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**Tomson Group**

## **TOMSON GROUP LIMITED**

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

**(Stock Code: 258)**

### **SCRIP DIVIDEND SCHEME IN RELATION TO THE INTERIM DIVIDEND FOR THE YEAR ENDED 31ST DECEMBER, 2022**

On 30th March, 2023, the board of directors of the Company declared the Interim Dividend, with an option for the Shareholders to elect to receive the New Shares under the Scrip Dividend Scheme. This announcement is to advise the Shareholders who are entitled to the Interim Dividend of the particulars of the Scrip Dividend Scheme, including information about how the scrip dividend entitlements are derived, details with respect to the election for New Shares in lieu of cash in respect of all or part of the Interim Dividend and other related information.

The market value of a New Share to be allotted pursuant to the Scrip Dividend Scheme has been fixed at HK\$1.5998, being 95% of the average of the closing prices per Share traded on the Stock Exchange for the five consecutive business days from 2nd May, 2023 up to and including the Record Date.

#### **INTRODUCTION**

On 30th March, 2023, the board of directors of Tomson Group Limited (the “**Company**”) announced the consolidated annual results of the Company and its subsidiaries for the year ended 31st December, 2022 and declared an interim dividend of HK\$0.085 per share of the Company for the year ended 31st December, 2022 (the “**Interim Dividend**”) to shareholders of the Company (the “**Shareholder(s)**”) whose names appeared on the register of members of the Company on Monday, 8th May, 2023 (the “**Record Date**”). Shareholders will be given an option to elect to receive ordinary shares of HK\$0.50 each in the capital of the Company (the “**Share(s)**”) credited as fully paid (the “**New Share(s)**”) in lieu of cash in respect of all or part of the Interim Dividend (the “**Scrip Dividend Scheme**”).

## CONDITION OF THE SCRIP DIVIDEND SCHEME

The Scrip Dividend Scheme is conditional upon consent of the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) to grant the listing of and permission to deal in the New Shares to be issued under the Scrip Dividend Scheme in lieu of cash in respect of the Interim Dividend.

## CALCULATION OF THE NUMBER OF NEW SHARES

For the purpose of calculating the number of New Shares to be allotted pursuant to the Scrip Dividend Scheme, the market value of a New Share has been fixed at HK\$1.5998, being 95% of the average of the closing prices per Share traded on the Stock Exchange for the five consecutive trading days on which the Stock Exchange is open for the business of dealing in securities (the “**business days**”) from 2nd May, 2023 up to and including the Record Date. Accordingly, the number of New Shares which the Shareholders are entitled to receive in respect of the pro-rata entitlement of the Shares registered in their names at the close of business on the Record Date under the Scrip Dividend Scheme will be calculated as follows:

$$\begin{array}{rclcl} \text{Number of} & & \text{Number of issued Shares} & & \text{HK\$0.085} \\ \text{New Shares} & = & \text{held on the Record Date} & \times & \text{(Interim Dividend per Share)} \\ \text{to be allotted} & & \text{for which election is made} & & \hline & & & & \text{HK\$1.5998} \\ & & & & \text{(Market value of a New Share)} \end{array}$$

## THE NEW SHARES

The New Shares to be issued pursuant to the Scrip Dividend Scheme will rank pari passu in all respects (including all rights as to dividends, voting and capital) with the existing issued Shares, except that they will not rank for the Interim Dividend. The New Shares will be allotted by way of capitalisation of the Company’s share premium account and are not renounceable. The number of New Shares to be issued to each Shareholder will be rounded down to the nearest whole number. Fractional entitlements to the New Shares will not be issued to the Shareholders and will be cancelled accordingly. Application will be made to the Listing Committee of the Stock Exchange for its approval for the listing of, and permission to deal in, the New Shares.

## DESPATCH OF CIRCULAR AND FORM OF ELECTION

A circular containing further details of the Scrip Dividend Scheme together with the relevant form of election (the “**Election Form**”) will be despatched to the Shareholders on or about Friday, 19th May, 2023. **Shareholders who wish to elect to receive the New Shares in lieu of cash in respect of all or part of the Interim Dividend should complete and sign the Election Form in accordance with the instructions printed thereon and return it to the share registrar of the Company in Hong Kong Special Administrative Region of the People’s Republic of China (“**Hong Kong**”), Tricor Secretaries Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:00 p.m. on Tuesday, 6th June, 2023.**

The aforesaid latest time for submission of the Election Form will not be valid and will be rescheduled in case where Tropical Cyclone Warning Signal No. 8 or higher or a Black Rainstorm Warning Signal is in force, or where the Government of Hong Kong has announced that “extreme conditions” arising from a super typhoon or other natural disaster of a substantial scale exist, in Hong Kong:

- (a) at any local time before 12:00 noon but no longer in force/exist after 12:00 noon on Tuesday, 6th June, 2023; in this regard, the deadline for submission of the Election Form will be 5:00 p.m. on the same business day;
- (b) at any local time between 12:00 noon and 4:00 p.m. on Tuesday, 6th June, 2023; in this regard, the deadline for submission of the Election Form will be rescheduled to 4:00 p.m. on the next business day on which none of those warnings are in force/exist at any time between 9:00 a.m. and 4:00 p.m..

**Shareholders who do not return the duly completed and signed Election Form before the time stated above will be deemed to have elected to receive the Interim Dividend wholly in cash.**

It is expected that the relevant warrants for cash dividends and/or share certificates for the New Shares will be sent to the Shareholders by ordinary post at their own risk on Thursday, 15th June, 2023 and dealings in the New Shares will commence on Friday, 16th June, 2023.

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

Hong Kong, 8th May, 2023

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