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This notice is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of TOM Group Limited (the "Company").

Unless defined otherwise, terms in this announcement shall have the same meanings as those defined in the listing document (the "Listing Document") issued by the Company dated 29 June 2004.



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

**LISTING BY WAY OF
INTRODUCTION OF
THE ENTIRE ISSUED SHARE CAPITAL
ON THE MAIN BOARD
OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

Sponsor

Morgan Stanley

An application has been made to the Stock Exchange for the listing of and permission to deal in, (i) the Shares in issue; (ii) any Shares which may be issuable upon the exercise of any options which were granted under the Pre-IPO Share Option Plan or the Share Option Scheme; (iii) any Shares which may be issuable upon the exercise of any options which may, prior to the termination of the Share Option Scheme, be granted under the Share Option Scheme or any options which may be granted under the Proposed Share Option Scheme; (iv) any Shares which may be issuable upon the exercise of the conversion rights under 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.

Subject to the granting of the listing of, and permission to deal in, the Shares on the Main Board by the Stock Exchange and the continued compliance with the stock admission requirements of HKSCC, the Shares will continue to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the Central Clearing and Settlement System ("CCASS") once dealings in the Shares on the Main Board commence. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Dealings in the Shares on the Main Board are expected to commence at 9:30 a.m. on Wednesday, 4 August 2004.

The listing of the Shares on the Main Board is by way of introduction only and there are no Shares being issued or sold for the listing.

Copies of the listing document of the Company dated 29 June 2004 issued in accordance with the requirements under the Listing Rules will be available for information purposes only during normal business hours, from 29 June 2004 up to and including 12 July 2004 at Morgan Stanley Dean Witter Asia Limited at 30th Floor, Three Exchange Square, Central, Hong Kong.

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

Hong Kong, 29 June 2004

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

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.

** for identification purpose only*

Please also refer to the published version of this announcement in The Standard.