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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 EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) 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, 15 March 2022 at 11:30 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (a) the Amended Drag-along Right (as defined in the circular of the Company dated 16 February 2022) provided under the amended and restated shareholders’ agreement, as amended and supplemented by the amendment agreement to the amended and restated shareholders’ agreement (collectively, the “**Amended and Restated Shareholders’ Agreement**”), both dated 1 November 2021, entered into by (i) Ule Holdings Limited (the “**Joint Venture**”), (ii) Telpo Philatelic Company Limited (“**China Post HK**”), (iii) TOM E-Commerce Limited (“**TOM E-Commerce**”) and (iv) the shareholders of the Joint Venture (other than TOM E-Commerce and China Post HK) that together hold approximately 14.29% of the total issued share capital of the Joint Venture as at 31 October 2021 (collectively, the “**Minority Investors**”), being the right (but not the obligation) of China Post HK to require, among others, TOM E-Commerce to sell the ordinary shares beneficially held by it to the Purchaser (as defined in the circular of the Company dated 16 February 2022), and on the same terms and conditions as China Post HK, be and are hereby approved, confirmed and ratified; and

- (b) any one or more directors of the Company (the “**Directors**”) be and is/are hereby authorised do all such acts and things, including but not limited to, execution of all documents which the Directors deem necessary, appropriate or desirable to implement and give full effect to or in connection with the exercise of the Amended Drag-along Right (as defined in the circular of the Company dated 16 February 2022).

By Order of the Board of
TOM Group Limited
Yeung Kwok Mung
Executive Director

Hong Kong, 16 February 2022

Notes:

- (1) Unless otherwise specified, capitalized terms used in this notice shall have the same meanings as ascribed to them in the circular of the Company dated 16 February 2022.
- (2) As set out in the section headed “*Special Arrangements for the EGM*” of this circular (of which this notice forms part), **the EGM will be a hybrid meeting. The Company strongly encourages Shareholders to exercise their rights to attend and vote at the EGM by electronic facilities.** As Shareholders will not be permitted to attend the EGM in person, all Shareholders (other than those who are required to attend the EGM physically to form a quorate meeting) who wish to appoint a proxy to attend and vote at the EGM shall appoint the Chairman of the EGM as their proxy (for Shareholders who are required to attend the EGM 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 proxy form 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 EGM notice or in the proxy form (in the case of appointment of proxy in electronic form or for a poll taken more than 48 hours). For the EGM convened to be held on Tuesday, 15 March 2022 at 11:30 a.m., the deadline to submit completed proxy forms is Sunday, 13 March 2022* at 11:30 a.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.
- (3) Any Shareholder entitled to attend and vote at the EGM 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 EGM*” of this circular (of which this notice forms part), if a Shareholder (other than those who are required to attend the EGM physically to form a quorate meeting) wishes to vote on any resolution at the EGM, he/she/it must complete the proxy form and appoint the Chairman of the EGM as his/her/its proxy to exercise his/her/its right to vote at the EGM in accordance with his/her/its instructions.

- (4) To be valid, the proxy form 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 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, no later than 48 hours before the time appointed for holding the EGM 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 EGM notice or in the proxy form no later than 48 hours before the time appointed for holding the EGM 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 proxy form will not preclude a Shareholder from attending and voting at the EGM 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, 10 March 2022 to Tuesday, 15 March 2022 (or to Tuesday, 22 March 2022, in the event that the EGM is to be held on Tuesday, 22 March 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 EGM (or at any adjournment or postponement thereof). All share certificates with completed transfer forms, either overleaf or separately, must be lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 9 March 2022.
- (7) The resolution as set out above will be determined by way of a poll.
- (8) COVID-19 PANDEMIC SITUATION

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

- (a) The EGM 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 risks posed by the COVID-19 pandemic at the EGM. No other Shareholder, proxy or corporate representative should attend the EGM 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 EGM

- (b) No refreshments will be served at the EGM.
- (c) All resolutions at the EGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the EGM by proxy. If a Shareholder (other than those who are required to attend the EGM physically to form a quorate meeting) wishes to vote on any resolution at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to exercise his/her/its right to vote at the EGM in accordance with his/her/its instructions.
- (d) Shareholders can attend, participate and vote at the EGM through online access by visiting the website - <http://meetings.computershare.com/TOMGroupEGM2022> (the “**Online Platform**”). Shareholders participating in the EGM 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 below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the EGM 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 EGM at https://www.tomgroup.com/en/about_investor.html for assistance.
- (e) Shareholders attending the EGM using the Online Platform will be able to submit questions relevant to the Company’s proposed resolution online during the EGM. Shareholders can also send their questions to the Company by email from Thursday, 10 March 2022 (9:00 a.m.) to Sunday, 13 March 2022 (5:00 p.m.) to EGM2022@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 EGM arrangements at short notice, and the Company will ensure that the EGM 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 EGM arrangements, Shareholders should check the latest policies and notices announced by the Hong Kong Government and the website of the Company at www.tomgroup.com for future updates on the EGM arrangements.

(9) BAD WEATHER ARRANGEMENTS

The EGM will be held on Tuesday, 15 March 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 8:30 a.m. on Tuesday, 15 March 2022, the EGM 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, 22 March 2022 instead. Shareholders may call the hotline at 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 EGM 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.

- (10) In the event of any inconsistency, the English language text of this notice shall prevail over the Chinese language text.
- (11) As at the date of this notice, the non-executive Directors are Mr. Frank Sixt (Chairman), Ms. Debbie Chang and Mrs. Angelina Lee; the executive Director is Mr. Yeung Kwok Mung; the independent non-executive Directors are Mr. James Sha, Dr. Alex Fong and Mr. Chan Tze Leung; and Mr. Dominic Lai is the alternate Director to Mr. Frank Sixt.