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If you have sold or transferred all your shares in Tomson Group Limited, you should at once hand this circular together with the accompanying 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*)

Yeung Kam Hoi

Independent Non-Executive Directors:

Cheung Siu Ping, Oscar

Lee Chan Fai

Sean S J Wang

Registered office:

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

Principal place of business

in Hong Kong Special

Administrative Region of

the People's Republic of

China ("Hong Kong"):

Rooms 1501-2 and 1507-12

15th Floor, Wing On Centre

111 Connaught Road Central

Hong Kong

25th April, 2016

To shareholders

Dear Sir/Madam

**ANNUAL GENERAL MEETING,
RE-ELECTION OF RETIRING DIRECTORS
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 at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 26th May, 2016 at 11:00 a.m. (the “2016 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 2016 Annual General Meeting and giving you the notice of the meeting:

- (i) to re-elect retiring Directors of the Company; and
- (ii) to grant general mandates to the Board of Directors of the Company (the “Board”) to buy back and to issue shares of HK\$0.50 each in the capital of the Company (the “Share(s)”) up to a maximum of 10 per cent and 20 per cent of the aggregate number of issued Shares as at the date of the 2016 Annual General Meeting respectively and to extend the said issue mandate by adding the number of those Shares that may be bought back under the said buy-back mandate.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 116 of the Articles of Association of the Company, 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. Mr Cheung Siu Ping, Oscar and Mr Tong Chi Kar Charles, being the Directors of the Company who have been longest in office since their last election, will therefore retire by rotation at the 2016 Annual General Meeting and, being eligible, offer themselves for re-election.

Mr Cheung Siu Ping, Oscar has been an independent non-executive Director of the Company since his appointment on 28th September, 2004. As of the date of this circular, Mr Cheung has been serving on the Board for more than nine years. Since Mr Cheung joined the Board, he has neither taken up any executive responsibilities in the Company and its subsidiaries (the “Group”) nor has he been involved in the day-to-day business transactions and operations of the Group. In addition, having made all necessary and reasonable enquires, the Board is satisfied that Mr Cheung has no financial, business or family relationships with any other Directors, senior management or substantial or controlling shareholders of the Company. Mr Cheung has exercised judgment in the best interests of the Company when discharging his duties as an independent non-executive Director of the Company. The Board therefore considers Mr Cheung to be independent and recommends that Mr Cheung be re-elected.

Ordinary resolutions will therefore be proposed at the 2016 Annual General Meeting to re-elect Mr Cheung and Mr Tong as Directors of the Company and their biographical details are set out in Appendix I to this circular. The re-election of the retiring Directors of the Company will be individually and separately voted on by the shareholders of the Company.

GENERAL MANDATES

At the last annual general meeting of the Company held on 28th May, 2015, 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 2016 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 2016 Annual General Meeting to grant it general mandates:

- (i) to buy back on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) the issued Shares up to a maximum of 10 per cent of the aggregate number of issued Shares as at the date of the 2016 Annual General Meeting (the “Share Buy-back Proposal”);
- (ii) to allot, issue and deal with additional Shares up to a maximum of 20 per cent of the aggregate number of issued Shares as at the date of the 2016 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 2016 Annual General Meeting is set out on pages 11 to 14 of this circular.

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and Article 80 of the Articles of Association of the Company, all resolutions to be put to the vote of the 2016 Annual General Meeting shall be decided by way of a poll save for resolutions related 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 2016 Annual General Meeting.

A form of proxy for use at the 2016 Annual General Meeting and the Annual Report for 2015 of the Company are being sent to the shareholders of the Company together with this circular. Whether or not you are able to attend the 2016 Annual General Meeting, please complete the accompanying 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 less than 24 hours before the time for holding the 2016 Annual General Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2016 Annual General Meeting in person, if you so wish.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 24th May, 2016 to Thursday, 26th May, 2016, both days inclusive, during which period no transfer of Shares will be effected.

In order to be eligible to attend and vote at the 2016 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 Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 23rd May, 2016 for registration.

RECOMMENDATION

The Board considers that the re-election of the retiring Directors 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 2016 Annual General Meeting.

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 2016 Annual General Meeting is set out as follows:

- (1) **Mr Cheung Siu Ping, Oscar**, aged 51, has been appointed an independent non-executive Director of the Company and the chairman of the audit committee of the Board since September 2004. He was also appointed a member of the remuneration committee of the Board in June 2005 and then was appointed as the chairman of this committee in April 2011.

Mr Cheung is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. He is practising as a certified public accountant in Hong Kong and is the sole proprietor of Oscar S. P. Cheung & Co..

As at 20th April, 2016, being the latest practicable date prior to the printing of this circular (the “Latest Practicable Date”), Mr Cheung did not have any interests in the Shares within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance (the “SFO”).

Mr Cheung has signed a formal letter of appointment with the Company. He is now entitled to an annual director’s fee of HK\$142,800 as determined by the Board under the authorization of the shareholders of the Company and on recommendation of the remuneration committee of the Board with reference to his responsibilities and prevailing market conditions.

