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TOM.COM LIMITED

(Incorporated in the Cayman Islands with limited liability)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”) of TOM.COM LIMITED (“the Company”) will be held at the Grand Ballroom I, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Wednesday, 19 November 2003 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the terms of, and the transactions contemplated under, a conditional sale and purchase agreement dated 25 September 2003 entered into between Bright Horizon Enterprises Limited (“Bright Horizon”), TOM Online Inc. (“TOM Online”), the Company and Cranwood Company Limited (“Cranwood”) (the “Sale and Purchase Agreement”) (a copy of which has been produced to the Meeting, and marked “A” and signed by the chairman of the Meeting for the purpose of identification), including, without limitation, the acquisition of one share of US\$1 in the capital of Puccini International Limited (“Puccini”), representing the entire issued share capital of Puccini, by Bright Horizon from Cranwood at a consideration comprising the Initial Consideration (as defined and more particularly described in the circular dated 3 November 2003 of the Company (the “Circular”)) and the Earn-Out Consideration (as defined and more particularly described in the Circular) upon the terms and subject to the conditions set out in the Sale and Purchase Agreement and the execution by each of Bright Horizon, TOM Online and the Company of, and the performance of its obligations under, the Sale and Purchase Agreement be and are hereby generally and unconditionally approved, confirmed and ratified; and
- (b) the directors of the Company (“Directors”) be and are hereby authorised to sign any document and/or do anything on behalf of the Company which they may consider necessary, desirable or appropriate for the purposes of, or in connection with, the Sale and Purchase Agreement as the Directors may consider necessary, desirable or appropriate in connection therewith.”

2. **“THAT** subject to the passing of ordinary resolution number 1 set out in this notice convening the Meeting at which this resolution is proposed, the allotment and issue to Cranwood of the TOM Consideration Shares (as defined and more particularly described in the Circular) by the Company or, as the case may be, the Consideration Shares (as defined and more particularly described in the

Circular) by TOM Online upon and subject to the conditions set out in the Sale and Purchase Agreement be and is hereby approved.”

3. “**THAT** subject to the passing of ordinary resolutions number 1 and 2 set out in this notice convening the Meeting at which this resolution is proposed, the Continuing Connected Transactions as described in the paragraph headed “Contractual Arrangements” in the letter from the board of Directors of the Company set out in the Circular be and are hereby approved and the Directors be and are hereby authorised to sign any document and/or do anything on behalf of the Company which they may consider desirable or appropriate for the purposes of implementing and/or giving effect to the Continuing Connected Transactions as the Directors may consider necessary or desirable or appropriate in connection therewith.”

Head office and principal place of business:

48th Floor, The Center
99 Queen’s Road Central
Central, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of such member. A proxy need not be a member of the Company.
2. To be valid, the form of proxy, together with any 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 48th Floor, The Center, 99 Queen’s Road Central, Central, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

By Order of the Board
TOM.COM LIMITED
Angela Mak
Company Secretary

Hong Kong, 3 November 2003

This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:- (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.tomgroup.com.