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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

**If you have sold or transferred** all your shares in **TOM Group Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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 GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of TOM Group Limited to be held at the Grand Ballroom II, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Whampoa Garden, Hung Hom, Kowloon on Wednesday, 11 May 2016 at 10:00 a.m. is set out on pages 11 to 14 of this circular. Whether or not you are able to attend the Annual General Meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the principal place of business of TOM Group Limited at Rooms 1601-05, 16/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish.

8 April 2016

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	means the annual general meeting of the Company for the financial year ended 31 December 2015 to be held at the Grand Ballroom II, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Whampoa Garden, Hung Hom, Kowloon on Wednesday, 11 May 2016 at 10:00 a.m., the notice of which is set out on pages 11 to 14 of this circular
“Articles of Association”	means the existing articles of association of the Company
“Associates”	has the meanings ascribed to it under the Listing Rules
“Board”	means the board of Directors of the Company
“Code”	means the Hong Kong Code on Takeovers and Mergers
“Company”	means TOM Group Limited, an exempted company incorporated in the Cayman Islands with limited ability, the shares of which are listed on the main board of Stock Exchange (Stock Code: 2383)
“Director(s)”	means the director(s) of the Company
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	means 30 March 2016, being the latest practicable date prior to the printing of this circular
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	means a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the relevant resolution
“SFO”	means the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	means the share(s) of par value of HK\$0.1 each in the capital of the Company
“Shareholder(s)”	means the holder(s) of the Share(s)
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“HK\$”	means Hong Kong dollars

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## LETTER FROM THE BOARD

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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)

*Directors:*

Frank John Sixt\* (*Chairman*)  
Yeung Kwok Mung (*Chief Executive Officer*)  
Mak Soek Fun, Angela (*Chief Financial Officer*)  
Chang Pui Vee, Debbie\*  
Ip Tak Chuen, Edmond\*  
Cheong Ying Chew, Henry#  
Lee Pui Ling, Angelina\*  
James Sha#  
Ip Yuk-keung, Albert#  
Chow Woo Mo Fong, Susan^  
(*Alternate to Frank John Sixt*)

*Registered office:*

P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Head office and principal  
place of business:*

Rooms 1601-05, 16/F  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

\* *Non-executive Director*  
# *Independent Non-executive Director*  
^ *Alternate Director*

8 April 2016

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM. These include: (i) the ordinary resolutions granting the Directors general mandates to issue new Shares and to repurchase Shares; and (ii) the ordinary resolutions proposing the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES

On 13 May 2015, ordinary resolutions were passed by the then Shareholders giving general unconditional mandates to the Directors to:

- (1) allot, issue and deal with Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company at the date of passing of this resolution;
- (2) repurchase on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose such number of Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the issued share capital of the Company at the date of passing of this resolution; and
- (3) add to the general mandate for issuing Shares as mentioned in paragraph (1) above an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the general mandate granted to the Directors to repurchase Shares as mentioned in paragraph (2) above.

The above general mandates will lapse at the conclusion of the AGM. The Board therefore proposes to seek your approval of the ordinary resolutions to be proposed at the AGM to give fresh general mandates to the Directors.

At the AGM, separate ordinary resolutions will be proposed to give to the Directors a fresh general mandate (i) to allot, issue and otherwise deal with additional Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the relevant resolution; (ii) to repurchase Shares with an aggregate nominal amount up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the relevant resolution during the period from the date of passing of the relevant resolution up to: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the Repurchase Mandate, whichever occurs first; and (iii) to add to such general mandate so granted to the Directors to allot, issue and deal with additional Shares by an amount representing the aggregate nominal amount of the share capital of the Company (up to a maximum of 10% of the aggregate nominal amount of the then issued share capital of the Company) repurchased under the Repurchase Mandate.

### EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 116 of the Articles of Association, Mr. Frank John Sixt, Ms. Mak Soek Fun, Angela and Mr. Ip Yuk-keung, Albert, will retire by rotation at the AGM and, being eligible, will offer themselves for re-election.

The details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### AGM

A notice convening the AGM to be held at the Grand Ballroom II, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Whampoa Garden, Hung Hom, Kowloon on Wednesday, 11 May 2016 at 10:00 a.m. is set out on pages 11 to 14 of this circular.

Pursuant to Listing Rule 13.39(4), any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to Article 80 of the Articles of Association.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the principal place of business of the Company at Rooms 1601-05, 16/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting (as the case may be) should you so wish.

### RECOMMENDATION

The Directors are of the opinion that the proposals referred to in this circular are in the best interests of the Company and its Shareholders and therefore recommend you to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,  
By Order of the Board  
**TOM GROUP LIMITED**  
**Yeung Kwok Mung**  
*Chief Executive Officer*  
*and*  
*Executive Director*

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

## **1. EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, the issued share capital of the Company comprised of 3,893,270,558 Shares.

