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TOM Group Limited

TOM集團有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
RELATING TO  
POSSIBLE MAJOR TRANSACTION INVOLVING  
THE PROPOSED SPIN-OFF AND SEPARATE LISTINGS OF  
TOM ONLINE INC.  
ON THE GROWTH ENTERPRISE MARKET  
OF THE STOCK EXCHANGE OF HONG KONG LIMITED  
AND THE NASDAQ NATIONAL MARKET,  
CONTINUING CONNECTED TRANSACTIONS,  
PRE-IPO SHARE OPTION PLAN AND  
SHARE OPTION SCHEME OF TOM ONLINE INC.,  
GRANT OF OPTIONS TO AN INDIVIDUAL IN EXCESS OF 1 PER CENT. OF  
THE ISSUED SHARE CAPITAL OF TOM ONLINE INC.  
AND  
REFRESHMENT OF 10 PER CENT. LIMIT ON THE GRANT OF OPTIONS UNDER  
THE SHARE OPTION SCHEME OF TOM ONLINE INC.**

The Board is pleased to announce that all the resolutions proposed at the EGM held on 1 March 2004 were duly passed by the Shareholders or Independent Shareholders (as the case may be) by way of poll.

Reference is made to the announcements of the Company dated 24 December 2003, 9 February 2004, 13 February 2004 and 23 February 2004 (collectively referred to as the “Announcements”) and the circular of the Company dated 14 February 2004 (the “Circular”). Unless otherwise defined herein, terms used herein shall have the same meanings as those defined in the Announcements and the Circular.

## **RESULTS OF THE EGM**

29 Shareholders (including proxies) attended the EGM, representing 3,779,416,345 Shares or approximately 97.45% of the total issued share capital of the Company.

The Board is pleased to announce that all the resolutions proposed at the EGM held on 1 March 2004 were duly passed by the Shareholders or Independent Shareholders (as the case may be) by way of poll. Details of the voting are set out below:

### ***Resolution no. 1***

The ordinary resolution proposed to approve the Proposed Spin-Off was approved by the Shareholders present and voting in person or by proxy with 1,658,637,842 votes cast in favour, and 96,000 votes cast against of the resolution, representing approximately 99.9942% and 0.0058% of the total number of votes cast at the EGM respectively.

### ***Resolution no. 2***

The ordinary resolution proposed to approve the TOM Online Continuing Connected Transactions was approved by the Independent Shareholders present and voting in person or by proxy with 2,580,728,969 votes cast in favour, and 96,000 votes cast against of the resolution, representing approximately 99.9963% and 0.0037% of the total number of votes cast at the EGM respectively.

### ***Resolution no. 3***

The ordinary resolution proposed to approve the Tenancy Agreements was approved by the Independent Shareholders present and voting in person or by proxy with 2,104,255,787 votes cast in favour, and 96,000 votes cast against of the resolution, representing approximately 99.9954% and 0.0046% of the total number of votes cast at the EGM respectively.

### ***Resolution no. 4***

The ordinary resolution proposed to approve the Pre-IPO Share Option Plan and the Share Option Scheme was approved by the Shareholders present and voting in person or by proxy with 2,483,694,381 votes cast in favour, and 97,134,588 votes cast against of the resolution, representing approximately 96.2363% and 3.7637% of the total number of votes cast at the EGM respectively.

**Resolution no. 5**

The ordinary resolution proposed to approve the grant of options under the Pre-IPO Share Option Plan to Mr. Wang Lei Lei in excess of 1 per cent. of the issued share capital of TOM Online was approved by the independent Shareholders present and voting in person or by proxy with 2,483,558,381 votes cast in favour, and 97,134,588 votes cast against of the resolution, representing approximately 96.2361% and 3.7639% of the total number of votes cast at the EGM respectively.

**Resolution no. 6**

The ordinary resolution proposed to approve the refreshment of the 10 per cent. limit of the total number of TOM Online Shares to be issued under the Share Option Scheme and any other scheme of TOM Online was approved by the Shareholders present and voting in person or by proxy with 2,483,672,381 votes cast in favour, and 97,156,588 votes cast against of the resolution, representing approximately 96.2355% and 3.7645% of the total number of votes cast at the EGM respectively.

By Order of the Board  
**TOM GROUP LIMITED**  
**Angela Mak**  
Company Secretary

Hong Kong, 1 March 2004

*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](http://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](http://www.tomgroup.com).*

*\* for identification purpose*