

Appendix 5

FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: TOM Group Limited

Stock code (ordinary shares): 8001

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 6th April, 2004.

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 1st March, 2000

Name of Sponsor(s) : NIL

Name of directors: : *Executive Directors*
Sing Wang
Tommei Tong

Non-executive Directors

Frank Sixt
Debbie Chang
Susan Chow
Edmond Ip
Holger Kluge
James Sha
Wang Lei Lei

Independent non-executive Directors

Henry Cheong
Angelina Lee
Anna Wu

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company :	Shareholder	No. of Shares	Percentage of issued share capital=
	Easterhouse	952,683,363	24.565
	Romefield	476,341,182	12.282
	Schumann	580,000,000	14.955
	Handel (<i>Note</i>)	348,000,000	8.973
	Hutchison***	952,683,363	24.565
	Cheung Kong**	476,341,182	12.282
	Cranwood #	952,683,363	24.565
	Chau Hoi Shuen*	952,683,363	24.565

* *By reason of her controlling Schumann, Handel and Cranwood.*

** *By reason of its controlling Romefield.*

*** *By reason of its controlling Easterhouse.*

By reason of its controlling Schumann and Handel.

= *This represents the number of Shares over which the shareholders, directly or indirectly, exercise control.*

Note Handel has lent 30,588,236 shares of the Company pursuant to the stock borrowing agreements

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company :

Nil

Financial year end date :

31st December

Registered address :

P.O. Box 309,
Ugland House, George Town,
Grand Cayman, Cayman Islands,
British West Indies

Head office and principal place of business	: 48 th Floor, The Center, 99 Queen's Road Central, Central, Hong Kong
Web-site address (if applicable)	: www.tomgroup.com
Share registrar	: Computershare Hong Kong Investor Services Limited Shops 1712-1716, 17 th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong
Auditors	: PricewaterhouseCoopers <i>Certified Public Accountants</i> 22 nd Floor, Prince's Building, Central, Hong Kong

B. Business activities

The business of TOM Group Limited includes cross-media strategy and telecom value added services which include an internet portal delivering internet infotainment content and services, e-commerce propositions, development of software and computer network systems, provision of related services and event production, broadband content and service provision, sports-related content, event management and advertising, web-based e-mail service provision, outdoor media, online media businesses and publishing businesses.

C. Ordinary shares

Number of ordinary shares in issue	: 3,878,261,817
Par value of ordinary shares in issue	: HK\$0.1
Board lot size (in number of shares)	: 2,000
Name of other stock exchange(s) on which ordinary shares are also listed	: NIL

D. Warrants

NIL

E. Other securities

Details of any other securities in issue.

Convertible bonds (“Convertible Bonds”) in the aggregate principal amount of US\$150,000,000 issued by TOM Holdings Limited, a wholly-owned subsidiary of the Company on 28th November, 2003. The Convertible Bonds are unconditionally and irrevocably guaranteed by, and convertible into ordinary shares of, the Company. Based on the initial conversion price of HK\$3.315 per share, the Convertible Bonds are convertible into a maximum of 352,941,176 new shares of the Company. The Convertible Bonds are listed on the Luxembourg Stock Exchange on 28th November, 2003.

Number of share options granted and outstanding : 210,275,000

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (the “Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are not other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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Frank Sixt
By his lawful attorney
Tommei Tong

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Sing Wang

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Tommei Tong

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Henry Cheong
By his lawful attorney
Tommei Tong

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Angelina Lee
By her lawful attorney
Tommei Tong

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