Subject to the passing of relevant ordinary resolution no. 5 at the AGM and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 389,327,055 Shares, representing 10% of the issued share capital of the Company.

## **2. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the applicable laws and regulations of the Cayman Islands. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Under the Cayman Islands law, repurchases by the Company may only be made out of profits of the Company or out of proceeds of a fresh issue of Shares made for the purpose or, subject to the statutory test of solvency, out of capital. Any premium payable on purchase over the par value of the Shares to be repurchased must be provided for out of profits of the Company or out of the Company's share premium account or, subject to the statutory test of solvency, out of capital.

## **4. GENERAL**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2015) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
March 2015	2.370	1.660
April 2015	2.420	2.090
May 2015	2.970	2.020
June 2015	2.550	1.780
July 2015	1.850	1.260
August 2015	1.680	1.370
September 2015	2.000	1.420
October 2015	2.210	1.890
November 2015	2.140	1.900
December 2015	2.000	1.830
January 2016	1.980	1.510
February 2016	1.850	1.580
From 1 March 2016 to the Latest Practicable Date	2.150	1.790

**6. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their Associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**7. THE CODE**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Code.



As at the Latest Practicable Date, by virtue of the SFO, CK Hutchison Holdings Limited (“CKHH”), which is a substantial Shareholder of the Company, was deemed to be interested in 1,430,120,545 Shares (representing approximately 36.73% of the issued share capital of the Company). In the event that the Directors exercise the Repurchase Mandate in full, then (if the present shareholdings remained the same) the deemed interest of CKHH in the Company would be increased to approximately 40.81% of the issued share capital of the Company and such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Code.

However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in takeover obligations.

#### **8. SHARE PURCHASE MADE BY THE COMPANY**

No purchases of Shares have been made by the Company in the previous six months, whether on the Stock Exchange or otherwise.

Set out below are details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM:

**Frank John Sixt**

Aged 64, has been a Non-executive Director and the Chairman of the Company since 15 December 1999 and is a member of the Remuneration Committee of the Company. He is also an executive director, group finance director and deputy managing director of CK Hutchison Holdings Limited, an executive director of Cheung Kong Infrastructure Holdings Limited, a non-executive director of Hutchison Telecommunications Hong Kong Holdings Limited, Hutchison Port Holdings Management Pte. Limited (“HPHMPL”) as the trustee-manager of Hutchison Port Holdings Trust, and Power Assets Holdings Limited (“Power Assets”), a director of Hutchison Telecommunications (Australia) Limited (“HTAL”) and Husky Energy Inc., and alternate director of HTAL and HK Electric Investments Manager Limited (“HKEIML”) as the trustee-manager of HK Electric Investments, and HK Electric Investments Limited. Mr. Sixt holds a Master’s degree in Arts and a Bachelor’s degree in Civil Law, and is a member of the Bar and of the Law Society of the Provinces of Quebec and Ontario, Canada.

In addition, he is a director of Hutchison Whampoa Limited (“HWL”), Cheung Kong (Holdings) Limited (“CKH”), Easterhouse Limited (“Easterhouse”) and Hutchison International Limited (“HIL”), which are substantial shareholders of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Except for CKH, HWL, HIL, Easterhouse, HPHMPL and HKEIML, all the companies/business trust/investment trust mentioned above are listed in Hong Kong or overseas. Save as disclosed above, Mr. Sixt does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he has personal interests in 492,000 shares of the Company within the meaning of Part XV of the SFO.

Mr. Sixt has entered into a letter of service with the Company for a term of 12-month. The appointment will be automatically renewed for successive 12-month periods unless terminated by either party in writing prior to the expiry of the term. He is subject to retirement and re-election at the AGM of the Company in accordance with the provisions of the Company’s Articles of Association. He is entitled to receive a director’s fee of HK\$50,000 per annum, which was determined having regard to his duties in the Company.

Mr. Sixt was a director of vLinx Inc. until 12 April 2002, a private Canadian company engaged in the development of technology and software which was petitioned into bankruptcy on 15 April 2002. The total liability involved was CAD386,989 and the company was struck off from the registry in British Columbia on 4 February 2013.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

**Mak Soek Fun, Angela**

Aged 51, has been an Executive Director of the Company since 16 March 2006 and the Chief Financial Officer of the Company since 1 February 2008. She has also been re-appointed as the Company Secretary of the Company with effect from 28 July 2007. Ms. Mak holds a Bachelor of Commerce degree and a Bachelor of Laws degree from the University of New South Wales in Australia and has been admitted as a solicitor in New South Wales (Australia), England and Wales and Hong Kong. Prior to joining the Company, she was a senior group legal counsel of HWL.

Ms. Mak does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, she has personal interests in 44,000 shares of the Company within the meaning of Part XV of the SFO.

