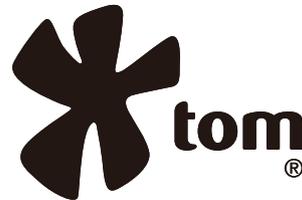

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in TOM Group Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



TOM Group Limited

TOM集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2383)

**PROPOSED GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of TOM Group Limited to be held at Board Room, Rooms 1601-05, 16/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 10 May 2022 at 2:30 p.m. (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 11:30 a.m. on that day, at the same time and place on Tuesday, 17 May 2022) or any adjournment or postponement thereof is set out on pages 14 to 19 of this circular. A form of proxy for use at the AGM is enclosed with this circular. The form of proxy can also be downloaded from websites of the Company at www.tomgroup.com and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk. As set out in the section headed “*Special Arrangements for the AGM*” of this circular, **the AGM will be a hybrid meeting. The Company strongly encourages Shareholders to exercise their rights to attend and vote at the AGM by electronic facilities.** As Shareholders will not be permitted to attend the AGM in person, all Shareholders (other than those who are required to attend the AGM physically to form a quorate meeting) who wish to appoint a proxy to attend and vote at the AGM shall appoint the Chairman of the AGM as their proxy (for Shareholders who are required to attend the AGM physically to form a quorate meeting, a senior management member and/or a senior staff member of the Company shall be appointed as their proxy) by completing, signing and returning the form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (in the case of an appointment of proxy in hard copy or for a poll taken more than 48 hours) or to the electronic address specified in the AGM notice or in the form of proxy (in the case of appointment of proxy in electronic form or for a poll taken more than 48 hours). For the AGM convened to be held on Tuesday, 10 May 2022 at 2:30 p.m., the deadline to submit completed forms of proxy is Sunday, 8 May 2022* at 2:30 p.m. in the case of an appointment of proxy in hard copy form or in electronic form, or after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll in the case of a poll taken more than 48 hours.

* Please note that Computershare Hong Kong Investor Services Limited’s offices will not be open on 7 May 2022 to 9 May 2022 for physical delivery of the form of proxy. To be effective, all proxy appointments must be lodged with Computershare Hong Kong Investor Services Limited before the deadline.

To the extent that there are any inconsistencies between the English version and the Chinese version of this circular, the English version shall prevail.

25 March 2022

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SPECIAL ARRANGEMENTS FOR THE AGM

The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the need to protect AGM attendees from possible exposure to the COVID-19 pandemic. **For the health and safety of AGM attendees, the Company would be adapting the arrangements for the AGM to minimise attendance in person, while still enabling Shareholders to vote and ask questions. Details of the special arrangements for the AGM are set out below.**

Attending the AGM by means of electronic facilities

The AGM will be a hybrid meeting. The AGM will be held with the minimum number of persons present as is required under the articles of association of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the meeting. The quorum will be formed by the senior management members and/or senior staff members of the Company who are Shareholders and/or their proxies to maintain an internal grouping and minimise the continuing risks posed by the COVID-19 pandemic at the AGM.

Given the above reasons, **NO other Shareholder, proxy or corporate representative should attend the AGM in person.** Other than those in the quorum and the limited number of other attendees to ensure the proper conduct of the meeting, any other person who attempts to do so will be excluded and will not be permitted entry to the venue of the AGM.

The Company strongly encourages Shareholders to attend, participate and vote at the AGM through online access by visiting the website – <http://meetings.computershare.com/TOMGroupAGM2022> (the “Online Platform”). Shareholders participating in the AGM using the Online Platform will also be counted towards the quorum and they will be able to cast their vote and submit questions through the Online Platform.

The Online Platform permits a “split vote” on a resolution, in other words, a Shareholder casting his/her/its votes through the Online Platform does not have to vote all of his/her/its shares in the same way (“For” or “Against”). In the case of a proxy, he/she can vote such number of shares in respect of which he/she has been appointed as a proxy. Votes cast through the Online Platform are irrevocable once the voting session at the AGM ends.

The Online Platform will be open for registered Shareholders and non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures. Please refer to the Online User Guide for the AGM at https://www.tomgroup.com/en/about_investor.html for assistance.

SPECIAL ARRANGEMENTS FOR THE AGM

Login details for registered Shareholders

Details regarding the AGM arrangements including login details to access the Online Platform are included in the Company's notification letter to registered Shareholders (the "Shareholder Notification") sent together with this circular.

Login details for non-registered Shareholders

Non-registered Shareholders who wish to attend, participate and vote at the AGM using the Online Platform should:

- (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (together, the "Intermediary") to appoint themselves as proxy or corporate representative to attend the AGM; and
- (2) provide their e-mail address to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the AGM arrangements including login details to access the Online Platform will be sent by the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, to the e-mail addresses of the non-registered Shareholders provided by the Intermediary. Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 9:00 a.m. on Tuesday, 10 May 2022 should reach out to the Hong Kong Share Registrar of the Company for assistance. Without the login details, non-registered Shareholders will not be able to participate and vote using the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

Login details for proxies or corporate representatives

Details regarding the AGM arrangements including login details to access the Online Platform will be sent by the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, to the email address of the proxies or corporate representatives provided to it in the relevant forms of proxy.

Registered and non-registered Shareholders should note that only one device is allowed in respect of each set of login details. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

SPECIAL ARRANGEMENTS FOR THE AGM

Questions at and prior to the AGM

Shareholders attending the AGM using the Online Platform will be able to submit questions relevant to the proposed resolutions online during the AGM. Shareholders can also send their questions by email from Thursday, 5 May 2022 (9:00 a.m.) to Sunday, 8 May 2022 (5:00 p.m.) to AGM2022@tomgroup.com (for registered Shareholders, please state the 10-digit shareholder reference number starting with “C” (SRN) as printed on the top right corner of the Shareholder Notification).

Whilst the Company will endeavour to respond to as many questions as possible at the AGM, due to time constraints, unanswered questions may be responded to after the AGM as appropriate.

Appointment of proxy in advance of the AGM

Shareholders are encouraged to submit their completed forms of proxy well in advance of the AGM. Return of a completed form of proxy will not preclude Shareholders from attending and voting by means of electronic facilities at the AGM or any adjournment or postponement thereof should they subsequently so wish.

Submission of forms of proxy for registered Shareholders

A form of proxy for use at the AGM is enclosed with this circular. A copy of the form of proxy can also be downloaded from the websites of the Company at www.tomgroup.com and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

The deadline to submit completed forms of proxy is

- (1) in the case of an appointment of proxy in hard copy form, Sunday, 8 May 2022* at 2:30 p.m., with the completed form of proxy being deposited at the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong;
- (2) in the case of an appointment of proxy in electronic form, Sunday, 8 May 2022 at 2:30 p.m., with the completed form of proxy being received at the electronic address specified in the AGM notice or in the form of proxy; or
- (3) in the case of a poll taken more than 48 hours, after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, with the completed form of proxy being received as aforesaid.

* Please note that Computershare Hong Kong Investor Services Limited’s offices will not be open on 7 May 2022 to 9 May 2022 for physical delivery of the form of proxy. To be effective, all proxy appointments must be lodged with Computershare Hong Kong Investor Services Limited before the deadline.

SPECIAL ARRANGEMENTS FOR THE AGM

Appointment of proxy for non-registered Shareholders

Non-registered Shareholders should contact their Intermediary as soon as possible for the assistance in the appointment of proxy.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change or adopt contingency plans for the AGM arrangements at short notice, and the Company will ensure that the AGM arrangements are in compliance with the articles of association of the Company. While the Company will use its best endeavours to provide necessary updates to the Shareholders on its website at www.tomgroup.com regarding the AGM arrangements, Shareholders should check the latest policies and notices announced by the Hong Kong Government and the Company's website at www.tomgroup.com for future updates on the AGM arrangements.

