



TOMO Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6928)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 21 JULY 2022 (or at any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the capital of TOMO Holdings Limited
("Company"), HEREBY APPOINT ^(Notes 3 & 4) _____
of _____
or failing him, the Chairman of the meeting, as my/our proxy to act for me/us at the extraordinary general meeting (or at any adjournment thereof) of the Company to be held at Room Nos. 4101-4104, 41/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Thursday, 21 July 2022, at 10:00 a.m., for the purpose of considering and, if thought fit, passing the special resolutions as set out in the notice convening the EGM as indicated below, and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll, to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given as my/our proxy thinks fit.

	Special Resolutions	FOR ^(Note 5)	AGAINST ^(Note 5)
1.	subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained by way of issue of a certificate of incorporation on change of company name, the Chinese name of "萬馬控股有限公司" be adopted as the dual foreign name of the Company (the "Adoption of Chinese Name"), with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands, and that any one of the Directors or the company secretary of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents and do all such acts and things as he/she may in his/her absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the foregoing.		
2.	subject to the Adoption of Chinese Name under the resolution number 1 taking effect, the amended and restated memorandum and articles of association of the Company (incorporating the proposed amendments to the existing amended and restated memorandum and articles of association of the Company, the details of which are set out in Appendix I to the circular of the Company dated 5 July 2022) ("New Memorandum and Articles of Association"), a copy of which has been produced to this meeting and marked "A" and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted respectively in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company with effect upon the Adoption of Chinese Name becoming effective, and any one director or company secretary of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents and to do all such acts and things as he/she may in his/her absolute discretion consider to be necessary, desirable, appropriate or expedient to implement the adoption of the New Memorandum and Articles of Association.		

Date: _____

Signature ^(Note 6): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.01 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Any shareholder of the Company is entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** Any alterations made to this form of proxy should be initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 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 seal or under the hand of an officer, attorney or other person duly authorised.
- A shareholder of the Company entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.
- Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- In order to be valid, this form of proxy together with the power attorney or other authority (if any) under which it is signed or a certified copy of that power or authority, must be delivered at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the any adjournment therefor (as the case may be).
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting if you so wish. In the event that you attend the meeting after having lodged this form of proxy, this form of proxy will be deemed to have been removed.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited.