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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.

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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)

**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 as a hybrid meeting at Rooms 1601-05, 16/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong as the principal meeting place ("Principal Meeting Place"); Room 302, 3/F., Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong as the additional meeting venue ("Additional Meeting Venue") and online on Tuesday, 9 May 2023 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 and through the same online platform on Monday, 15 May 2023) or any adjournment or postponement thereof is set out on pages 14 to 19 of this circular. To facilitate the hybrid meeting proceedings and due to capacity constraints, the Principal Meeting Place will be limited to senior management members and/or senior staff members of the Company (who are Shareholders and/or their proxies) responsible for managing and coordinating the AGM arrangements and/or to ensure compliance with quorum requirements under the Articles of Association. As Shareholders will not be permitted to attend the AGM in person at the Principal Meeting Place, the Company has arranged the Additional Meeting Venue to accommodate physical attendance by Shareholders. Shareholders are requested to attend and vote at the AGM at the Additional Meeting Venue, through the online platform or by appointing the Chairman of the AGM as their proxy. 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. Whether Shareholders are able to attend the AGM physically or online, Shareholders (other than those who are required to attend the AGM physically to form a quorate meeting) are strongly encouraged to 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), as soon as possible and in any event no later than 48 hours before the time for holding the AGM or any adjournment or postponement thereof. **Completion and return of the form of proxy will not preclude a Shareholder from attending and voting (whether physically or by means of electronic facilities) at the AGM or at any adjournment or postponement thereof should he/she subsequently so wish, and, in such event, the proxy appointment shall be deemed to be revoked. For the AGM convened to be held on Tuesday, 9 May 2023 at 2:30 p.m., the deadline to submit completed forms of proxy is Sunday, 7 May 2023* 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.**

PRECAUTIONARY MEASURES FOR PHYSICAL ATTENDANCE AT THE ANNUAL GENERAL MEETING

The following precautionary measures might be implemented at the AGM venue:

- (1) compliance with legal and precautionary measures (if any and subject to any applicable prevailing statutory requirements);
- (2) no provision of refreshments or drinks, and there will be no corporate gifts; and
- (3) no provision of shuttle bus service.

Attendees who do not comply with the precautionary measure referred to in (1) above may be denied entry to the AGM venue at the absolute discretion of the Company as permitted by law. Attendees should check the latest policies and notices announced by the Hong Kong Government.

For the health of AGM attendees, the Company would encourage Shareholders to exercise their rights to attend and vote at the AGM electronically or by appointing the Chairman of the AGM as their proxy and to return their forms of proxy by the time specified above, instead of attending the physical AGM.

* Please note that Computershare Hong Kong Investor Services Limited's offices will not be open on 6 May 2023 to 7 May 2023 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.

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GUIDANCE FOR THE AGM

The Company does not in any way wish to diminish the opportunity for Shareholders to exercise their rights and to vote in person at the AGM, 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 encourage Shareholders to: (i) attend the AGM, vote and ask questions by means of electronic facilities; or (ii) exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the physical AGM.**

The AGM will be a hybrid meeting. To facilitate the hybrid meeting proceedings and due to capacity constraints, the Principal Meeting Place will be limited to senior management members and/or senior staff members of the Company (who are Shareholders and/or their proxies) responsible for managing and coordinating the AGM arrangements and/or to ensure compliance with quorum requirements under the Articles of Association. As Shareholders will not be permitted to attend the AGM in person at the Principal Meeting Place, the Company has arranged the Additional Meeting Venue to accommodate physical attendance by Shareholders.

Given the above reasons, no other Shareholder, proxy or corporate representative should attend the AGM in person at the Principal Meeting Place. Other than those in the quorum and the limited number of other attendees to ensure the proper conduct of the meeting at the Principal Meeting Place, any other person who attempts to do so will be excluded and will not be permitted entry to the Principal Meeting Place of the AGM. Shareholders are requested to attend and vote at the AGM at the Additional Meeting Venue, through the online platform or by appointing the Chairman of the AGM as their proxy.

Attending the AGM by means of electronic facilities

The Company strongly encourages Shareholders (including their proxies and corporate representatives) to attend, participate and vote by electronic means at the AGM through online access by visiting the website – <http://meetings.computershare.com/TOMGroupAGM2023> (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 votes and submit questions through the Online Platform. Votes cast through the Online Platform are irrevocable once the voting session at the AGM ends. Further, once the online voting has closed, the votes which a registered Shareholder has submitted through the Online Platform will supersede any votes which may be cast by his/her proxy (if any) at the AGM.

