



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

I/We ^(Note 1) _____
of (address) _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares of TOM Group Limited (the "Company")
HEREBY APPOINT THE CHAIRMAN OF THE MEETING or _____
of (address) _____
and (email address) _____ of (address) _____
or failing him/her _____ of (address) _____
and (email address) _____ to act as my/our proxy ^(Note 3) at the Annual General Meeting of the Company

(the "Meeting") to 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; Room 302, 3/F., Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong as the Additional Meeting Venue and online on Thursday, 9 May 2024 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 (The 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.) at 11:30 a.m. on that day, at the same time and place and through the same online platform on Thursday, 16 May 2024) and at any adjournment or postponement thereof and to vote on my/our behalf as directed below or, if no such direction is given, as my/our proxy thinks fit.

Please insert a "✓" in the appropriate spaces below to indicate how you wish your votes to be cast on a poll.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To consider and adopt the audited Financial Statements, the Directors' Report and the Independent Auditor's Report for the year ended 31 December 2023.		
2.	(a) To re-elect Mr. Yeung Kwok Mung as an Executive Director.		
	(b) To re-elect Ms. Chang Pui Vee, Debbie as a Non-executive Director.		
	(c) To re-elect Mr. James Sha as an Independent Non-executive Director.		
3.	To re-appoint PricewaterhouseCoopers as Independent Auditor and authorise the Directors to fix Auditor's remuneration.		
4.	No. 4(1): To grant a general mandate to the Directors to issue, allot and dispose of additional shares of the Company, not exceeding ten per cent. of the total number of shares in issue at the date of passing of this Resolution and such shares shall not be issued at a discount of more than ten per cent. to the Benchmark Price of such shares.		
	No. 4(2): To grant a general mandate to the Directors to repurchase shares of the Company not exceeding ten per cent. of the total number of shares in issue at the date of passing of this Resolution.		

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/we 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 responsibility or liability whatsoever in respect of the accuracy or completeness of the information provided by me/us, 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 at the Meeting ends; and
- if my/our proxy has not received the login details by email by 9:00 a.m. on Thursday, 9 May 2024, I/we understand that I/we should reach out to the Hong Kong Share Registrar of the Company for assistance.

Date _____ Shareholder's Signature(s) ^(Note 5 and 7) _____

Notes:

- Full name(s), address(es) and/or (if login details for accessing the Online Platform (as defined below) is required to be sent to the proxy) email address 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 of the Meeting is preferred, please insert the name and address of the proxy desired in the space provided, otherwise the proxy will be the Chairman of the Meeting. In order to allow your proxy (other than the Chairman of the Meeting) to attend the Meeting by electronic means through the online access at <http://meetings.computershare.com/TOMGroupAGM2024> (the "Online Platform"), please also insert his/her email address. The email address so provided will be used by the Company or its agents for sending the login details for accessing the Online Platform and voting at the Meeting, so you and your proxy should ensure that the email address provided will be appropriately secure for this purpose. The proxy need not be a shareholder of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK (✓) IN THE RELEVANT BOX IN THE COLUMN MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK (✓) IN THE RELEVANT BOX IN THE COLUMN MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any other resolution properly put to the Meeting or abstain at his/her discretion.
- This form of proxy must be signed by the appointer, or his/her attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- 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 or postponement 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. Completion and return of this form of proxy will not preclude you from attending and voting (whether physically or by means of electronic facilities) at the Meeting or at any adjournment or postponement thereof if you so wish, but in such event, the proxy appointment will be deemed to have been revoked. If you complete, sign and deliver the form of proxy, and do not attend and vote, physically at the Meeting or electronically through the Online Platform at the Meeting, a vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the revocation of the proxy or the power of attorney or other authority under which the proxy was executed, provided no intimation in writing of such revocation shall have been received by the Company at Rooms 1601-05, 16/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong (marked for the attention of the Company Secretary) before the commencement of the Meeting or adjourned or postponed meeting at which the proxy is used.
- In the case of joint holders of any 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 any 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 to it; but if more than one of such joint holders will attend 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 of it.
- ANY ALTERATIONS MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- The Notice of Annual General Meeting is set out in the Company's circular dated 28 March 2024.
- The 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 Meeting arrangements and/or to ensure compliance with quorum requirements under the Articles of Association. As Shareholders will not be permitted to attend the 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 by electronic means at the Meeting through online access by visiting the website - <http://meetings.computershare.com/TOMGroupAGM2024> or by appointing the Chairman of the Meeting as their proxy, details of which are set out in the Company's circular dated 28 March 2024.
- 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.
- At the Meeting or at any adjournment or postponement thereof, the Chairman of the Meeting will put each of the above resolutions to the vote by way of a poll. On a poll, every shareholder who is present in person or by proxy or (being corporation) is present by a duly authorised representative shall have one vote for every share of which he/she/it is the holder.

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 name, address and/or email address of you and 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 proxy's 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 (i) 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 (ii) by email to PrivacyOfficer@computershare.com.hk.

Hong Kong Share Registrar: Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong