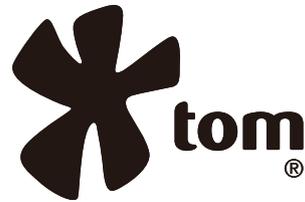


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TOM Group Limited

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 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.”

(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

*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.
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](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](mailto: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](http://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](http://www.tomgroup.com) for future updates on the Annual General Meeting arrangements.

#### 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](http://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.

*As at the date hereof, the directors of the Company are:*

*Executive Director:*

*Mr. Yeung Kwok Mung*

*Non-executive Directors:*

*Mr. Frank Sixt (Chairman)*

*Ms. Debbie Chang*

*Mrs. Angelina Lee*

*Independent Non-executive  
Directors:*

*Mr. James Sha*

*Dr. Alex Fong*

*Mr. Chan Tze Leung*

*Alternate Director:*

*Mr. Dominic Lai*

*(Alternate to Mr. Frank Sixt)*