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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 AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of TOM Group Limited (the “**Company**”) hereby announces that in order to provide flexibility to the Company in relation to the conduct of general meetings, the Board proposes that certain amendments to the existing Memorandum and Articles of Association (the “**Memorandum and Articles of Association**”) of the Company (the “**Proposed Amendments**”) be made to allow the Company to hold general meetings as hybrid meetings where shareholders of the Company (the “**Shareholders**”) may participate by means of electronic facilities in addition to physical attendance.

The Proposed Amendments also explicitly set out other related powers of the Board and the chairman of the general meeting, which include making arrangements for attendance at the general meetings as well as ensuring the security and orderly conduct of the general meetings. Other minor amendments to the Memorandum and Articles of Association are also made to introduce corresponding and house-keeping changes.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the annual general meeting of the Company (the “**AGM**”) to be held on Monday, 10 May 2021^(Note). A circular containing, among other things, details of the Proposed Amendments will be despatched to the Shareholders together with the 2020 Annual Report.

By Order of the Board
TOM GROUP LIMITED
Yeung Kwok Mung
Executive Director

Hong Kong, 31 March 2021

To the extent that there are any inconsistencies between the English version and the Chinese version of this announcement, the English version shall prevail.

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

Executive Director:

Mr. Yeung Kwok Mung

Non-executive Directors:

Mr. Frank Sixt (Chairman)

Ms. Debbie Chang

Mrs. Angelina Lee

Independent Non-executive Directors:

Mr. James Sha

Dr. Alex Fong

Mr. Chan Tze Leung

Alternate Director:

Mr. Dominic Lai

(Alternate to Mr. Frank Sixt)

Note: Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company's website at www.tomgroup.com for future announcements and updates on the AGM arrangements.