Tomson Group

TOMSON GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 258)

Form of Proxy for the Extraordinary General Meeting to be held on Friday, 5 June 2009 (the "Meeting")

I/We[1], ______________________________

of ______________________________

being the registered holder(s) of[2] ______________ shares of HK$0.50 each in the capital of Tomson Group Limited (the "Company"), HEREBY APPOINT[3] the duly appointed Chairman of the Meeting or ______________________

of ______________________________

or failing him/her, ______________________________

of ______________________________

as my/our proxy to attend and act for me/us at the Meeting of the Company to be held at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 5 June 2009 at 3:30 p.m. (or so 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) (and at any adjournments thereof) and to vote at the Meeting (and at any adjournments thereof) for me/us and in my/our name(s) in respect of such resolution as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR[4]	AGAINST[4]
To consider and approve the supplemental agreement dated 17 April 2009 and the transactions contemplated thereunder[5]		

Dated this ______________ day of ______________, 2009 Signature[6] ______________________

Notes:

1. Please fill in your full name(s) and address in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please fill in the number of shares of HK$0.50 each in the capital of the Company registered in your name(s) to which this form of proxy relates. If no number is stated, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out the words "the duly appointed Chairman of the Meeting or" and fill in the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the 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. **If no name is given, the Chairman of the Meeting will act as your proxy.**
4. **IMPORTANT: If you wish to vote for the resolution, please put a tick in the box marked "For". If you wish to vote against the resolution, please put a tick in the box marked "Against". Failure to tick any box will entitle your proxy to cast your vote or abstain at his discretion.**
5. The full text of the resolution appears in the notice of the Meeting incorporated in the circular of the Company dated 18 May 2009.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. 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 authorised representative) shall have one vote for every fully-paid share of which he is the holder. A member entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.
8. 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).
9. To be valid, this 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 later than 3:30 p.m. on Thursday, 4 June 2009.**

   Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish; and in such event, the appointment of the proxy will be deemed to be revoked.
10. **Any alteration made to this form of proxy must be initialled by the person who signs it**.