Ms. Mak has entered into a continuous service contract with the Group commencing from 1 January 2000. The term of the contract is continuous unless terminated by not less than three months' notice in writing served by either party on the other. She is subject to retirement and re-election at the AGM of the Company in accordance with the provisions of the Company's Articles of Association. Ms. Mak is entitled to the annual basic salary of HK\$2,827,200 and certain benefits, and a bonus payable for each twelve months period at the discretion of the Board. She is also entitled to receive a director's fee of HK\$50,000 per annum, which was determined having regard to her duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

**Ip Yuk-keung, Albert**

Aged 63, has been an Independent Non-executive Director of the Company since 24 June 2013. He is also a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Ip is an executive director and chief executive officer of LHIL Manager Limited (Trustee-manager of Langham Hospitality Investments) and Langham Hospitality Investments Limited (stock code: 1270), a non-executive director of Eagle Asset Management (CP) Limited (manager of Champion Real Estate Investment Trust (stock code: 2778)), an independent non-executive director of AEON Credit Service (Asia) Company Limited (stock code: 900), Hopewell Holdings Limited (stock code: 54), Hopewell Highway Infrastructure Limited (stock code: 737), New World China Land Limited (stock code: 917), Power Assets (stock code: 6) and Lifestyle International Holdings Limited (stock code: 1212).

Mr. Ip is an international banking executive with 33 years of experience in Hong Kong, Asia and United States. His areas of expertise are in real estate, corporate banking, risk management, transaction banking and wealth management. Mr. Ip was named Managing Director of Citigroup in 2003. He held senior positions such as Corporate Bank Head, Head of Transaction Banking, and Head of Asia Regional Investment Finance of Wealth Management. He was a Managing Director of Investments at Merrill Lynch (Asia Pacific).

Mr. Ip is an Honorary Professor of Business of Lingnan University, a member of International Advisory Board of College of Business, an adjunct professor and an honoree of the Beta Gamma Sigma Chapter at City University of Hong Kong, a member and governor of Technological and Higher Education Institute of Hong Kong, a member of the International Advisory Committee and an adjunct professor at University of Macau, an executive fellow in Asia, an International Delegate, Alumni Board of Governors and a member of International Advisory Council Asia at Washington University in St. Louis, a Research Fellow of Singapore Management University's Institute for Financial Economics, a member of School Board Advisory Committee of Victoria Shanghai Academy, an honorary fellow of Vocational Training Council and a member of the Committee on Certification for Principalship of Education Bureau, Hong Kong. Mr. Ip is also a member of Legal Aid Services Council and a Board of Governor of World Green Organization.

Mr. Ip holds a Bachelor of Science degree at Washington University in St. Louis (summa cum laude) and Master of Science degrees at Cornell University and Carnegie-Mellon University.

Mr. Ip does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Ip has entered into a letter of service with the Company for a term of 12-month. The appointment will be automatically renewed for successive 12-month periods unless terminated by either party in writing prior to the expiry of the term. He is subject to retirement and re-election at the AGM of the Company in accordance with the provisions of the Company's articles of association. He is entitled to receive a Director's fee of HK\$100,000 per annum, which was determined having regard to his duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

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## NOTICE OF AGM

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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)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (“Annual General Meeting”) of the shareholders of TOM Group Limited (“Company”) will be held at the Grand Ballroom II, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Whampoa Garden, Hung Hom, Kowloon on Wednesday, 11 May 2016 at 10:00 a.m., for the following purposes:–

1. To receive and adopt the audited Financial Statements and the Reports of the Directors and the Auditor for the year ended 31 December 2015.
2.
  - (a) To re-elect Mr. Frank John Sixt as a Director.
  - (b) To re-elect Ms. Mak Soek Fun, Angela as a Director.
  - (c) To re-elect Mr. Ip Yuk-keung, Albert as a Director.
3. To re-appoint Auditor and authorise the Board to fix their remuneration.

### ORDINARY RESOLUTIONS

4. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) (“Listing Rules”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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## NOTICE OF AGM

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- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

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## NOTICE OF AGM

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5. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“Securities and Futures Commission”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company authorised to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

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## NOTICE OF AGM

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6. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions no. 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution no. 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the said resolution.”

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

Hong Kong, 8 April 2016

*Head office and principal place of business:*

Rooms 1601-05, 16/F  
China Resources Building  
26 Harbour Road  
Wanchai, Hong Kong

*Notes:*

1. At the Annual General Meeting, the chairman of the meeting will put each of the above resolutions to be voted by way of a poll as required under the Listing Rules and pursuant to article 80 of the Articles of Association of the Company. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. A shareholder of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of such shareholder. A proxy need not be a shareholder of the Company.
3. In order to be valid, the form of proxy together with a 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 Rooms 1601-05, 16/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting (or any adjournment thereof).
4. The biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to the circular dated 8 April 2016 of the Company.