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 or corporate representative, he/she can vote such number of shares in respect of which he/she has been appointed as a proxy or corporate representative. 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, as well as their proxies and corporate representatives (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 as well as their proxies and corporate representatives 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.

GUIDANCE 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 printed copies of 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 "Intermediaries") to appoint themselves as proxies or corporate representatives to attend the AGM; and
- (2) provide their email addresses to their Intermediaries as early as possible and in any event, before the time limit required by the relevant Intermediaries.

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 addresses of the non-registered Shareholders provided by them through the Intermediaries. Any non-registered Shareholder who has provided an email address through the relevant Intermediaries for this purpose but has not received the login details by email by 9:00 a.m. on Tuesday, 9 May 2023 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 Intermediaries in respect of both (1) and (2) above.

Login details for duly appointed proxies or corporate representatives

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 addresses of the proxies provided in the relevant forms of proxy.

For corporate Shareholders which wish to appoint representatives to attend, participate and vote at the AGM on their behalf through the Online Platform, please call the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at +852 2862 8558 for arrangements.

Any proxy or corporate representative who has not received the login details by email by 9:00 a.m. on Tuesday, 9 May 2023 should reach out to the Hong Kong Share Registrar of the Company for assistance.

GUIDANCE FOR THE AGM

General

Registered and non-registered Shareholders (including their proxies or corporate representatives) should note that only one device is allowed per login. Please 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 responsibility or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise. They should also note that an active and stable internet connection is required in order to allow them to participate, vote and submit questions through the Online Platform. It is the user's own responsibility to ensure that he/she has a sufficient and stable internet connection.

Questions at and prior to the AGM

Shareholders (including their proxies or corporate representatives) attending the AGM using the Online Platform will be able to submit questions (whether in English or Chinese) relevant to the proposed resolutions online during the AGM.

If any Shareholders wish to send questions prior to the AGM, please do so by email from Thursday, 4 May 2023 (9:00 a.m.) to Sunday, 7 May 2023 (5:00 p.m.) to AGM2023@tomgroup.com (for registered Shareholders, specifying the 10-digit shareholder 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, it is possible that not all questions could be dealt with at the AGM. Unanswered questions may be responded to after the AGM as appropriate.

Voting by 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 a Shareholder from attending and voting (whether physically or by means of electronic facilities) at the AGM or any adjournment or postponement thereof should he/she subsequently so wish, and, in such event, the proxy appointment shall be deemed to be revoked.

GUIDANCE FOR THE AGM

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, 7 May 2023* 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, 7 May 2023 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 6 May 2023 to 7 May 2023 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.

Appointment of proxy for non-registered Shareholders

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

Precautionary measures for physical attendance at the AGM

For Shareholders who would like to attend the physical AGM, please note that the following precautionary measures might be implemented by the Company at the AGM venue to safeguard the health of the AGM attendees, and/or due to capacity constraints and to comply with the requirements for the prevention and control of the spreading of COVID-19:

- (1) every attendee will be required to comply with precautionary measures (if any) pursuant to any applicable prevailing laws and regulations that are in force, and must follow the seating arrangement fixed by the Company;
- (2) no refreshments or drinks will be provided to AGM attendees, and there will be no corporate gifts; and
- (3) no shuttle bus service will be provided.

GUIDANCE FOR THE AGM

Attendees are in addition requested to observe and practise good personal hygiene at all times. To the extent permitted by law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the venue so as to ensure the health of the AGM attendees.

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:

“Additional Meeting Venue”	has the meaning ascribed to it in the definition of “AGM” below
“AGM”	means the annual general meeting of the Company for the financial year ended 31 December 2022 convened as a hybrid meeting to be held at Rooms 1601-05, 16/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong (the “Principal Meeting Place”); Room 302, 3/F., Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong as the additional meeting venue (“Additional Meeting Venue”) and online on Tuesday, 9 May 2023 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 and through the same online platform on Monday, 15 May 2023), the notice of which is set out on pages 14 to 19 of this circular, and any adjournment or postponement thereof
“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 Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“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
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	means the general mandate to issue, allot and dispose of additional Shares
“Latest Practicable Date”	means 24 March 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	means the general mandate to repurchase Shares
“Principal Meeting Place”	has the meaning ascribed to it in the definition of “AGM” above
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“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

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:

PO 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*

31 March 2023

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

At the annual general meeting of the Company held on 10 May 2022, ordinary resolutions were passed to grant general 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 pursuant to 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, as required under the Listing Rules, to provide requisite information to Shareholders for considering the proposal to grant Directors the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 116 of the Articles of Association, Mr. Frank John Sixt, Dr. Fong Chi Wai, Alex and Mr. Chan Tze Leung, 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 of the Company. The Nomination 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. Frank John Sixt and Mr. Chan Tze Leung, members of the Nomination Committee, have abstained from voting on their own nomination when it was considered.

