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## **TOM.COM LIMITED**

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

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “Annual General Meeting”) of the shareholders of TOM.COM LIMITED (“TOM”) will be held at the Grand Ballroom II, 1/F., Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Wednesday, 24 April 2002 at 11:30 a.m., for the following purposes:-

1. to receive and consider the audited financial statements and the reports of the directors of TOM (“Directors”) and auditors for the year ended 31 December 2001;
2. to re-elect Directors;
3. to re-appoint auditors and authorize the Directors to fix their remuneration;
4. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (“Stock Exchange”), the exercise by the Directors of TOM during the Relevant Period (as hereinafter defined) of all the powers of TOM to allot, issue and deal with additional shares in the share capital of TOM and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the share option scheme of TOM or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of TOM and/or any of its subsidiaries of shares or rights to acquire shares of TOM; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of TOM in accordance with the Articles of Association of TOM in force from time to time; or (iv) any issue of shares in TOM upon the exercise of rights of subscription or conversion under the terms of any existing warrants of TOM or any existing securities of TOM which carry rights to subscribe for or are convertible into shares of TOM, shall not exceed 20% of the aggregate nominal amount of the share capital of TOM in issue at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of TOM;
  - (ii) the expiration of the period within which the next annual general meeting of TOM is required by the Articles of Association of TOM, or any applicable law of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of TOM in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in TOM, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in TOM on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to TOM, or any recognised regulatory body or any stock exchange applicable to TOM).”

5. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of TOM to repurchase its shares on the GEM or any other stock exchange on which the shares of TOM may be listed and recognised by The Securities and Futures Commission of Hong Kong (“Securities and Futures Commission”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of TOM authorised to be repurchased by TOM pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of TOM at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of TOM;
  - (ii) the expiration of the period within which the next annual general meeting of TOM is required by the Articles of Association of TOM, or any applicable law of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of TOM in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT** conditional upon resolutions nos. 4 and 5 above being passed, the unconditional general mandate granted to the Directors of TOM to allot, issue and deal with additional shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution no. 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of TOM repurchased by TOM under the authority granted pursuant to resolution

no. 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of TOM at the date of the passing of the said resolution.”

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

Hong Kong, 28 March 2002

*Principal place of business:*

48/F., The Center,  
99 Queen’s Road Central,  
Central, Hong Kong

*Notes:*

1. A member of TOM entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of such member. A proxy need not be a member of TOM.
2. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with the principal place of business of TOM at 48/F., The Center, 99 Queen’s Road Central, Central, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting (or any adjournment thereof).

*This announcement, for which the Directors of TOM collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 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.*

*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).*