- (2) **Mr Tong Chi Kar Charles**, aged 35, has been appointed an executive Director of the Company and a member of the executive committee of the Board since October 2008. He was also elected as Vice-Chairman of the Board in December 2010. He has joined the Group since December 2000 and has participated in property trading and business management of the Shanghai office of the Group. Mr Tong also acts as a director of a number of subsidiaries of the Company. He now principally engages in property development and trading business in the mainland of the People’s Republic of China (“China”).

In addition, Mr Tong Chi Kar Charles was appointed a member of the 13th Tianjin Municipal Committee of the Chinese People’s Political Consultative Conference in January 2013.

Mr Tong Chi Kar Charles is a son of Madam Hsu Feng, Chairman of the Board and Managing Director of the Company, and the elder brother of Mr Albert Tong, Vice-Chairman of the Board and executive Director of the Company. They all are directors of E-Shares Investments Limited (“E-Shares”). Mr Tong Chi Kar Charles is deemed to be a substantial shareholder of Rivera (Holdings) Limited (“RHL”). E-Shares and RHL are substantial shareholders of the Company under the SFO.

Pursuant to Part XV of the SFO, Mr Tong Chi Kar Charles, together with his persons acting in concert, Madam Hsu Feng and Mr Albert Tong, were interested and taken to be interested in a total of 850,512,448 Shares as at the Latest Practicable Date.

Mr Tong Chi Kar Charles has entered into a service contract with the Company. He is entitled to an annual basic salary and housing allowance in aggregate of HK\$2,350,000 plus other non-cash fringe benefits in kind, as emoluments for his services in his capacity as an executive Director of the Company, as determined by the Board on recommendation of the remuneration committee of the Board with reference to his responsibilities and prevailing market conditions. In addition, he is entitled to an annual salary of RMB156,000 for his services rendered to the subsidiaries of the Company in Shanghai, China as approved by the Board on recommendation of the remuneration committee of the Board.

Save for the aforesaid disclosure, as at the Latest Practicable Date, all the aforesaid 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.

All the aforesaid 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 of Association of the Company.

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 1,588,664,871 Shares in issue, which were fully paid.

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.

(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 prior to the date of the 2016 Annual General Meeting, the Company will be allowed under a general mandate to buy back a maximum of 158,866,487 fully paid up Shares, representing not more than 10 per cent of the aggregate number of issued Shares as at the date of the 2016 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 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.

The Board expects there to 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, 2015 as a result of buy-backs made under the Share Buy-back Proposal if the mandate is exercised in full. However, 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.

(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 Law 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 profit and/or share premium account of the Company.

(3) Undertaking and Intention of Connected Parties

The Board has undertaken to the Stock Exchange to 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.

None of the Directors of the Company nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates 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 (as defined in 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 Code on Takeovers and Mergers of Hong Kong (the "Takeovers Code").

As at the Latest Practicable Date, Madam Hsu Feng together with her close relatives and companies controlled by her (collectively "Madam Hsu and associates") were interested in the Shares representing approximately 53.53% 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 2016 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 59.48% of the then aggregate number of issued Shares and such an increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors of the Company are not aware of any 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) 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 <i>HK\$</i>	Lowest traded price <i>HK\$</i>
April 2015	2.30	1.84
May 2015	2.26	2.03
June 2015	2.30	2.03
July 2015	2.08	1.54
August 2015	1.97	1.55
September 2015	1.72	1.57
October 2015	1.75	1.65
November 2015	1.80	1.70
December 2015	1.98	1.72
January 2016	1.87	1.66
February 2016	1.82	1.68
March 2016	2.30	1.89
April 2016 (up to the Latest Practicable Date)	2.33	2.17

(6) 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 2016 Annual General Meeting and on the assumption that the number of Shares in issue as at the Latest Practicable Date remains unchanged up to the date of the meeting, the Board will be empowered to issue a maximum of 317,732,974 new Shares, otherwise than pursuant to (i) a rights issue; or (ii) an exercise of rights of subscription or conversion under the terms of any 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 arrangement 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, 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.

APPENDIX II EXPLANATORY STATEMENT FOR GENERAL MANDATES

In addition, subject to the passing at the 2016 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 under the Share Issue Mandate.

NOTICE OF ANNUAL GENERAL MEETING



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 at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 26th May, 2016 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, 2015 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 authorize the Board of Directors of the Company 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, 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 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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, 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 (“Shares”), to grant rights to subscribe for the Shares (including the issue of any warrants or similar rights to subscribe for any Shares) and to make or grant offers, agreements and options which would or might require the exercise of such powers 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 and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board 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 warrant or other securities issued by the Company carrying a right to subscribe for or purchase the Shares; or (iii) an exercise of subscription rights under any share option schemes of the Company adopted for the time being; or (iv) any scrip dividend or similar arrangement 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 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 the allotment, issue or grant of Shares pursuant to an offer (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 general mandate granted to the Board of Directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company under the aforesaid Resolution (5) be and is hereby extended by the addition thereto of a number of shares representing all those number of shares of the Company which may from time to time be bought back by the Company pursuant to the approval granted under the aforesaid Resolution (4).”.

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

Hong Kong, 25th April, 2016

NOTICE OF ANNUAL GENERAL MEETING

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 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 less than 24 hours before the time for holding the meeting.
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, and granting the general mandates to buy back own shares and to issue new shares of the Company will be despatched to the members of the Company together with this notice.