Dr. Fong Chi Wai, Alex and Mr. Chan Tze Leung have confirmed that they satisfied the independence factors set out in Rule 3.13 of the Listing Rules. During their tenure as Independent Non-executive Directors, they have neither been involved in the daily management of the Company nor are in any relationship or circumstances which would materially interfere with their exercise of independent judgement. The Nomination Committee considered that each of them 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.

All the above retiring Directors have consistently demonstrated strong commitment to their roles, and the ability to devote sufficient time to the Board by bringing in fresh perspectives and providing constructive comments at Board and Board Committee meetings with overall attendance of approximately 92% at Board meetings as well as approximately 94% attendance at the relevant Board committee meetings.

The Nomination Committee, is of the view that each of Mr. Frank John Sixt, Dr. Fong Chi Wai, Alex and Mr. Chan Tze Leung 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 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 Dr. Fong Chi Wai, Alex and Mr. Chan Tze Leung with reference to the criteria set out in the Listing Rules, and their 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.

LETTER FROM THE BOARD

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. Frank John Sixt, Dr. Fong Chi Wai, Alex and Mr. Chan Tze Leung 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 retiring directors abstained from the discussion and voting at the Board meeting regarding their respective nominations.

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 should 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, 1 April 2023 to Friday, 7 April 2023, 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 as a hybrid meeting at Rooms 1601-05, 16/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong as the Principal Meeting Place; Room 302, 3/F., Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong as the Additional Meeting Venue and online on Tuesday, 9 May 2023 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 and through the same online platform on Monday, 15 May 2023) is set out on pages 14 to 19 of this circular.

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. Whether Shareholders are able to attend the AGM physically or online, Shareholders (other than those who are required to attend the AGM physically to form a quorate meeting) are strongly encouraged to 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), as soon as possible and in any event no later than 48 hours

LETTER FROM THE BOARD

before the time appointed for holding the AGM or any adjournment or postponement thereof. For the AGM convened to be held on Tuesday, 9 May 2023 at 2:30 p.m., the deadline to submit completed forms of proxy is Sunday, 7 May 2023* 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. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting (whether physically or by means of electronic facilities) at the AGM or any adjournment or postponement thereof should he/she subsequently so wish, and, in such event, the proxy appointments shall be deemed to be revoked.

Shareholders can also attend the AGM and vote by means of electronic facilities. See “Guidance for the AGM” on pages ii to vi of this circular.

- * Please note that Computershare Hong Kong Investor Services Limited’s offices will not be open on 6 May 2023 to 7 May 2023 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 the 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 attributable per Share to the Shareholders 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 2022) 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 2022	0.93	0.69
April 2022	0.83	0.69
May 2022	0.77	0.58
June 2022	0.67	0.56
July 2022	0.73	0.57
August 2022	0.83	0.68
September 2022	0.82	0.71
October 2022	0.77	0.58
November 2022	0.78	0.59
December 2022	0.65	0.57
January 2023	0.69	0.60
February 2023	0.66	0.56
From 1 March 2023 to the Latest Practicable Date	0.74	0.57

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:

Frank John Sixt

Aged 71, has been a Non-executive Director and the Chairman of the Company since 15 December 1999 and is a member of the Remuneration Committee and Nomination Committee of the Company respectively. He is also an executive director, group finance director and deputy managing director of CK Hutchison Holdings Limited, an executive director of CK Infrastructure Holdings Limited, a non-executive director of TPG Telecom Limited, a director of Hutchison Telecommunications (Australia) Limited (“HTAL”) and Cenovus Energy Inc., a Commissioner of PT Indosat Tbk, and an alternate director of HTAL, HK Electric Investments Manager Limited (“HKEIML”) as the trustee-manager of HK Electric Investments, and HK Electric Investments Limited. He was previously director of Husky Energy Inc. (“Husky”) (previously listed in Canada) (*resigned on 23 March 2021*). He has almost four decades of legal, global finance and risk management experience, and possesses deep expertise in overseeing financial reporting system, risk management and internal control systems as well as sustainability issues and related risks. Mr. Sixt holds a Master’s degree in Arts and a Bachelor’s degree in Civil Law, and is a member of the Bar and of the Law Society of the Provinces of Québec and Ontario, Canada.