If Shareholders have any questions relating to the AGM, please contact the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Telephone: +852 2862 8555
Facsimile: +852 2865 0990
Website: www.computershare.com/hk/contact

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	means the annual general meeting of the Company for the financial year ended 31 December 2021 to be held at Board Room, Rooms 1601-05, 16/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 10 May 2022 at 2:30 p.m. (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 11:30 a.m. on that day, at the same time and place on Tuesday, 17 May 2022), the notice of which is set out on pages 14 to 19 of this circular
“Articles of Association”	means the amended and restated articles of association of the Company, as amended from time to time
“Board”	means the board of Directors of the Company
“Close Associates”	has the meaning ascribed to it under the Listing Rules
“Code”	means the Hong Kong Code on Takeovers and Mergers
“Company”	means TOM Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of Stock Exchange (Stock Code: 2383)
“COVID-19”	means the infectious disease caused by a newly discovered coronavirus
“Director(s)”	means the director(s) of the Company
“Group”	means the Company and its subsidiaries
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	means the general mandate to issue, allot and dispose of additional Shares
“Latest Practicable Date”	means 21 March 2022, being the latest practicable date prior to the printing of this circular
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	means the general mandate to repurchase Shares

DEFINITIONS

“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	means the share(s) of par value of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	means the holder(s) of the Share(s)
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“HK\$”	means Hong Kong dollars

LETTER FROM THE BOARD



TOM Group Limited

TOM集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2383)

Directors:

Frank John Sixt* (*Chairman*)
Yeung Kwok Mung (*Chief Executive Officer*)
Chang Pui Vee, Debbie*
Lee Pui Ling, Angelina*
James Sha#
Fong Chi Wai, Alex#
Chan Tze Leung#
Lai Kai Ming, Dominic^
(*Alternate to Frank John Sixt*)

Registered office:

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

*Head office and principal
place of business:*

Rooms 1601-05, 16/F
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

* *Non-executive Director*
Independent Non-executive Director
^ *Alternate Director*

25 March 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM. These include: (i) the ordinary resolutions granting the Directors the Issue Mandate and the Repurchase Mandate; and (ii) the ordinary resolutions proposing the re-election of the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATES

On 10 May 2021, ordinary resolutions were passed by the then Shareholders giving general unconditional mandates to the Directors to (i) to issue, allot and dispose of such number of additional Shares not exceeding 10 per cent. of the total number of Shares in issue at the date of the passing of the relevant resolution; and (ii) to repurchase Shares not exceeding 10 per cent. of the total number of Shares in issue at the date of the passing of the relevant resolution. These general mandates are due to expire at the conclusion of the AGM.

At the AGM, approval will be sought from Shareholders for the Issue Mandate and the Repurchase Mandate as follows:

- (i) to authorise the Board to issue, allot and dispose of such number of additional Shares not exceeding 10 per cent. (instead of 20 per cent. as permitted under the Listing Rules) of the total number of Shares in issue at the date of the passing of the relevant resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution). Any additional Shares to be allotted or issued under such a general mandate shall not be at a discount of more than 10 per cent. (instead of 20 per cent. as permitted under the Listing Rules) to the “benchmark price” (as described in Rule 13.36(5) of the Listing Rules). The relevant resolution is set out in agenda item No. 4(1) of the Notice of AGM; and
- (ii) to authorise the Board to exercise power of the Company to repurchase Shares up to a maximum of 10 per cent. of the total number of Shares in issue at the date of the passing of the relevant resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of such resolution). The relevant resolution is set out in agenda item No. 4(2) of the Notice of AGM.

In respect of the Issue Mandate, the Board wishes to state that it has no immediate plans to issue any new Shares pursuant to the general mandate under that resolution.

LETTER FROM THE BOARD

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 116 of the Articles of Association, Mr. Yeung Kwok Mung, Mrs. Lee Pui Ling, Angelina and Mr. James Sha, will retire by rotation at the AGM and, being eligible, will offer themselves for re-election.

The Nomination Committee considered and assessed the suitability of the above retiring Directors for re-election in accordance with the Director Nomination Policy. The Committee also took into account the structure and size of the Board as well as the various diversity aspects set out in the Board Diversity Policy.

