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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

**If you have sold or transferred** all your shares in **TOM Group Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of TOM Group Limited to be held at the Salon Room VI, 5th Floor, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Thursday, 17 May 2012 at 10:30 a.m. is set out on pages 12 to 15 of this circular. Whether or not you are able to attend the Annual General Meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the principal place of business of TOM Group Limited at 48th Floor, The Center, 99 Queen's Road Central, Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish.

\* for identification purpose

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	means the annual general meeting of the Company for the financial year ended 31 December 2011 to be held at the Salon Room VI, 5th Floor, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Thursday, 17 May 2012 at 10:30 a.m., the notice of which is set out on pages 12 to 15 of this circular
“Articles of Association”	means the existing articles of association of the Company
“Associates”	has the meanings ascribed to it under the Listing Rules
“Board”	means the board of directors of the Company
“Code”	means the Hong Kong Code on Takeovers and Mergers
“Company”	means TOM Group Limited, a company incorporated in the Cayman Islands and whose shares are listed on the Stock Exchange
“Director(s)”	means the director(s) of the Company
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	means 5 April 2012, being the latest practicable date prior to the printing of this circular
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	means a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the relevant resolution
“SFO”	means the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong
“Share(s)”	means the share(s) of par value of HK\$0.1 each in the capital of the Company

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## DEFINITIONS

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“Shareholder(s)”	means the holder(s) of the Share(s)
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“HK\$”	means Hong Kong dollars

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## LETTER FROM THE BOARD

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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)

*Directors:*

Frank John Sixt\* (*Chairman*)  
Yeung Kwok Mung (*Chief Executive Officer*)  
Mak Soek Fun, Angela (*Chief Financial Officer*)  
Chang Pui Vee, Debbie\*  
Ip Tak Chuen, Edmond\*  
Cheong Ying Chew, Henry#  
Lee Pui Ling, Angelina\*  
Wu Hung Yuk, Anna#  
James Sha#  
Chow Woo Mo Fong, Susan+  
*(Alternate to Frank John Sixt)*  
Francis Anthony Meehan+  
*(Alternate to each of Frank John Sixt,  
Chang Pui Vee, Debbie and  
Ip Tak Chuen, Edmond)*

*Registered office:*

P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Head office and principal  
place of business:*

48th Floor, The Center  
99 Queen's Road Central  
Central  
Hong Kong

\* Non-executive Director  
# Independent Non-executive Director  
+ Alternate Director

17 April 2012

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM. These include: (i) the ordinary resolutions granting the Directors general mandates to issue new Shares and to repurchase Shares; (ii) the ordinary resolutions proposing the re-election of the retiring Directors; and (iii) the special resolution amending the Articles of Association.

\* *for identification purpose*

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## LETTER FROM THE BOARD

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### GENERAL MANDATES

On 16 May 2011, ordinary resolutions were passed by the then Shareholders giving general unconditional mandates to the Directors to:

- (1) allot, issue and deal with Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company at the date of passing of this resolution;
- (2) repurchase on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose such number of Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the issued share capital of the Company at the date of passing of this resolution; and
- (3) add to the general mandate for issuing Shares as mentioned in paragraph (1) above an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the general mandate granted to the Directors to repurchase Shares as mentioned in paragraph (2) above.

The above general mandates will lapse at the conclusion of the AGM. The Board therefore proposes to seek your approval of the ordinary resolutions to be proposed at the AGM to give fresh general mandates to the Directors.

At the AGM, separate ordinary resolutions will be proposed to give to the Directors a fresh general mandate (i) to allot, issue and otherwise deal with additional Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the relevant resolution; (ii) to repurchase Shares with an aggregate nominal amount up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the relevant resolution during the period from the date of passing of the relevant resolution up to: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the Repurchase Mandate, whichever occurs first; and (iii) to add to such general mandate so granted to the Directors to allot, issue and deal with additional Shares by an amount representing the aggregate nominal amount of the share capital of the Company (up to a maximum of 10% of the aggregate nominal amount of the then issued share capital of the Company) repurchased under the Repurchase Mandate.

### EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

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## **LETTER FROM THE BOARD**

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### **RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 116 of the Articles of Association, Ms. Chang Pui Vee, Debbie, Ms. Wu Hung Yuk, Anna and Mr. James Sha, will retire by rotation at the AGM and, being eligible, will offer themselves for re-election.

