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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 Room 302, 3/F., Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong (the “Principal Meeting Place”) with online access through an online platform on Monday, 12 May 2025 at 2:30 p.m. (or, in the event that a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above, or “extreme conditions” announced by the Hong Kong Government is/are 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, 19 May 2025), for the following purposes:

1. To consider and adopt the audited Financial Statements, the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2024.
2.
  - (a) To re-elect Mrs. Lee Pui Ling, Angelina 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 Directors to fix the Auditor’s remuneration.

4. To consider and, if thought fit, pass with or without modifications, the following resolutions as Ordinary Resolutions:

### **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 (excluding any treasury shares and 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:
  - (i) **“Benchmarked Price”** means the price which is the higher of:
    - (aa) 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
    - (bb) 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.

- (ii) **“Relevant Period”** means the period from the passing of this Resolution until whichever is the earliest of:
  - (aa) the conclusion of the next Annual General Meeting of the Company;
  - (bb) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
  - (cc) 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.
- (iii) Any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and applicable laws and regulations.”

(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 (excluding any treasury shares and 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, 2 April 2025

*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. Shareholders have the option of attending, participating and voting at the Annual General Meeting physically at the Principal Meeting Place or electronically through online access at <http://meetings.computershare.com/TOMGroupAGM2025> (the "Online Platform"). Shareholders attending and participating in the Annual General Meeting electronically will also be counted towards the quorum and they will be able to cast their votes and submit questions through the Online Platform. Details of the Online Platform are set out in the circular of the Company dated 2 April 2025 (the "Circular") and the letter from the Company to registered Shareholders dated 2 April 2025 (the "Shareholder Notification").
2. At the Annual General Meeting, the Chairman of the Annual General Meeting will put each of the above resolutions to be voted by way of a poll pursuant to Article 80 of the Articles of Association of the Company.
3. Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and on a poll, vote in his/her stead. A proxy need not be a Shareholder.
4. All Shareholders who wish to appoint a proxy to attend and vote at the Annual General Meeting are recommended 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.

5. To be valid, the completed and signed form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be returned (i) to 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; or (ii) to the electronic address specified in the AGM notice or in the form of proxy, in either case, as soon as possible and in any event no later than 48 hours before the time for holding the Annual General Meeting or any adjournment or postponement thereof. If Shareholders elect to return forms of proxy by post, ample time should be allowed for postal delivery.
6. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting, physically at the Principal Meeting Place or electronically through the Online Platform, at the Annual General Meeting or at any adjournment or postponement thereof should the Shareholder subsequently so wish. In the event that a Shareholder subsequently attends and votes at the Annual General Meeting, the proxy appointment shall be deemed to be revoked.
7. The register of members of the Company will be closed from Wednesday, 7 May 2025 to Monday, 12 May 2025 (or from Wednesday, 14 May 2025 to Monday, 19 May 2025, in the event that the Annual General Meeting is to be held on Monday, 19 May 2025 because of a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above, or "extreme conditions" announced by the Hong Kong Government), 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 Hong Kong Share Registrar of the Company, 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 pm on Tuesday, 6 May 2025.
8. In relation to agenda item No. 2 above, Mrs. Lee Pui Ling, Angelina, Dr. Fong Chi Wai, Alex and Mr. Chan Tze Leung will retire by rotation at, or will hold office until, the Annual General Meeting and, all of them being eligible, have offered themselves for re-election at the Annual General Meeting. Details of the above Directors are set out in Appendix II to the Circular.
9. 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 Directors" in the Circular.
10. 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.
11. An electronic voting system will be used by Shareholders (including their proxies and corporate representatives) who attend physically at the Principal Meeting Place, for enhancing efficiency and transparency in the vote counting process. Shareholders and other attendees are recommended to bring the Shareholder Notification bearing the unique login details as well as their own electronic device (for example, smart phone or tablet device with internet connection) for access to the electronic voting system.
12. No refreshments or drinks will be served at the Principal Meeting Place.

13. BAD WEATHER ARRANGEMENTS:

The Annual General Meeting will be held on Monday, 12 May 2025 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, a tropical cyclone warning signal no. 8 or above, or "extreme conditions" announced by the Hong Kong Government is/are in force in Hong Kong at 11:30 a.m. on Monday, 12 May 2025, 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, 19 May 2025 instead. The Hong Kong Government may issue an announcement on "extreme conditions" in the event of, for example, serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons or other natural disaster of a substantial scale.

Shareholders may call the hotline at (852) 2121 7838 or visit the Company website at [www.tomgroup.com](http://www.tomgroup.com) for details of the postponement and alternative meeting arrangements.

Shareholders should carefully consider the risk of physical attendance at the Annual General Meeting under bad weather conditions, having regard to their personal circumstances and if they should choose to do so, they are advised to exercise due care and caution.

14. In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.

15. All references to time and date in this notice are to Hong Kong time and date.

*As at the date hereof, the directors of the Company are:*

*Executive Director:*

*Mr. Yeung Kwok Mung*

*Non-executive Directors:*

*Mr. Frank John Sixt (Chairman)*

*Ms. Chang Pui Vee, Debbie*

*Mrs. Lee Pui Ling, Angelina*

*Independent Non-executive  
Directors:*

*Mr. James Cheng-Jee Sha*

*Dr. Fong Chi Wai, Alex*

*Mr. Chan Tze Leung*

*Alternate Director:*

*Mr. Lai Kai Ming, Dominic*

*(Alternate to Mr. Frank John Sixt)*