Mr. James Sha has confirmed that he satisfied the independence factors set out in Rule 3.13 of the Listing Rules. During his tenure as an Independent Non-executive Director, he has neither been involved in the daily management of the Company nor is in any relationship or circumstances which would materially interfere with his exercise of independent judgement. Mr. James Sha has served as an Independent Non-executive Director for more than 9 years. The Nomination Committee, having assessed the independence of Mr. Sha, is of the view that he would continue to bring in fresh perspectives, objective insights and independent judgment to the Board as well as the Board committees he currently serves on. The Nomination Committee is of the opinion that during his years of appointment, Mr. Sha continues to demonstrate the attributes of independent non-executive directors and there is no evidence that his tenure of over nine years has compromised or would compromise on his continued independence. In particular, Mr. Sha has played a leading role in the Audit Committee and Nomination Committee, and would continue to bring independent and external dimension as well as constructive and informed comments on issues of the Group's strategy and policy, accountability, resources and key appointments. The Nomination Committee also considers that Mr. Sha remains independent notwithstanding the length of his service and also believes that his valuable knowledge and experience in the businesses of the Group and his general business acumen continues to generate significant contribution to the Company and the Shareholders as a whole and thus recommends Mr. Sha for re-election at the AGM. Further, the Nomination Committee is of the view that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

LETTER FROM THE BOARD

The Nomination Committee, is of the view that each of Mr. Yeung Kwok Mung, Mrs. Lee Pui Ling, Angelina and Mr. James Sha possesses the relevant expertise and leadership qualities to complement the capabilities of other members of the Board, and will continue to contribute to the Board with his/her deep understanding of the businesses of the Group, diversity of skills set and perspectives as well as devotion to the Board. The Nomination Committee also believes that the expertise, valuable knowledge and experience of these retiring Directors in the businesses of the Group and their general business acumen will continue to maintain and enhance the diversity of the Board, and generate significant contribution to the Company and the shareholders as a whole. The Nomination Committee is also satisfied with the independence of Mr. James Sha with reference to the criteria set out in the Listing Rules, and his ability to provide independent views to the Company's matters. All the above retiring Directors have shown devotion and commitment to the Board by bringing in fresh perspectives and providing constructive comments at Board and Board Committee meetings as well as their high attendance rate at such meetings during their tenure.

The Board, having considered the recommendation of the Nomination Committee, is of the view that the diverse and invaluable knowledge, skill sets and experience of each of Mr. Yeung Kwok Mung, Mrs. Lee Pui Ling, Angelina and Mr. James Sha in the businesses of the Group and their general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole.

The Board, having considered the recommendation of the Nomination Committee, is also of the view that Mr. Sha continues to demonstrate the attributes of independent non-executive directors and there is no evidence that his tenure has had any impact on his independence. The Board also considers that Mr. Sha remains independent notwithstanding the length of his service and also believes that his valuable knowledge and experience in the businesses of the Group and his general business acumen continues to generate significant contribution to the Company and the Shareholders as a whole.

The details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

Any Shareholder who wishes to nominate a person to stand for election as a Director at the AGM must lodge with the Company Secretary of the Company at Rooms 1601-05, 16/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong within the period from Saturday, 26 March 2022 to Friday, 1 April 2022, both days inclusive, (i) his/her written nomination of the candidate, (ii) written confirmation from such nominated candidate of his/her willingness to be elected as Director, and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company.

AGM

A notice convening the AGM to be held at Board Room, Rooms 1601-05, 16/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 10 May 2022 at 2:30 p.m. (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 11:30 a.m. on that day, at the same time and place on Tuesday, 17 May 2022) is set out on pages 14 to 19 of this circular.

LETTER FROM THE BOARD

All the resolutions to be proposed at the AGM set out in the notice of AGM will be voted by way of a poll pursuant to Article 80 of the Articles of Association. The results of the poll will be posted on the websites of the Company at www.tomgroup.com and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

