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**TOM.COM LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**COMPLETION OF A MAJOR TRANSACTION  
INVOLVING CASH CONSIDERATION AND ISSUANCE  
OF NEW SHARES  
in respect of the acquisition of the entire issued share capital of  
Business Weekly Publishing Inc.**

The Board is pleased to announce that the Completion took place on 20th March, 2002.

Reference is made to the announcements of TOM.COM LIMITED (“TOM”) dated 12th December, 2001 and 28th December, 2001 (the “Announcements”) and the circular dated 24th January, 2002 of TOM (the “Circular”) in respect of the Business Weekly Acquisition. Terms used herein shall have the same meanings as defined in the Announcements and the Circular.

**COMPLETION OF THE BUSINESS WEEKLY ACQUISITION**

The Board is pleased to announce that the Completion took place on 20th March, 2002 subsequent to the fulfillment of all the conditions precedent, including the approval from the shareholders of TOM at the EGM held on 11th February, 2002 with respect to the resolution related to the Business Weekly Acquisition. As a result, Diamond has successfully acquired the entire issued share capital of Business Weekly.

Subject to the adjustments as described in the Announcements and the Circular, the total consideration for the Business Weekly Acquisition is up to NTD1,650,000,000 (approximately HKD370,287,253).

The Initial Purchase Price of NTD825,000,000 (approximately HKD185,143,627), being 50% of the Consideration, was paid to the Management Shareholders and the BW Shareholders in cash on 20th March, 2002.

The Earn-out Payment, being 16% of the Consideration which is subject to adjustments, will be paid to the Management Shareholders and the BW Shareholders on the 45th day after the delivery of the audited financial statements of Business Weekly for each of the year ended 31st December, 2001 and the year ending 31st December, 2002 to Diamond, or such other date as the parties may otherwise agree.

The Deferred Payment, being 22% of the Consideration, will be paid to the Management Shareholders and the BW Shareholders no later than 7 business days after the first day of trading of the IPO Shares.

Subject to and conditional upon the acquisition of the Specific Reserved Companies, the Contingent Payment, being 12% of the Consideration, will be paid to the then owners of the Specific Reserved Companies in proportion to their then respective shareholding in the Specific Reserved Companies within 21 days after completion of the purchase of all the Specific Reserved Companies by Diamond and/or its nominee(s). No payment shall be made in the event Diamond and/or its nominee(s) does not acquire the Specific Reserved Companies.

TOM has received approval from the Listing Committee of GEM for the listing of, and permission to deal in the Consideration TOM Shares and the conditional approval for the listing of, and permission to deal in the Additional TOM Shares. TOM will issue announcements in due course if there are any adjustments to the Earn-out Payment and/or if Diamond and/or its nominee(s) acquires the Specific Reserved Companies and makes the Contingent Payment.

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

Hong Kong, 20th March, 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](http://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](http://www.tom.com).*