The details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION**

In order to bring the Articles of Association in line with the recent amendments to the Listing Rules on removing the 5% exemption for voting by a Director on a Board resolution in which he/she has interests, the Board proposes to amend the Articles of Association.

Full terms of the proposed amendment to the Articles of Association are set out in the special resolution no. 7 to be proposed at the AGM.

### **AGM**

A notice convening the AGM to be held at the Salon Room VI, 5th Floor, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Thursday, 17 May 2012 at 10:30 a.m. is set out on pages 12 to 15 of this circular.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to Article 80 of the Articles of Association.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the principal place of business of the Company at 48th Floor, The Center, 99 Queen's Road Central, Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting (as the case may be) should you so wish.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors are of the opinion that the proposals referred to in this circular are in the best interests of the Company and its Shareholders and therefore recommend you to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,  
By Order of the Board  
**TOM GROUP LIMITED**  
**Yeung Kwok Mung**  
*Chief Executive Officer*  
*and*  
*Executive Director*



This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

### **1. EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, the issued share capital of the Company comprised of 3,893,270,558 Shares.

Subject to the passing of relevant ordinary resolution no. 5 at the AGM and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 389,327,055 Shares, representing 10% of the issued share capital of the Company.

### **2. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association of the Company and the applicable laws and regulations of the Cayman Islands. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Under the Cayman Islands law, repurchases by the Company may only be made out of profits of the Company or out of proceeds of a fresh issue of shares made for the purpose or, subject to the statutory test of solvency, out of capital. Any premium payable on purchase over the par value of the shares to be repurchased must be provided for out of profits of the Company or out of the Company's share premium account or, subject to the statutory test of solvency, out of capital.

### **4. GENERAL**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2011) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	<b>Highest</b>	<b>Shares</b>	<b>Lowest</b>
	<i>HK\$</i>		<i>HK\$</i>
April 2011	0.960		0.850
May 2011	0.960		0.880
June 2011	0.940		0.770
July 2011	0.910		0.800
August 2011	0.870		0.640
September 2011	0.730		0.530
October 2011	0.660		0.495
November 2011	0.670		0.620
December 2011	0.740		0.670
January 2012	0.730		0.650
February 2012	0.740		0.640
March 2012	0.720		0.590
From 1 April 2012 to the Latest Practicable Date	0.660		0.600

## 6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their Associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 7. THE CODE

If as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Code. As a result, a shareholder, or a group of shareholders acting in concert (within the meaning under the Code), depending on the level of increase in the shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, by virtue of the SFO, Cheung Kong (Holdings) Limited, which is a substantial shareholder of the Company, was deemed to be interested in 1,429,024,545 Shares (representing approximately 36.70% of the issued share capital of the Company). In the event that the Directors exercise the Repurchase Mandate in full, then (if the present shareholdings remained the same) the deemed interest of Cheung Kong (Holdings) Limited in the Company would be increased to approximately 40.78% of the issued share capital of the Company and such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Code.

However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in takeover obligations.

#### **8. SHARE PURCHASE MADE BY THE COMPANY**

No purchases of Shares have been made by the Company in the previous six months, whether on the Stock Exchange or otherwise.

Set out below are details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM:

**Chang Pui Vee, Debbie**

Aged 61, has been a Non-executive Director of the Company since 5 October 1999. She holds a Bachelor of Arts degree from Hunter College, New York City. She has been directing business development in Mainland China for a number of years and is a director of Beijing Oriental Plaza Company Ltd.

Ms. Chang is a director of Cranwood Company Limited, Schumann International Limited (“Schumann”) and Handel International Limited (“Handel”), which are substantial shareholders of the Company within the meaning of Part XV of the SFO. In addition, she also has indirect shareholding interests in Schumann and Handel. Save as disclosed above, Ms. Chang does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, she does not have any interests in the Shares within the meaning of Part XV of the SFO.