In addition, he is a director of certain substantial shareholders of the Company within the meaning of the SFO. Except for HKEIML and Husky, all the companies/investment trust mentioned above are listed in Hong Kong or overseas. Save as disclosed above, Mr. Sixt 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 personal interests in 492,000 shares of the Company within the meaning of Part XV of the SFO.

Mr. Sixt 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\$50,000 per annum, which was determined having regard to his duties in the Company.

Mr. Sixt was a director of vLinx Inc. until 12 April 2002, a private Canadian company engaged in the development of technology and software which was petitioned into bankruptcy on 15 April 2002. The total liability involved was CAD386,989 and the company was struck off from the registry in British Columbia on 4 February 2013.

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

Fong Chi Wai, Alex

Aged 66, has been an Independent Non-executive Director of the Company since 31 December 2019. He was a member of the Audit Committee of the Company from 31 December 2019 to 31 August 2020 and has been appointed as the Chairman of the Audit Committee of the Company since 31 August 2020. He is also the Chairman of the Remuneration Committee and a member of the Sustainability Committee of the Company. Dr. Fong was the chief executive officer of Hong Kong General Chamber of Commerce (the “Chamber”) from 2006 to 2011. Prior to joining the Chamber, he served in the civil service for over 25 years, holding various senior positions in the Government of Hong Kong. Dr. Fong has a long record of public service providing both operational and policy-formulation expertise. Dr. Fong has been appointed as an independent non-executive director of HK Electric Investments and HK Electric Investments Limited, a company listed on Main Board of the Stock Exchange (stock code: 2638), since December 2013. Dr. Fong is currently a director of HK Electric Investments Manager Limited and a director of The Hongkong Electric Company, Limited. Dr. Fong has been an independent non-executive director of Hutchison Port Holdings Management Pte. Limited since February 2020. He was an independent non-executive director of Power Assets Holdings Ltd., a company listed on the Stock Exchange (stock code: 6) and a substantial holder of Share Stapled Units for the purpose of Part XV of the SFO, from December 2012 to January 2014. He was also an independent non-executive director of China United Venture Investment Limited, a company listed on the Growth Enterprise Market Board of the Stock Exchange (stock code: 8159), from January 2019 to August 2022.

Dr. Fong is an Adjunct Associate Professor at the Hong Kong University Business School, as well as The Chinese University of Hong Kong Business School. Dr. Fong received a Bachelor of Social Science degree in Business and Economics from the University of Hong Kong in November 1978, a Master of Technology Management degree in Global Logistics Management from the Hong Kong University of Science and Technology in April 2007, a Master of Science degree in Global Finance from the New York University/Hong Kong University of Science and Technology in May 2009, and a Doctor of Business Administration degree and a Doctor of Philosophy degree from the City University of Hong Kong in 2017 and 2020 respectively.

Dr. Fong 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.

Dr. Fong 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.

Chan Tze Leung

Aged 76, has been an Independent Non-executive Director of the Company since 31 August 2020. He is also a member of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee of the Company. Mr. Chan was the chief executive officer of United Overseas Bank Limited, Hong Kong until his retirement in December 2011. He is an experienced banker with almost 40 years of experience in commercial and investment banking. Mr. Chan is an independent non-executive director of Hutchison Port Holdings Management Pte. Limited, a trustee-manager of Hutchison Port Holdings Trust which is listed in Singapore. Mr. Chan was a non-executive director of Sibanye Gold Limited, a company listed in Johannesburg and its American Depositary Receipt (ADR) are traded on the New York Stock Exchange, from May 2014 to September 2017. Mr. Chan was an independent non-executive director of Noble Group Limited from August 1996 until April 2017, and Quam Limited (now known as China Tonghai International Financial Limited), a company listed in Hong Kong, from October 2011 to September 2017. He was also a non-executive director of Dalton Foundation Limited, a charitable institution incorporated in Hong Kong which is the sponsoring body of Dalton School Hong Kong, a non-profit primary school. He is also a senior adviser to Long March Capital Limited, a fund management company based in Beijing and Shanghai in partnership with leading Chinese institutions. He was chairman (non-executive director) of The Hour Glass (HK) Limited. He holds the Bachelor of Science (Econ) Honours from the University of London and a Master's degree in Business Administration from the University of Liverpool and is a Fellow of the Hong Kong Institute of Directors.

