointed for holding the meeting. Completion and return of a form of proxy will not preclude shareholders from attending and voting in person should they so desire.
4. A form of proxy for use at the meeting is enclosed herewith.

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.