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**Tomson Group**

## **TOMSON GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 258)**

### **CLARIFICATION ANNOUNCEMENT**

#### **CONNECTED TRANSACTION IN RELATION TO A SUPPLEMENTAL FRAMEWORK AGREEMENT AND A GUARANTEE WITH RESPECT TO THE TRANSACTION AGREEMENTS ON A PROPERTY DEVELOPMENT PROJECT IN SHANGHAI**

Reference is made to an announcement of Tomson Group Limited (the “**Company**”) dated 10 January 2020 in relation to, among other things, (i) the entering into of the Supplemental Framework Agreement amongst Tomson Real Estate, Tomson Golf and SPLH; and (ii) the execution of the Guarantee by the Company in favour of SPLH (the “**Announcement**”). Capitalised terms used in this announcement shall bear the same meanings as those defined in the Announcement unless the context requires otherwise.

The Company wishes to clarify that the transactions contemplated under the Supplemental Framework Agreement and the Guarantee constitute connected transactions for the Company under Chapter 14A of the Listing Rules between the Group and SPLH, a connected person at the subsidiary level, on normal commercial terms. The Board confirms that it has approved the terms of the Supplemental Framework Agreement and the Guarantee, and the independent non-executive directors of the Company have confirmed that they believe the terms of the Supplemental Framework Agreement and the Guarantee are fair and reasonable, the Transactions are on normal commercial terms and the entering into of the Supplemental Framework Agreement and the Guarantee are in the interests of the Company and the Shareholders as a whole.

Accordingly, the Transactions constitute connected transactions for the Company that are exempt from the circular, independent financial advice and shareholders’ approval requirements under Rule 14A.101 of the Listing Rules.

Except as stated above, all the information in the Announcement remains unchanged.

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

Hong Kong, 24th January 2020

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