

The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this announcement, make 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 announcement.



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 VOLUNTARY WITHDRAWAL OF LISTING
ON THE GROWTH ENTERPRISE MARKET OF
THE STOCK EXCHANGE OF HONG KONG LIMITED,
PROPOSED LISTING OF SHARES ON THE MAIN BOARD
OF THE STOCK EXCHANGE OF HONG KONG LIMITED,
RESULTS OF THE EXTRAORDINARY GENERAL MEETING,
REDUCTION OF THE MINIMUM NOTICE PERIOD
IN RESPECT OF THE PROPOSED WITHDRAWAL,
TERMINATION OF THE EXISTING SHARE OPTION SCHEME AND
ADOPTION OF THE PROPOSED SHARE OPTION SCHEME,
ADOPTION OF NEW ARTICLES IN SUBSTITUTION
FOR THE EXISTING ARTICLES,
AND
GRANT OF NEW GENERAL MANDATES
AND REVOCATION OF EXISTING GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES**

The Board is pleased to announce that resolutions approving, amongst other things, the Proposed Withdrawal were passed by the Shareholders at the EGM held on 23 July 2004. Notice is hereby given that the last day of dealings in the Shares on GEM will be Tuesday, 3 August 2004 and the listing of the Shares on GEM will be withdrawn with effect from 9:30 a.m. on Wednesday, 4 August 2004. It is expected that dealings in the Shares on the Main Board (stock code: 2383) will commence at 9:30 a.m. on Wednesday, 4 August 2004.

The Proposed Withdrawal and the Proposed Introduction will have no effect on the existing share certificates in respect of the Shares which will continue to be good evidence of legal title and will not involve any transfer or exchange of the existing share certificates of the Company. The Directors propose no change to be made to the board lot size, trading currency of the Shares and the registrars of the Shares in connection with the Proposed Withdrawal and the Proposed Introduction. Shares will continue to be traded in board lots of 2,000 Shares each following the Proposed Introduction.

There is no assurance that permission will be obtained from the Stock Exchange for the Proposed Introduction. Shareholders and potential investors should be aware that the implementation of the Proposed Withdrawal and the Proposed Introduction are subject to the conditions set out below being fulfilled and thus may or may not become effective. Accordingly, the Proposed Withdrawal and the Proposed Introduction may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the announcement of TOM Group Limited (the “Company”) dated 28 June 2004 in relation to, amongst other things, the Proposed Withdrawal.

The Board is pleased to announce that the following resolutions were duly passed by the Shareholders at the EGM held on 23 July 2004:

1. the ordinary resolution approving the Proposed Withdrawal and the reduction of the notice period for the Proposed Withdrawal required under Rule 9.19(3) of the GEM Listing Rules to a minimum of five clear Business Days;
2. the ordinary resolution approving the termination of the Existing Scheme and the adoption of the Proposed Scheme;
3. the ordinary resolutions approving the revocation of the Existing General Mandates and the granting of new general mandates to issue and repurchase Shares; and
4. the special resolution approving the adoption of the New Articles in substitution for the Existing Articles.

Notice is hereby given that subject to the Proposed Withdrawal and the Proposed Introduction becoming unconditional, the last day of dealings in the Shares on GEM will be Tuesday, 3 August 2004 and the listing of the Shares on GEM will be withdrawn with effect from 9:30 a.m. on Wednesday, 4 August 2004. It is expected that the dealings in the Shares on the Main Board (stock code: 2383) will commence at 9:30 a.m. on Wednesday, 4 August 2004.

The Proposed Withdrawal and the Proposed Introduction will have no effect on the existing share certificates in respect of the Shares which will continue to be good evidence of legal title and will not involve any transfer or exchange of the existing share certificates of the Company. The Directors propose no change be made to the board lot size, the trading currency of the Shares and the registrars of the Shares in connection with the Proposed Withdrawal and the Proposed Introduction. Shares will continue to be traded in board lots of 2,000 Shares

each following the Proposed Introduction. **Please note that if and when the Shares are listed on the Main Board, Shareholders may be required to sign a new client agreement with their stockbrokers.**

The implementation of the Proposed Withdrawal and the Proposed Introduction is conditional upon, amongst other things, the Listing Committee granting approval to the listing of, and permission to deal on the Main Board in, (a) the Shares in issue; (b) any Shares which may be issuable upon the exercise of any options which were granted under the Pre-IPO Share Option Plan or the Existing Scheme; (c) 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; (d) any Shares which may be issuable upon the exercise of the conversion rights under the Convertible Bonds; and (e) 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.

The adoption of the Proposed Scheme is still conditional upon: (1) the Listing Committee granting approval to the listing of, and permission to deal on the Main Board in the Shares mentioned in the immediate preceding paragraph; and (2) commencement of dealings in the Shares on the Main Board.

The adoption of the New Articles is still conditional upon the commencement of dealings in the Shares on the Main Board.

The Directors have confirmed that the Company has no present intention to grant further options under the Existing Scheme prior to its proposed termination.

The listing of the Shares on the Main Board by way of introduction will be treated as a new listing. As a result, the closing price on the last day of dealings in the Shares on GEM will not be disclosed as the previous closing price of the Shares on the date of commencement of dealings in the Shares on the Main Board. However, it will be disclosed as a note on teletext for reference purposes only.

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

Hong Kong, 23 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 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 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 only*