A form of proxy for use at the AGM is enclosed with this circular. The form of proxy can also be downloaded from the websites of the Company at www.tomgroup.com and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk. As set out in the section headed “*Special Arrangements for the AGM*” of this circular, **the AGM will be a hybrid meeting. The Company strongly encourages Shareholders to exercise their rights to attend and vote at the AGM by electronic facilities.** As Shareholders will not be permitted to attend the AGM in person, all Shareholders (other than those who are required to attend the AGM physically to form a quorate meeting) who wish to appoint a proxy to attend and vote at the AGM shall appoint the Chairman of the AGM as their proxy (for Shareholders who are required to attend the AGM physically to form a quorate meeting, a senior management member and/or a senior staff member of the Company shall be appointed as their proxy) by completing, signing and returning the form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (in the case of an appointment of proxy in hard copy or for a poll taken more than 48 hours) or to the electronic address specified in the AGM notice or in the form of proxy (in the case of appointment of proxy in electronic form or for a poll taken more than 48 hours). For the AGM convened to be held on Tuesday, 10 May 2022 at 2:30 p.m., the deadline to submit completed forms of proxy is Sunday, 8 May 2022* at 2:30 p.m. in the case of an appointment of proxy in hard copy form or in electronic form, or after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll in the case of a poll taken more than 48 hours.

* Please note that Computershare Hong Kong Investor Services Limited’s offices will not be open on 7 May 2022 to 9 May 2022 for physical delivery of the form of proxy. To be effective, all proxy appointments must be lodged with Computershare Hong Kong Investor Services Limited before the deadline.

RECOMMENDATION

The Directors are of the opinion that the proposals referred to in this circular are in the best interests of the Company and its Shareholders and therefore recommend you to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
TOM GROUP LIMITED
Yeung Kwok Mung
Executive Director

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the total number of Shares in issue of the Company were 3,958,510,558 Shares.

Subject to the passing of relevant ordinary resolution no. 4(2) at the AGM and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 395,851,055 Shares, representing 10% of the total number of Shares in issue of the Company.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the applicable laws and regulations of the Cayman Islands. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Under the Cayman Islands law, repurchases by the Company may only be made out of profits of the Company or out of proceeds of a fresh issue of Shares made for the purpose or, subject to the statutory test of solvency, out of capital. Any premium payable on purchase over the par value of the Shares to be repurchased must be provided for out of profits of the Company or out of the Company's share premium account or, subject to the statutory test of solvency, out of capital.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2021) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
March 2021	0.54	0.34
April 2021	0.44	0.36
May 2021	0.64	0.37
June 2021	0.60	0.49
July 2021	0.58	0.37
August 2021	0.42	0.39
September 2021	0.42	0.35
October 2021	0.52	0.40
November 2021	0.88	0.51
December 2021	1.03	0.78
January 2022	0.98	0.84
February 2022	1.01	0.87
From 1 March 2022 to the Latest Practicable Date	0.93	0.69

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

Neither the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective Close Associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. THE CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, by virtue of the SFO, CK Hutchison Holdings Limited ("CKHH"), which is a substantial shareholder of the Company, was deemed to be interested in 1,430,120,545 Shares (representing approximately 36.13% of the total number of Shares in issue of the Company). In the event that the Directors exercise the Repurchase Mandate in full, then (if the present shareholdings remained the same) the deemed interest of CKHH in the Company would be increased to approximately 40.14% of the total number of Shares in issue of the Company and such increase would give rise to an obligation for CKHH to make a mandatory offer for all outstanding Shares under Rule 26 of the Code.

However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in takeover obligations.

8. SHARE PURCHASE MADE BY THE COMPANY

No purchases of Shares have been made by the Company in the previous six months, whether on the Stock Exchange or otherwise.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Set out below are details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM:

Yeung Kwok Mung

Aged 57, has been the Chief Executive Officer and an Executive Director of the Company since 26 March 2008. He is also the Chairman of the Sustainability Committee of the Company. Prior to joining the Company, he was a director and chief executive officer of Horizons Ventures Limited and ChinaCare Investments Holdings Limited respectively, these companies are controlled by Ms. Chau Hoi Shuen and Cranwood Company Limited, the substantial shareholders of the Company within the meaning of Part XV of the SFO. Prior to that, Mr. Yeung worked at McKinsey & Company, Inc. for over 6 years in Sydney, Melbourne and Hong Kong covering mainly the telecommunications, electronics and e-commerce industry sectors in the area of business strategy, business re-engineering and operational improvements. Mr. Yeung worked for Coca-Cola China Limited as director of Strategy for Coca-Cola Greater China. He also held management positions in business development and sales & marketing at General Electric. He holds a Bachelor of Science degree in Electrical Engineering and a Master of Science degree in Electrical Engineering and Computer Science from Massachusetts Institute of Technology.

