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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 Monday, 1 March 2004 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the Proposed Spin-Off be and is hereby approved; and
- (b) the board of directors of the Company be and is hereby authorised on behalf of the Company to approve and implement the Proposed Spin-Off and all incidental matters and to take all actions in connection therewith or arising therefrom relating to the Proposed Spin-Off as they shall think fit.

“Proposed Spin-Off” means the proposed spin-off and separate listings of the ordinary shares (“TOM Online Shares”) in TOM Online Inc. (“TOM Online”), a subsidiary of the Company, on GEM and on the NASDAQ National Market (in the form of American depositary shares representing TOM Online Shares), as more particularly described in the circular dated 14 February 2004, subject to any variations or changes which are considered by the Company’s directors not to be material.”

2. **“THAT:**

- (1) each of the following TOM Online Continuing Connected Transactions (as defined and more particularly described in the circular dated 14 February 2004 of the Company) be and is hereby approved subject to the annual caps (if any) as stated below:
 - (a) the media services agreement (“Media Services Agreement”) dated 26 September 2003 entered into between TOM Online and TOM.COM INTERNATIONAL LIMITED (“TOM.COM INTERNATIONAL”) subject to the annual caps of HK\$3,000,000 from the listing date to the end of 2004, HK\$4,000,000 for 2005 and HK\$5,000,000 for 2006;
 - (b) the online media services agreement (“Online Media Services Agreement”) dated 26 September 2003 entered into between TOM Online and TOM.COM INTERNATIONAL subject to the annual caps of HK\$1,000,000 from the listing date to the end of 2004, HK\$1,500,000 for 2005 and HK\$2,000,000 for 2006;
 - (c) the loan agreement (“Laurstinus Loan Agreement”) dated 21 September 2003 entered into between the Company and Laurstinus Limited in respect of the provision of a loan by the Company in the amount of approximately HK\$12,800,000 to Laurstinus Limited;
 - (d) the loan agreement (“Lahiji Loan Agreement”) dated 21 September 2003 entered into between the Company and Lahiji Vale Limited in respect of the provision of a loan by the Company in the amount of approximately HK\$67,800,000 to Lahiji Vale Limited; and
 - (e) the loan agreement (“AIS Loan Agreement”) dated 21 September 2003 entered into between the Company and Advanced Internet Services Limited in respect of the provision of a loan by the Company in the amount of approximately HK\$75,900,000 to Advanced Internet Services Limited;
- (2) the entering into, execution, performance and implementation of the Media Services Agreement, Online Media Services Agreement, Laurstinus Loan Agreement, Lahiji Loan Agreement and AIS Loan Agreement (copies of which have been produced to the Meeting marked “A” to “E” respectively and signed by the Chairman of the Meeting for the purpose of identification) by the directors of the Company for and on behalf of the Company and be and are hereby approved, confirmed and ratified; and
- (3) the directors of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as they may in their discretion consider necessary or desirable for the purposes of or in connection with the implementation of the aforesaid agreements.”

3. **“THAT:**

- (1) each of the following Tenancy Agreements (as defined and more particularly described in the circular dated 14 February 2004 of the Company) be and is hereby approved as stated below:
 - (a) the supplemental tenancy agreement dated 13 February 2004 entered into between Beijing Super Channel Network Limited and Beijing Oriental Plaza Company Limited (“Beijing Oriental”) in respect of the lease of the whole of 8/F., Tower W3, The Towers, Beijing Oriental Plaza subject to the annual caps of US\$613,263 (HK\$4,783,451) for 2004, US\$613,263 (HK\$4,783,451) for 2005 and US\$355,047 (HK\$2,769,367) for 2006;
 - (b) the supplemental tenancy agreement dated 13 February 2004 entered into between TOM.COM (China) Investment Limited (“TOM.COM (China)”) and Beijing Oriental in respect of the lease of Rooms 1-6, 9/F., Tower W3, The Towers, Beijing Oriental Plaza subject to the annual caps of US\$330,771 (HK\$2,580,014) for 2004, US\$330,771 (HK\$2,580,014) for 2005 and US\$191,499 (HK\$1,493,692) for 2006;
 - (c) the supplemental tenancy agreement dated 13 February 2004 entered into between TOM.COM (China) and Beijing Oriental in respect of the lease of Rooms 7-8, 9/F., Tower W3, The Towers, Beijing Oriental Plaza subject to the annual caps of US\$130,473 (HK\$1,017,689) for 2004, US\$130,473 (HK\$1,017,689) for 2005 and US\$75,537 (HK\$589,189) for 2006; and
 - (d) the tenancy agreement dated 13 February 2004 entered into between LTWJi and Beijing Oriental in respect of the lease of Rooms 7-8, 5/F., Tower W3, The Towers, Beijing Oriental Plaza subject to the annual caps of US\$130,872 (HK\$1,020,802) for 2004, US\$130,872 (HK\$1,020,802) for 2005 and US\$103,320 (HK\$805,896) for 2006;
- (2) the entering into, execution, performance and implementation of the Tenancy Agreements (copies of which have been produced to the Meeting marked “F” to “I” respectively and signed by the Chairman of the Meeting for the purpose of identification) by the directors of the Company for and on behalf of the Company and be and are hereby approved, confirmed and ratified; and
- (3) the directors of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as they may in their discretion consider necessary or desirable for the purposes of or in connection with the implementation of the Tenancy Agreements.”

