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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 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, 31 March 2023

Head office and principal place of business:

Rooms 1601-05, 16/F.
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

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.
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.

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.

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)