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TOM Group Limited

TOM集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of certain amendments made to the GEM Listing Rules relating to corporate governance issues effective on 31st March, 2004, the Board proposes to amend the Articles of Association. In addition, the Board also proposes to amend the Memorandum and Articles of Association by replacing all references of “Companies Law (2002 Revision)” with “Companies Law (2003 Revision)” and to clarify the right to demand a poll by restating certain provisions contained in the Articles of Association.

The proposed amendments to the Memorandum and Articles of Association are subject to the approval of the shareholders of the Company by way of special resolution at the AGM. This announcement is made pursuant to Rule 17.50(1) of the GEM Listing Rules. A circular containing further details of the proposed amendments to the Memorandum and Articles of Association will be despatched to the shareholders of the Company as soon as practicable.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of certain amendments made to the GEM Listing Rules relating to corporate governance issues which will become effective on 31st March, 2004 subject to certain transitional arrangements, the Board proposes to the shareholders of the Company for approval of certain amendments to the Articles of Association including, inter alia, the following provisions:

- (a) the period for lodgement by shareholders of the notice to nominate a director shall be 7 days commencing from the date immediately after the despatch of the notice of meeting appointed for such election;

- (b) subject to such exceptions specified in the Articles of Association, a director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting; and
- (c) where any shareholder is, under the GEM Listing Rules, required to abstain from voting on any particular resolution or restricted to voting for or against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

The Board also proposes to clarify the right to demand a poll by restating certain provisions contained in the Articles of Association.

In order to update all references of “Companies Law (2002 Revision)” in the Memorandum and Articles of Association with the name of its latest revised version, the Board also proposes to amend the Memorandum and Articles of Association by replacing all references of “Companies Law (2002 Revision)” with “Companies Law (2003 Revision)”.

In addition, the Board also propose that the new memorandum and articles of association of the Company, consolidating all the changes to be passed by the shareholders of the Company at the AGM, be adopted in replacement of the Memorandum and Articles of Association with effect from the date of passing of the relevant special resolution.

The proposed amendments to the Memorandum and Articles of Association are subject to the approval of the shareholders of the Company by way of special resolution at the AGM. A circular containing, among other things, particulars of the proposed amendments to the Memorandum and Articles of Association will be despatched to the shareholders of the Company as soon as practicable.

DEFINITIONS

“AGM”	means the annual general meeting of the Company to be held at the Grand Ballroom I, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Monday, 26th April, 2004 at 11:00 a.m.
“Articles of Association”	means the existing articles of association of the Company adopted on 25th April, 2003
“Board”	means the board of directors of the Company
“Company”	means TOM Group Limited, a company incorporated in the Cayman Islands and whose shares are listed on GEM
“GEM”	means the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	means the Rules Governing the Listing of Securities on GEM

“Memorandum” means the existing memorandum of association of the Company adopted on 25th April 2003

“Stock Exchange” means The Stock Exchange of Hong Kong Limited

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

Hong Kong, 17th 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 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.

** for identification purpose*