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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)

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING**

At the Annual General Meeting of TOM Group Limited (the “Company”) held on 17 May 2012 (the “AGM”), all the resolutions were duly passed by the shareholders of the Company by way of poll and the voting details are as follows:

<b>ORDINARY RESOLUTIONS</b>		<b>Number of Votes (Approx. %)</b>	
		<b>For</b>	<b>Against</b>
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.	2,601,762,942 (99.976176%)	620,000 (0.023824%)
2.	(a) To re-elect Ms. Chang Pui Vee, Debbie as a director.	2,601,754,942 (99.975791%)	630,000 (0.024209%)
	(b) To re-elect Ms. Wu Hung Yuk, Anna as a director.	2,601,762,942 (99.976099%)	622,000 (0.023901%)
	(c) To re-elect Mr. James Sha as a director.	2,601,764,942 (99.976176%)	620,000 (0.023824%)
3.	To re-appoint PricewaterhouseCoopers as auditor and authorise the board of directors to fix their remuneration.	2,602,354,942 (99.998847%)	30,000 (0.001153%)
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.	2,521,220,938 (96.881168%)	81,164,004 (3.118832%)

\* for identification purpose

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.	2,602,362,942 (99.999155%)	22,000 (0.000845%)
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.	2,521,220,938 (96.881168%)	81,164,004 (3.118832%)
SPECIAL RESOLUTION			
7.	To amend the articles of association of the Company.	2,601,752,942 (99.976176%)	620,000 (0.023824%)

The total number of shares entitling the holders to attend and vote for or against all the resolutions at the AGM was 3,893,270,558.

No shareholders were required to abstain from voting on any of the resolutions at the AGM nor any person has indicated in the circular containing the notice of the AGM that he/she/it intends to abstain from voting on or voting against any of the resolutions at the AGM.

Computershare Hong Kong Investor Services Limited acted as scrutineer for the vote-taking at the AGM.

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

Hong Kong, 17 May 2012

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

*Executive Directors:*  
*Mr. Yeung Kwok Mung*  
*Ms. Angela Mak*

*Non-executive Directors:*  
*Mr. Frank Sixt (Chairman)*  
*Ms. Debbie Chang*  
*Mr. Edmond Ip*  
*Mrs. Angelina Lee*

*Independent Non-executive Directors:*  
*Mr. Henry Cheong*  
*Ms. Anna Wu*  
*Mr. James Sha*

*Alternate Directors:*  
*Mrs. Susan Chow*  
*(Alternate to Mr. Frank Sixt)*  
*Mr. Francis Meehan*  
*(Alternate to each of Mr. Frank Sixt,*  
*Ms. Debbie Chang and Mr. Edmond Ip)*