Mr. Yeung does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he has family interests in 30,000 shares of the Company within the meaning of Part XV of the SFO.

Mr. Yeung has entered into a continuous service contract with the Group commencing from 1 February 2008. The term of the contract is continuous unless terminated by not less than three months' notice in writing served by either party on the other. He is subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the provisions of the Company's Articles of Association. He is entitled to the annual basic salary of HK\$4,468,800 and certain benefits, and a bonus payable for each twelve months period at the discretion of the Board. He is also entitled to receive a director's fee of HK\$50,000 per annum, which was determined having regard to his duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Lee Pui Ling, Angelina

Aged 73, is a Non-executive Director of the Company (re-designated in August 2004 from an Independent Non-executive Director appointed in January 2000) and a Member of the Audit Committee. Mrs. Lee is a solicitor and a Fellow of the Institute of Chartered Accountants in England and Wales. She holds a Bachelor of Laws degree from and was awarded an Honorary Fellowship by University College London, University of London. Amongst her public appointments, Mrs. Lee was a Member of the Exchange Fund Advisory Committee of the Hong Kong Monetary Authority and a Non-executive Director of the Securities and Futures Commission. Mrs. Lee is a Non-executive Director of CK Infrastructure Holdings Limited and Henderson Land Development Company Limited and an Independent Non-executive Director of Great Eagle Holdings Limited, all of which are listed companies.

Mrs. Lee does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, she does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mrs. Lee has entered into a letter of service with the Company for a term of 12-month. The appointment will be automatically renewed for successive 12-month periods unless terminated by either party in writing prior to the expiry of the term. She is subject to retirement and re-election at the annual general meeting of the Company in accordance with the provisions of the Company's Articles of Association. She is entitled to receive a director's fee of HK\$100,000 per annum, which was determined having regard to her duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

James Sha

Aged 71, was appointed as a Non-executive Director of the Company on 12 May 2000. He has been re-designated as an Independent Non-executive Director of the Company with effect from 4 August 2004. He is also the Chairman of the Nomination Committee and a member of the Audit Committee of the Company. He has held senior positions with a number of large Internet-related companies. Since November 1999, he has been a managing partner with Spring Creek Ventures, a partnership specialising in early stage venture investment and business consultation with Internet and infrastructure companies. He is currently serving on the board of directors of several start-up companies. His board memberships include Appstream, Armorize, E21, LiveABC, Optoplex and Mediostream. He also served as the chief executive officer for Sina.com. Prior to that, he was the senior vice president, Commerce Solutions, at Netscape Communications. He has also held senior positions with Actra Business Systems, Oracle's UNIX Product Division and the Advanced Systems Division of Wyse Technology. He holds a Master of Science degree in Electronic Engineering and Computer Science from the University of California, Berkeley, a Master of Business degree from Santa Clara University and a Bachelor of Science degree in Electronic Engineering from Taiwan University.

Mr. Sha does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Sha has entered into a letter of service with the Company for a term of 12-month. The appointment will be automatically renewed for successive 12-month periods unless terminated by either party in writing prior to the expiry of the term. He is subject to retirement and re-election at the annual general meeting of the Company in accordance with the provisions of the Company's articles of association. He is entitled to receive a Director's fee of HK\$100,000 per annum, which was determined having regard to his duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

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TOM Group Limited

TOM集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2383)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “Annual General Meeting”) of the shareholders of TOM Group Limited (the “Company”) will be held at Board Room, Rooms 1601-05, 16/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Tuesday, 10 May 2022 at 2:30 p.m. (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 11:30 a.m. on that day, at the same time and place on Tuesday, 17 May 2022), for the following purposes:

1. To consider and adopt the audited Financial Statements and the Reports of the Directors and the Independent Auditor for the year ended 31 December 2021.
2.
 - (a) To re-elect Mr. Yeung Kwok Mung as an Executive Director.
 - (b) To re-elect Mrs. Lee Pui Ling, Angelina as a Non-executive Director.
 - (c) To re-elect Mr. James Sha as an Independent Non-executive Director.
3. To re-appoint the Auditor and authorise the Board to fix their remuneration.

ORDINARY RESOLUTIONS

4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:
 - (1) **“THAT:**
 - (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the Directors during the Relevant Period (as hereinafter defined) to issue, allot and dispose of such number of additional shares of the Company not exceeding ten per cent. of the total number of shares of the Company in issue at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of

NOTICE OF AGM

any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution), such mandate to include the granting of offers, options, warrants or rights to subscribe for, or to convert any securities (including bonds and convertible debentures) into, shares of the Company which might be exercisable or convertible during or after the Relevant Period;

- (b) any shares of the Company to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the mandate in paragraph (a) of this Resolution shall not be at a discount of more than ten per cent. to the Benchmarked Price (as hereinafter defined) of such shares of the Company; and
- (c) for the purposes of this Resolution:

“**Benchmarked Price**” means the price which is the higher of:

- (i) the closing price of the shares of the Company as quoted on The Stock Exchange of Hong Kong Limited on the date of the agreement involving the relevant proposed issue of shares of the Company; and
- (ii) the average closing price as quoted on The Stock Exchange of Hong Kong Limited of the shares of the Company for the five trading days immediately preceding the earliest of:
 - (A) the date of announcement of the transaction or arrangement involving the relevant proposed issue of shares of the Company;
 - (B) the date of the agreement involving the relevant proposed issue of shares of the Company; and
 - (C) the date on which the price of shares of the Company that are proposed to be issued is fixed.

“**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;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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(2) **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the maximum number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed ten per cent. of the total number of shares of the Company in issue at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution), and the said approval shall be limited accordingly; and
- (c) for the purposes 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;
 - (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

By Order of the Board
TOM GROUP LIMITED
Yeung Kwok Mung
Executive Director

Hong Kong, 25 March 2022

Head office and principal place of business:

Rooms 1601-05, 16/F
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

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Notes:

1. As set out in the section headed “*Special Arrangements for the AGM*” of this circular (of which this notice forms part), **the Annual General Meeting will be a hybrid meeting. The Company strongly encourages Shareholders to exercise their rights to attend and vote at the AGM by electronic facilities.** As Shareholders will not be permitted to attend the AGM in person, all Shareholders (other than those who are required to attend the AGM physically to form a quorate meeting) who wish to appoint a proxy to attend and vote at the AGM shall appoint the Chairman of the AGM as their proxy (for Shareholders who are required to attend the AGM physically to form a quorate meeting, a senior management member and/or a senior staff member of the Company shall be appointed as their proxy) by completing, signing and returning the form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (in the case of an appointment of proxy in hard copy or for a poll taken more than 48 hours) or to the electronic address specified in the AGM notice or in the form of proxy (in the case of appointment of proxy in electronic form or for a poll taken more than 48 hours). For the AGM convened to be held on Tuesday, 10 May 2022 at 2:30 p.m., the deadline to submit completed forms of proxy is Sunday, 8 May 2022* at 2:30 p.m. in the case of an appointment of proxy in hard copy form or in electronic form, or after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll in the case of a poll taken more than 48 hours.
 - * Please note that Computershare Hong Kong Investor Services Limited’s offices will not be open on 7 May 2022 to 9 May 2022 for physical delivery of the form of proxy. To be effective, all proxy appointments must be lodged with Computershare Hong Kong Investor Services Limited before the deadline.
2. At the Annual General Meeting, the chairman of the meeting will put each of the above resolutions to be voted by way of a poll as required under the Listing Rules and pursuant to article 80 of the Articles of Association of the Company. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
3. Any Shareholder entitled to attend and vote at the AGM in person is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a Shareholder. However, given the special arrangements adopted by the Company as set out in the section headed “*Special Arrangements for the AGM*” of this circular (of which this notice forms part), if a Shareholder (other than those who are required to attend the AGM physically to form a quorate meeting) wishes to vote on any resolution at the AGM, he/she/it must complete the form of proxy and appoint the Chairman.
4. 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 certified copy of such power or authority must:
 - a. in the case of an appointment of proxy in hard copy, be deposited at the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 48 hours before the time appointed for holding the AGM or any adjournment or postponement thereof;
 - b. in the case of appointment of proxy in electronic form, be received at the electronic address specified in the notice of Annual General Meeting or in the form of proxy no later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment or postponement thereof; or
 - c. in the case of a poll taken more than 48 hours, be received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll.
5. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the Annual General Meeting or any adjournment or postponement thereof by means of electronic facilities should the shareholder so desire.

