



TOM Group Limited

TOM集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

Stock code on Main Board: 2383

Stock code on GEM: 8001

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD AT THE GRAND BALLROOM II, 1ST FLOOR, HARBOUR PLAZA HONG KONG, 20 TAK FUNG STREET, HUNG HOM, KOWLOON, HONG KONG ON FRIDAY, 23 JULY 2004 AT 11:00 A.M.

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares of HK\$0.10 each ^(Note 2) in the capital of TOM Group Limited (the "Company") HEREBY APPOINT THE CHAIRMAN OF THE MEETING or ^(Note 3) _____
of _____ or
failing him _____ of _____ to
act as my/our proxy to attend, act and vote on my/our behalf at the Extraordinary General Meeting (the "Meeting") of the Company to be held at the Grand Ballroom II, 1st Floor, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Friday, 23 July 2004 at 11:00 a.m. and at any adjournment thereof, as the case may be, for the purpose of considering and, if thought fit, passing the following resolutions set out in the notice convening the Meeting.

Please indicate with a "✓" in the spaces provided how you wish your votes to be cast on a poll. Should this form be returned duly signed but without a specific direction, the proxy will vote or abstain at his/her discretion.

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
1.	To approve the implementation of the Proposed Withdrawal (as defined in the notice convening the Meeting) and the reduction in the minimum notice period in respect of the Proposed Withdrawal.		
2.	To approve the adoption of the proposed share option scheme and the termination of the existing share option scheme.		
3.	(a) To grant a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution. (b) To revoke the general mandate to issue shares in the Company granted at the annual general meeting of the Company held on 26 April 2004.		
4.	(a) To grant a general mandate to the directors to repurchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution. (b) To revoke the general mandate to repurchase shares in the Company granted at the annual general meeting of the Company held on 26 April 2004.		
5.	To extend the general mandate granted to the directors to allot, issue and deal with additional shares by the amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company.		
SPECIAL RESOLUTION			
6.	To approve the adoption of the new Articles of Association of the Company.		

Dated _____ Signature(s) ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out **THE CHAIRMAN OF THE MEETING** and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE ABOVE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE ABOVE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the principal place of business of the Company at 48th Floor, The Center, 99 Queen's Road Central, Central, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- In the case of joint holders of any share in the capital of the Company ("Share"), any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint registered holders is present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish, but the authority of your proxy will become invalid forthwith.

* for identification purpose