



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 TO BE HELD AT THE GRAND BALLROOM I, 1ST FLOOR, HARBOUR GRAND KOWLOON, 20 TAK FUNG STREET, WHAMPOA GARDEN, HUNG HOM, KOWLOON ON WEDNESDAY, 8 MAY 2019 AT 2:30 P.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 11:30 A.M. ON THAT DAY, AT THE SAME TIME AND PLACE ON TUESDAY, 14 MAY 2019)

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 failing him _____
of _____
to act as my/our proxy to attend, act and vote on my/our behalf at the Annual General Meeting of the Company to be held at the Grand Ballroom I, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Whampoa Garden, Hung Hom, Kowloon and at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions 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 RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To consider and adopt the audited Financial Statements and the Reports of the Directors and the Independent Auditor for the year ended 31 December 2018.		
2.	(a) To re-elect Mr. Frank John Sixt as a Non-executive Director.		
	(b) To re-elect Mrs. Lee Pui Ling, Angelina as a Non-executive Director.		
	(c) To re-elect Mr. Cheong Ying Chew, Henry as an Independent Non-executive Director.		
3.	To re-appoint Pricewaterhouse Coopers as Auditor and authorise the Board to fix their remuneration.		
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.		
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.		
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.		

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).
- If any proxy other than the Chairman is preferred, strike out **THE CHAIRMAN OF THE MEETING** and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE ABOVE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE ABOVE RESOLUTIONS, TICK THE APPROPRIATE BOXES 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 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 Meeting (or any adjournment thereof).
- In the case of 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.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish, but the authority of your proxy will become invalid forthwith.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- The supply of your Personal Data 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 will not be transferred to any third parties (other than the Share Registrars of the Company) unless it is a requirement 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.
- 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 addressed 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.