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6. The Register of Members of the Company will be closed from Thursday, 5 May 2022 to Tuesday, 10 May 2022 (or from Thursday, 12 May 2022 to Tuesday, 17 May 2022, in the event that the Annual General Meeting is to be held on Tuesday, 17 May 2022 because of a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above), both days inclusive, during which period no transfer of shares will be effected, to determine shareholders' entitlement to attend and vote at the Annual General Meeting (or at any adjournment or postponement thereof). All share certificates with completed transfer forms, either overleaf or separately, must be lodged with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Wednesday, 4 May 2022.
7. The biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to the circular dated 25 March 2022 of the Company.
8. COVID-19 PANDEMIC SITUATION

The Company will adopt the following special arrangements at the AGM for the purpose of public health and safety:

- (a) The AGM will be held with the minimum number of persons present as is required under the articles of association of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the meeting. The quorum will be formed by the senior management members and/or senior staff members of the Company who are Shareholders and/or their proxies to maintain an internal grouping and minimize the risks posed by the COVID-19 pandemic at the AGM. No other Shareholder, proxy or corporate representative should attend the AGM in person in light of the continuing risks posed by the COVID-19 pandemic. Any other person who attempts to do so will be excluded and will not be permitted entry to the venue of the AGM.
- (b) No refreshments will be served at the AGM.
- (c) All resolutions at the AGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the AGM by proxy. If a Shareholder (other than those who are required to attend the AGM physically to form a quorate meeting) wishes to vote on any resolution at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to exercise his/her/its right to vote at the AGM in accordance with his/her/its instructions.
- (d) Shareholders can attend, participate and vote at the AGM through online access by visiting the website – <http://meetings.computershare.com/TOMGroupAGM2022> (the "Online Platform"). Shareholders participating in the AGM using the Online Platform will also be counted towards the quorum and they will be able to cast their vote and submit questions through the Online Platform. The Online Platform will be open for registered Shareholders and non-registered Shareholders (see Company's circular dated 25 March 2022 for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures. Please refer to the Online User Guide for the AGM at https://www.tomgroup.com/en/about_investor.html for assistance.
- (e) Shareholders attending the AGM using the Online Platform will be able to submit questions relevant to the Company's proposed resolution online during the AGM. Shareholders can also send their questions to the Company by email from Thursday, 5 May 2022 (9:00 a.m.) to Sunday, 8 May 2022 (5:00 p.m.) to AGM2022@tomgroup.com (for registered Shareholders, please state the 10-digit shareholder reference number starting with "C" (SRN) as printed on the top right corner of the Shareholder Notification).

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change and adopt contingency plans for the Annual General Meeting arrangements at short notice, and the Company will ensure that the AGM arrangements are in compliance with the articles of association of the Company. While the Company will use its best endeavours to provide necessary updates to the Shareholders on its website at www.tomgroup.com regarding the Annual General Meeting arrangements, Shareholders should check the latest policies and notices announced by the Hong Kong Government and the Company's website at www.tomgroup.com for future updates on the Annual General Meeting arrangements.

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9. BAD WEATHER ARRANGEMENTS:

The Annual General Meeting will be held on Tuesday, 10 May 2022 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day.

However, if a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 11:30 a.m. on Tuesday, 10 May 2022, the Annual General Meeting will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same time and place on Tuesday, 17 May 2022 instead.

Shareholders may call the hotline at (852) 2121 7838 or visit the website of the Company at www.tomgroup.com for details of the postponement and alternative meeting arrangements.

Shareholders should make their own decision as to whether they would attend the Annual General Meeting under bad weather conditions having regard to their own situation and if they should choose to do so, they are advised to exercise care and caution.

In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.