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TOM Group Limited

TOM集團有限公司\*

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

Stock code on Main Board: 2383

Stock code on GEM: 8001

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of TOM Group Limited (the “Company”) will be held at Grand Ballroom II, 1st Floor, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Friday, 23 July 2004 at 11:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions nos. 1, 2, 3, 4 and 5 with or without modifications, as ordinary resolutions and the following resolution no. 6 as a special resolution:

### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (A) conditional upon (1) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing of, and permission to deal on the main board of the Stock Exchange in, (i) the shares of HK\$0.10 each in the issued share capital of the Company (the “Shares”); (ii) any Shares which may be issuable upon the exercise of any options which were granted under the pre-IPO share option plan adopted by the Company on 11 February 2000 or the share option scheme adopted by the Company on 11 February 2000 (as amended by an addendum on 24 April 2002) (the “Existing Scheme”); (iii) any Shares which may be issuable upon the exercise of any options which may, prior to the termination of the Existing Scheme, be granted under the Existing Scheme or any options which may be granted under the Proposed Scheme (as defined in resolution no.2 set out in this notice), if the same having been approved; (iv) any Shares which may be issuable upon the exercise of the conversion rights attaching to the US\$150 million 0.5 per cent. guaranteed convertible bonds which are due in 2008 constituted by a trust deed made between TOM Holdings Limited, the Company and DB Trustees (Hong Kong) Limited (the “Convertible Bonds”); and (v) any Shares issuable by the Company as further described in the section headed “Summary of

Outstanding Shares to be issued by the TOM Group” in Appendix VIII to the listing document of the Company dated 29 June 2004 (the “Proposed Introduction”); (2) the publication by the Company of a notice in respect of the proposed withdrawal of listing of the Shares on the Growth Enterprise Market of the Stock Exchange (“GEM”) (the “Proposed Withdrawal”) which shall be publicated not less than such period, as the shareholders of the Company shall approve under resolution no. (B) in this resolution no. 1, prior to the date on which the Proposed Withdrawal is effective and (3) the obtaining of all other relevant consents which are required in connection with the implementation of the Proposed Withdrawal and the Proposed Introduction and the fulfillment of all conditions which may be attached to such consents, including but not limited to, the consent to the Proposed Withdrawal and the Proposed Introduction of DB Trustees (Hong Kong) Limited, the trustee of the trust deed constituting the Convertible Bonds and the publication of a notice to the holders of the Convertible Bond (the “Bondholders”), or of the Bondholders (if necessary) and/or satisfying any other applicable requirements relating thereto, the listing of the Shares on GEM shall cease with effect from such date and time as the directors of the Company (“Directors”) may designate and any Director or the company secretary of the Company be and is hereby authorised generally to do all such acts for and on behalf of the Company as he/she may deem necessary, desirable or expedient to effect and implement the foregoing; and

(B) the notice period required under Rule 9.19(3) of the Rules Governing the Listing of Securities on The Growth Enterprise Market of the Stock Exchange in connection with the Proposed Withdrawal be reduced to a minimum period of five clear days on which the Stock Exchange is open for the business of dealing in securities from the date on which the shareholders of the Company shall have approved the Proposed Withdrawal.”

2. **“THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing of, and permission to deal on the main board of the Stock Exchange in, (i) the shares of HK\$0.10 each in the issued share capital of the Company (the “Shares”); (ii) any Shares which may be issuable upon the exercise of any options which were granted under the pre-IPO share option plan adopted by the Company on 11 February 2000 or the Existing Scheme (as defined in resolution no. 1 set out in this notice); (iii) any Shares which may be issuable upon the exercise of any options which may, prior to the termination of the Existing Scheme, be granted under the Existing Scheme or any options which may be granted under the new share option scheme (the “Proposed Scheme”) (the rules of which are set out in the document marked “A” produced to this meeting and initialled by the Chairman of this meeting for the purpose of identification); (iv) any Shares which may be issuable upon the exercise of the conversion rights attaching to the Convertible Bonds (as defined in resolution no.1 set out in this notice); and (v) any Shares issuable by the Company as further described in the section headed “Summary of Outstanding Shares to be issued by the TOM Group” in Appendix VIII to the listing document of the Company dated 29 June 2004:

- (A) the Proposed Scheme be and is hereby approved and adopted by the Company and the Board be and is hereby authorised, at its absolute discretion, to grant options to subscribe for Shares thereunder and to allot, issue and deal with any Shares pursuant to the exercise of the subscription rights under any option which may be granted under the Proposed Scheme and to do all such acts as it may in its absolute discretion consider necessary or expedient in order to give full effect to the Proposed Scheme and to vote on any matter connected therewith notwithstanding that they or any of them may be interested in the same; and
- (B) the Existing Scheme be and is hereby terminated with effect from the date on which the Proposed Scheme becomes unconditional and effective.”

3. **“THAT:**

- (A) subject to paragraph (C) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, arrangements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under any share option schemes of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly;

- (D) For the purpose of this resolution, “Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holding of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company); and

- (E) the general mandate to issue shares in the Company granted to the Directors pursuant to ordinary resolution no.4 as set out in the notice of the annual general meeting of the Company held on 26 April 2004 be and is hereby revoked.”

4. **“THAT:**

- (A) subject to paragraph (B) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of shares of the Company authorised to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly;

- (C) for the purpose of this resolution, “Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the company in general meeting revoking or varying the authority given to the Directors by this resolution; and
- (D) the general mandate to repurchase shares in the Company granted to the Directors pursuant to resolution no. 5 as set out in the notice of the annual general meeting of the Company held on 26 April 2004 be and is hereby revoked.”
5. **“THAT** conditional upon resolutions nos. 3 and 4 set out in this notice being passed, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution no. 3 set out in this notice be and is hereby increased and extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 4 set out in this notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

### **SPECIAL RESOLUTION**

6. **“THAT** conditional upon the listing of the shares of HK\$0.10 each in the issued share capital of the Company (the “Shares”) on the main board (“Main Board”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the articles of association contained in the document marked “B” produced to this meeting and initialled by the Chairman of this meeting for the purpose of identification be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company, with effect from the date on which dealings in the Shares on the Main Board of the Stock Exchange first commence.”

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

Hong Kong, 29 June 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, subject to the provisions of the articles of association of the Company 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 (which must be duly completed and signed in accordance with the instructions printed thereon), 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 (as the case may be).
3. In the case of joint registered holders of any share in the capital of the Company ("Share"), any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint registered holders is present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of the members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.

*As at the date hereof, Mr. Frank Sixt (Chairman), Ms. Debbie Chang, Mrs. Susan Chow, Mr. Edmond Ip, Mr. Holger Kluge, Mr. James Sha and Mr. Wang Lei Lei are non-executive Directors; Mr. Sing Wang and Ms. Tommei Tong are executive Directors; and Mr. Henry Cheong, Mrs. Angelina Lee and Ms. Anna Wu are independent non-executive Directors.*

*This announcement, for which the Directors 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, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) 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 only*