



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 EXTRAORDINARY GENERAL MEETING (THE "MEETING") TO BE HELD AT BOARD ROOM, ROOMS 1601-05, 16/F., CHINA RESOURCES BUILDING, 26 HARBOUR ROAD, WANCHAI, HONG KONG ON TUESDAY, 15 MARCH 2022 AT 11:30 A.M. (OR, IN THE EVENT THAT A BLACK RAINSTORM WARNING SIGNAL OR A TROPICAL CYCLONE WARNING SIGNAL NO. 8 OR ABOVE IS IN FORCE IN HONG KONG AT 12:30 P.M. ON THAT DAY, AT THE SAME TIME AND PLACE ON TUESDAY, 22 MARCH 2022)

I/We (Note 1) _____ of _____ being the registered holder(s) of _____ shares of HK\$0.1 each (Note 2) in the capital of TOM Group Limited (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or (Note 3) _____ of _____ or (email address) _____ or failing him/her _____ of _____ or (email address) _____ to act as my/our proxy to attend, act and vote on my/our behalf at the Extraordinary General Meeting of the Company to be held at Board Room, Rooms 1601-05, 16/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong and at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution 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 RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
1.	To approve, confirm and ratify the Amended Drag-along Right (as defined in the circular of the Company dated 16 February 2022) provided under the amended and restated shareholders' agreement, as amended and supplemented by the amendment agreement to the amended and restated shareholders' agreement, both dated 1 November 2021, entered into by (i) Ule Holdings Limited (the "Joint Venture"), (ii) Telpo Philatelic Company Limited ("China Post HK"), (iii) TOM E-Commerce Limited ("TOM E-Commerce") and (iv) the shareholders of the Joint Venture (other than TOM E-Commerce and China Post HK) that together hold approximately 14.29% of the total issued share capital of the Joint Venture as at 31 October 2021, being the right (but not the obligation) of China Post HK to require, among others, TOM E-Commerce to sell the ordinary shares beneficially held by it to the Purchaser (as defined in the circular of the Company dated 16 February 2022), and on the same terms and conditions as China Post HK, as more particularly set out in the Notice of the Extraordinary General Meeting. (Note 10)		

I/We hereby acknowledge and confirm as follows:

- I/we am/are duly authorised by my/our proxy to provide his/her personal information (including the email address) above;
- (where an email address is provided) the Company and its agents are authorised to send the login details to access the online platform to my/our proxy through the email address provided above;
- I have checked and ensured that all information provided in this form of proxy is accurate and complete. Neither the Company nor its agents assume any obligation or liability whatsoever in respect of the accuracy or completeness of the information provided, or in connection with the transmission of the login details or any use of the login details for voting or otherwise;
- if I/we or my/our proxy cast my/our votes through the online platform, such votes are irrevocable once the voting session of the Meeting ends; and
- if my/our proxy has not received the login details by email by 11:30 a.m. on Monday, 14 March 2022, I/we understand that I/we should reach out to the Hong Kong Share Registrar of the Company for assistance.

Dated _____

Signature(s) (Note 5) _____

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).
- Given the special arrangements adopted by the Company as set out in the section headed "Special Arrangements for the EGM" of the Company's circular dated 16 February 2022, all Shareholders (other than those who are required to attend the EGM physically to form a quorate meeting) who wish to appoint a proxy to attend and vote at the EGM shall appoint the Chairman of the EGM as their proxy; for Shareholders who are required to attend the EGM physically to form a quorate meeting, a senior management member and/or senior staff member of the Company shall be appointed as their proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE ABOVE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR"; IF YOU WISH TO VOTE AGAINST THE ABOVE RESOLUTION, TICK THE APPROPRIATE BOX 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 (in the case of an appointment of proxy in hard copy form) 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 not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof). If you wish to appoint your proxy electronically, please contact Computershare Hong Kong Investor Services Limited at +852 2862 8555 or www.computershare.com/hk/contact.
- In the case of joint holders of a share, this form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company. Where there are 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.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting by means of electronic facilities if you so wish, but the authority of your proxy will become invalid forthwith.
- The Notice of Extraordinary General Meeting is set out in the Company's circular dated 16 February 2022.
- In light of the continuing risks posed by the COVID-19 pandemic, the Company is adopting special arrangements in respect of the EGM (details set out in the Company's circular dated 16 February 2022). In particular, other than the minimum number of persons required under the articles of association of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the Meeting, other Shareholders, proxies or corporate representatives will not be able to attend the Meeting in person in light of the continuing risks posed by the COVID-19 pandemic. Any person who attempts to do so will be excluded and will not be permitted entry to the venue of the Meeting. Shareholders may attend, participate and vote at the Meeting via by visiting the website - <http://meetings.computershare.com/TOMGroupEGM2022>, details of which are set out in the Company's circular dated 16 February 2022.
- A Shareholder entitled to vote at the Meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to vote instead of the Shareholder. A proxy does not need to be a Shareholder. However, given the special arrangements adopted by the Company as outlined in Note 11 above and more particularly set out in the circular of the Company dated 16 February 2022, if you wish to vote on any resolution at the Meeting, you must complete this form and appoint the Chairman of the Meeting as your proxy to exercise your right to vote at the Meeting in accordance with your instructions.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this form of proxy has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) ("PDPO"), which includes your name and address and those of your proxy.
- The supply of your Personal Data and that of your proxy to the Company is on a voluntary basis and such data will be used for processing your instructions as stated in this form of proxy.
- Your Personal Data and that of your proxy will be disclosed or transferred to the Share Registrars of the Company, their respective agents or contractors, or any other third party service providers of the Company for the purpose of processing your instructions as stated in this form of proxy, or if required to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- By providing your Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.
- You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing by mail to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; or by email to hkinfo@computershare.com.hk.