



# TOM Group Limited

TOM集團有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2383)

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING 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.**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares of HK\$0.1 each <sup>(Note 2)</sup> in the capital of TOM Group Limited (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or \_\_\_\_\_  
failing him \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy to attend, act and vote on my/our behalf at the Annual General Meeting (the "Meeting") of the Company 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. and at any adjournment thereof, as the case may be, for the purpose of considering and, if thought fit, passing the following resolutions set out in the notice convening the Meeting.

Please indicate with a "✓" in the spaces provided how you wish your votes to be cast on a poll. Should this form be returned duly signed but without a specific direction, the proxy will vote or abstain at his/her discretion.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
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.	(a) To re-elect Ms. Chang Pui Vee, Debbie as a director.		
	(b) To re-elect Ms. Wu Hung Yuk, Anna as a director.		
	(c) To re-elect Mr. James Sha as a director.		
3.	To re-appoint PricewaterhouseCoopers as auditor and authorise the board of directors to fix their remuneration.		
4.	To grant a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this resolution.		
5.	To grant a general mandate to the directors to repurchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this resolution.		
6.	To extend the general mandate granted to the directors to allot, issue and deal with additional shares by the amount representing the aggregate nominal amount of the issued share capital of the Company repurchased by the Company.		
SPECIAL RESOLUTION			
7.	To amend the articles of association of the Company.		

Dated \_\_\_\_\_

Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out THE CHAIRMAN OF THE MEETING and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE ABOVE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE ABOVE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion.
- 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 common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- To be valid, this form of proxy, together with the 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 Meeting (or any adjournment thereof).
- In the case of joint holders of a share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders is present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish, but the authority of your proxy will become invalid forthwith.

\* for identification purpose