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(Incorporated in the Cayman Islands with limited liability)

DISCLOSEABLE TRANSACTION INVOLVING CASH CONSIDERATION AND ISSUANCE OF NEW SHARES

Subscription of 49% of the issued share capital of Home Media Group Limited Completion and Consideration Adjustment

Completion took place on 31st October, 2001.

HMG has successfully acquired 100.00% of the issued share capital of PC Home and approximately 99.97% of the issued share capital of Cité.

Accordingly the Consideration has been reduced by approximately NTD139,445 (approximately HKD33,201) to NTD1,301,300,555 (approximately HKD309,833,465).

Capitalised terms used in this announcement shall have the same meaning as those defined in the announcement of Tom dated 7th August, 2001 unless stated otherwise.

Further to the announcement of Tom dated 7th August, 2001 whereby the Directors announced the entering into of the Subscription Agreement in respect of, inter alia, the subscription of 49% of the issued share capital of HMG and the Acquisition of PC Home and Cité, the Directors hereby announce that the Completion took place on 31st October, 2001.

As stated in the circular of Tom dated 28th August, 2001, should HMG receive less than 100% acceptances from the selling shareholders of PC Home and Cité, the Consideration shall be adjusted proportionately. As such, on the same day prior to Completion, a supplemental agreement was entered into between the parties to the Subscription Agreement whereby the parties agreed on, amongst other things, the percentages of PC Home and Cité to be acquired by HMG and the resulting Consideration adjustment at Completion.

At Completion, HMG has successfully acquired 100.00% of the issued share capital of PC Home and approximately 99.97% of the issued share capital of Cité. One Cité Shareholder holding approximately 0.03% of the issued share capital of Cité could not be located up to the date of Completion and as such has not given his consent to sell or subscribe to the HMG Shares.

Accordingly the Consideration has been reduced by approximately NTD139,445 (approximately HKD33,201) to NTD1,301,300,555 (approximately HKD309,833,465). The number of Consideration Shares issued has been reduced by 2,561 Shares to 23,898,225 Shares, representing approximately 0.742% and 0.737% of the existing and enlarged issued share capital of Tom respectively. The number of HMG Shares subscribed by Domatic has been reduced by 52,462 to 489,947,538 HMG Shares, representing 49.00% of the issued share capital of HMG.

Tom has received approval from the Listing Committee of GEM for the listing of, and permission to deal in the Consideration Shares.

Set out below is the unaudited pro forma financial information on HMG for the nine months ended 30th September, 2001 as reported under Taiwan GAAP:

	NTD million
Unaudited pro forma consolidated net revenue of HMG	1,246.52
Unaudited pro forma consolidated net profit after tax	56.87

HKD1 = NTD4.2 for reference purpose only

By Order of the Board
TOM.COM LIMITED
Angela Mak
Company Secretary

Hong Kong, 31st October, 2001

This announcement, for which the Directors of Tom 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 Tom. The Directors of Tom, 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 statement 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 Tom at www.tom.com.