4. **“THAT** the Pre-IPO Share Option Plan and the Share Option Scheme (collectively referred to as the “Share Option Schemes”) of TOM Online, the terms and conditions of which are contained in the documents marked “J” and “K” and produced to the Meeting and for the purpose of identification signed by the Chairman of the Meeting and a summary of which are set out in a circular dated 14 February 2004 contained in the

document marked “L” and dispatched to the shareholders of the Company of which the notice convening this Meeting forms part and produced to the Meeting and for the purpose of identification signed by the Chairman of the Meeting be and are hereby approved and the board of directors of the Company be and is hereby authorised to do all such acts and to enter into all such transactions and arrangements as they consider be necessary or desirable in order to implement the Share Option Schemes.”

5. **“THAT** subject to the passing of Ordinary Resolution No. 4 set out in the notice convening this meeting, the grant under the Pre-IPO Share Option Plan of TOM Online of the following options to subscribe for ordinary shares of HK\$0.01 in the capital of TOM Online in excess of one per cent. of the issued share capital of TOM Online on the terms specified below be and is hereby approved:

Name of grantee	Number of options to be granted under the Pre-IPO Share Option Plan of TOM Online	Exercise period <i>(Note 1)</i>	Approximate percentage of current issued share capital of TOM Online
Mr. Wang Lei Lei	16,500,000	Six months after Listing Date to 10 years after the Listing Date <i>(Note 2)</i>	0.59%
	24,750,000	One year after Listing Date to 10 years after the Listing Date	0.88%
	33,000,000	Two years after Listing Date to 10 years after the Listing Date	1.18%
	41,250,000	Three years after Listing Date to 10 years after the Listing Date	1.47%
	49,500,000	Four years after Listing Date to 10 years after the Listing Date	1.77%
	<hr/> 165,000,000 <hr/> <hr/>		<hr/> 5.89% <hr/> <hr/>

Notes:

1. All Options vest at the start of the relevant exercise period save for the Options which are exercisable from 6 months after the Listing Date which vest one month after the Listing Date.
2. These Options will vest one month after the Listing Date.”
6. **“THAT** subject to the passing of Ordinary Resolution No. 4 set out in the notice convening this meeting, the total number of ordinary shares of HK\$0.01 in the capital of TOM Online (“TOM Online Shares”) to be allotted and issued pursuant to the grant or exercise of any options under the Share Option Schemes (as defined in Ordinary Resolution No. 4 as set out in the notice convening this meeting) and any other schemes of TOM Online (excluding options previously granted, outstanding, cancelled, lapsed in accordance with the Share Option Schemes (as defined in Ordinary Resolution No. 4 as set out in the notice convening this meeting) as at the date of passing this resolution) be and is hereby subject to a maximum limit equal to 10 per cent. of the shares in the capital of TOM Online in issue on the date of passing of this resolution (the “10 per cent. Limit”) and that the directors of TOM Online be and are hereby unconditionally authorised, at their absolute discretion, to grant options to subscribe for TOM Online Shares up to the 10 per cent. Limit and to exercise all the powers of TOM Online to allot, issue and deal with TOM Online Shares pursuant to the exercise of subscription rights under such options.”

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

Hong Kong, 14 February 2004

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.

This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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.