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TOM Group Limited

TOM集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8001)

**DEFERRAL OF DESPATCH OF CIRCULAR
in relation to**

**MAJOR TRANSACTION
in respect of**

**(1) proposed acquisition of 48.5% of the registered capital of
China Popular Computer Week Management Company Limited
(重慶電腦報經營有限責任公司)**

**(2) proposed subscription of shares in
Chongqing Zhongkepu Media Development Joint Stock Company Limited
(重慶中科普傳媒發展股份有限公司)**

Despatch of the Circular to the Shareholders in respect of the Major Transaction will be deferred as additional time is required for the preparation of the accountants' reports to be contained in the Circular. It is currently expected that the Circular will be despatched to the Shareholders on or before 20th August, 2004.

Reference is made to the announcement of the Company dated 5th July, 2004 in respect of the proposed acquisition of 48.5% of the registered capital of the Joint Venture and the proposed subscription of shares in China Science Media ("Major Transaction") ("Announcement"). Unless otherwise defined herein, terms used herein shall have the same meanings as defined in the Announcement.

Pursuant to 19.40 of the GEM Listing Rules, the Company is required to, among other things, send a circular ("Circular") in respect of the Major Transaction to the Shareholders and the Stock Exchange within 21 days after the publication of the Announcement, being on or before 26th July, 2004.

As additional time is required for the preparation of the accountants' reports to be contained in the Circular, the Company has applied for a waiver from strict compliance with the requirements under Rule 19.40 of the GEM Listing Rules for the despatch of the Circular to 20th August, 2004. It is currently expected that the Circular will be despatched to the Shareholders on or before 20th August, 2004.

By Order of the Board
TOM Group Limited
Angela Mak
Company Secretary

Hong Kong, 23rd July, 2004

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 the 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: (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 statements 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*