Ms. Chang has entered into a letter of service with the Company for a term of 12-month. The appointment will be automatically renewed for successive 12-month periods unless terminated by either party in writing prior to the expiry of the term. She is subject to retirement and re-election at the AGM in accordance with the provisions of the Articles of Association. She is entitled to receive a Director’s fee of HK\$50,000 per annum, which was determined having regard to her duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

**Wu Hung Yuk, Anna**

Aged 61, has been an Independent Non-executive Director of the Company since 25 August 2003. She is also a member of the Audit Committee and the Remuneration Committee of the Company. She is a qualified solicitor. She holds a Bachelor of Laws degree and a Postgraduate Certificate in Laws from the University of Hong Kong. She is currently a non-official member of the Executive Council, a council member of the Hong Kong International Arbitration Centre and the chairperson of the Mandatory Provident Fund Schemes Authority. She was a non-executive director of the Securities and Futures Commission up until end of 2004 and a non-executive director of the Mandatory Provident Fund Schemes Authority up until mid March 2005. Previously she was also the chairperson of the Equal Opportunities Commission, chairperson of the Operations Review Committee of the Independent Commission Against Corruption, chairperson of the Consumer Council and a member of the Legislative Council.

Ms. Wu does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, she does not have any interests in the Shares within the meaning of Part XV of the SFO.

Ms. Wu has entered into a letter of service with the Company for a term of 12-month. The appointment will be automatically renewed for successive 12-month periods unless terminated by either party in writing prior to the expiry of the term. She is subject to retirement and re-election at the AGM in accordance with the provisions of the Articles of Association. She is entitled to receive a Director's fee of HK\$100,000 per annum, which was determined having regard to her duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

### **James Sha**

Aged 61, was appointed as a Non-executive Director of the Company on 12 May 2000. He has been re-designated as an Independent Non-executive Director of the Company with effect from 4 August 2004. He is also a member of the Audit Committee of the Company. He has held senior positions with a number of large Internet-related companies. Since November 1999, he has been a managing partner with Spring Creek Ventures, a partnership specialising in early stage venture investment and business consultation with Internet and infrastructure companies. He is currently serving on the board of directors of several start-up companies. His board memberships include Appstream, Armorize, E21, LiveABC, Optoplex and Mediostream. He also served as the chief executive officer for Sina.com. Prior to that, he was the senior vice president, Commerce Solutions, at Netscape Communications. He has also held senior positions with Actra Business Systems, Oracle's UNIX Product Division and the Advanced Systems Division of Wyse Technology. He holds a Master of Science degree in Electronic Engineering and Computer Science from the University of California, Berkeley, a Master of Business degree from Santa Clara University and a Bachelor of Science degree in Electronic Engineering from Taiwan University.

Mr. Sha does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Sha has entered into a letter of service with the Company for a term of 12-month. The appointment will be automatically renewed for successive 12-month periods unless terminated by either party in writing prior to the expiry of the term. He is subject to retirement and re-election at the AGM in accordance with the provisions of the Articles of Association. He is entitled to receive a Director's fee of HK\$100,000 per annum, which was determined having regard to his duties in the Company.

Mr. Sha has served the Company for over nine (9) years. He has met the independence guidelines as set out in Rule 3.13 of the Listing Rules and has given an annual confirmation of his independence to the Company. The Board, therefore, considers him continue to be independent and believes he should be re-elected in view of his extensive experience and valuable contribution to the Board.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

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## NOTICE OF AGM

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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 (“Annual General Meeting”) of the shareholders of TOM Group Limited (“Company”) will be held at the Salon Room VI, 5th Floor, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Thursday, 17 May 2012 at 10:30 a.m., for the following purposes:–

1. to receive and consider the audited Financial Statements and the Reports of the Directors and the Auditor for the year ended 31 December 2011;
2. to re-elect the retiring Directors;
3. to re-appoint Auditor and authorise the Directors to fix their remuneration;

### ORDINARY RESOLUTIONS

4. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

\* for identification purpose

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## NOTICE OF AGM

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- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
  
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of 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 the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

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## NOTICE OF AGM

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5. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“Securities and Futures Commission”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company authorised to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of 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 the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”



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## NOTICE OF AGM

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6. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions no. 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution no. 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the said resolution.”

### SPECIAL RESOLUTION

7. as special business, to consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the articles of association of the Company be and is hereby amended by deleting Article 107(c)(iii) in its entirety.”

By Order of the Board  
**TOM GROUP LIMITED**  
**Mak Soek Fun, Angela**  
*Executive Director*

Hong Kong, 17 April 2012

*Head office and principal place of business:*

48th Floor, The Center  
99 Queen’s Road Central  
Central, Hong Kong

*Notes:*

1. 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 under Article 80 of the Company’s articles of association.
2. A member of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of such member. A proxy need not be a member of the Company.
3. In order to be valid, the form of proxy together with a 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 Annual General Meeting (or any adjournment thereof).
4. 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 17 April 2012 of the Company.