Mr. Chan 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. Chan 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 as a hybrid meeting at Rooms 1601-05, 16/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong as the principal meeting place (the “Principal Meeting Place”); Room 302, 3/F., Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong as the additional meeting venue (“Additional Meeting Venue”) and online on Tuesday, 9 May 2023 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 and through the same online platform on Monday, 15 May 2023), 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 2022.
2.
 - (a) To re-elect Mr. Frank John Sixt as a Non-executive Director.
 - (b) To re-elect Dr. Fong Chi Wai, Alex as an Independent Non-executive Director.
 - (c) To re-elect Mr. Chan Tze Leung as an Independent Non-executive Director.
3. To re-appoint PricewaterhouseCoopers as Independent 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

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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, 31 March 2023

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. The Annual General Meeting will be a hybrid meeting. To facilitate the hybrid meeting proceedings and due to capacity constraints, the Principal Meeting Place will be limited to senior management members and/or senior staff members of the Company (who are Shareholders and/or their proxies) responsible for managing and coordinating the Annual General Meeting arrangements and/or to ensure compliance with quorum requirements under the Articles of Association. As Shareholders will not be permitted to attend the Annual General Meeting in person at the Principal Meeting Place, the Company has arranged the Additional Meeting Venue to accommodate physical attendance by Shareholders. The Company strongly encourages Shareholders (including their proxies and corporate representatives) to attend, participate and vote at the Annual General Meeting through online access by visiting the website – <http://meetings.computershare.com/TOMGroupAGM2023> (the “Online Platform”). Shareholders participating in the Annual General Meeting 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. Votes cast through the Online Platform are irrevocable once the voting session at the Annual General Meeting ends. Further, once the online voting has closed, the votes which a registered Shareholder has submitted through the Online Platform will supersede any votes which may be cast by his/her proxy (if any) at the Annual General Meeting.
2. Whether Shareholders (including their proxies or corporate representatives) are able to attend the Annual General Meeting physically or online, they are strongly encouraged to appoint the Chairman of the Annual General Meeting 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 Annual General Meeting 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), as soon as possible and in any event no later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting (whether physically or by means of electronic facilities) at the Annual General Meeting or at any adjournment or postponement thereof should he/she subsequently so wish, and, in such event, the proxy appointment shall be deemed to be revoked. For the Annual General Meeting convened to be held on Tuesday, 9 May 2023 at 2:30 p.m., the deadline to submit completed forms of proxy is Sunday, 7 May 2023* 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 6 May 2023 to 7 May 2023 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.
3. 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.
4. Any Shareholder entitled to attend and vote at the Annual General Meeting in person is entitled to appoint one or more proxies to attend and on a poll, vote instead of him/her. A proxy need not be a Shareholder.

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5. To be valid, the completed and signed 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 Annual General Meeting 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.
6. The Register of Members of the Company will be closed from Thursday, 4 May 2023 to Tuesday, 9 May 2023 (or from Thursday, 11 May 2023 to Monday, 15 May 2023, in the event that the Annual General Meeting is to be held on Monday, 15 May 2023 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). In order to qualify for attending at the Annual General Meeting, 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, 3 May 2023.
7. Procedures for Shareholders to propose a person for election as a Director of the Company at the Annual General Meeting are set out under the section headed "Re-election of retiring Directors" in the Circular.
8. In relation to ordinary resolution in agenda item No. 4(2) above, the explanatory statement containing the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of an authority for the repurchase by the Company of its own shares, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, is set out in Appendix I to the Circular.
9. 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 31 March 2023 of the Company.
10. COVID-19 PANDEMIC SITUATION

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong and related change of legal restrictions or requirements, the Company may be required to change or adopt contingency plans for the Annual General Meeting arrangements at short notice, and the Company will ensure that the Annual General Meeting 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.

Should the COVID-19 pandemic situation continue to affect Hong Kong at or around the time of the Annual General Meeting, Shareholders should regularly assess for themselves potential risks associated with, and whether they should attend, the physical Annual General Meeting.

While the Company proposes and endeavours to implement a number of measures to safeguard the health of the attendees (see section "Precautionary measures for physical attendance at the Annual General Meeting" on pages v to vi of the Circular), no obligation or liability whatsoever will be assumed by the Company in connection with the successful implementation or otherwise of any or all of those measures

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11. BAD WEATHER ARRANGEMENTS:

The Annual General Meeting will be held on Tuesday, 9 May 2023 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, 9 May 2023, 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 and through the same Online Platform on Monday, 15 May 2023 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.