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TOM.COM LIMITED

(Incorporated in the Cayman Islands with limited liability)

**CLOSING
OF
A SHARE TRANSACTION
in respect of**

- (1) the acquisition of 45% of the issued share capital of Blue Quartz Limited
and
(2) the equity interest in China Travel Network Company Limited**

The Board is pleased to announce that Closing of the Acquisitions took place on 7th February, 2002.

Reference is made to the announcement of TOM.COM LIMITED (“TOM”) dated 14th December, 2001 (the “Announcement”) in respect of the Acquisitions. Terms used herein shall have the same meanings as defined in the Announcement.

Closing of the Acquisitions

The Board is pleased to announce that Closing of the Acquisitions took place on 7th February, 2002. As a result: (1) Super Travel has successfully acquired 45% of the issued share capital of Blue Quartz; and (2) 北京雷霆萬鈞網絡科技有限責任公司 (Beijing Lei Ting Wan Jun Network Technology Limited) (“Beijing Lei Ting”) and 北京綠精靈廣告有限公司 (Beijing Lu Jing Ling Advertising Limited) (“Beijing Lu Jing Ling”) (designated by Beijing Planet Travel) have successfully acquired 80% and 20% of the equity interest in CTN, respectively.

Both Beijing Lei Ting and Beijing Lu Jing Ling are owned as to 80% by Mr. Wang Lei Lei, a PRC national and an employee of TOM and as to 20% by Ms. Wang Xiu Ling, a PRC national and an independent third party. Both of Mr. Wang Lei Lei and Ms. Wang Xiu Ling have granted options to a wholly-owned subsidiary of TOM, under which such subsidiary of TOM

is entitled at any time to acquire all the respective equity interests of Mr. Wang and Ms. Wang in both Beijing Lei Ting and Beijing Lu Jing Ling at a total consideration for an amount equal to the entire registered capital of Beijing Lei Ting and Beijing Lu Jing Ling, respectively.

At Closing, 4,300,000 Consideration Shares have been allotted to the Holders of the Consideration Shares in proportion to their shareholdings in CTN and CTN Holdings.

Change in percentage of shareholdings acquired in CTN

As disclosed in the sections headed “Major terms of the Agreement”, “Shareholding structure of CTN before and after Onshore Closing” and “Onshore Closing” under the Announcement, Nominee A and Nominee B will be designated by Beijing Planet Travel to acquire 95% and 5% of the CTN Registered Capital, respectively.

However, at the Onshore Closing, Beijing Lei Ting (i.e. Nominee A) and Beijing Lu Jing Ling (i.e. Nominee B) acquired 80% (instead of 95%) and 20% (instead of 5%) of the CTN Registered Capital, respectively.

The aforesaid change in the percentage of shareholdings in CTN respectively acquired by Beijing Lei Ting and Beijing Lu Jing Ling is made in accordance with the restriction imposed by the relevant PRC regulatory authorities that PRC domestic companies established in Beijing, the PRC cannot be owned as to more than 80% by any single shareholder.

The aforesaid change in the percentage of shareholdings in CTN acquired by Beijing Lei Ting and Beijing Lu Jing Ling has no material impact on the Acquisitions.

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

Hong Kong, 7th February, 2002

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.