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(Incorporated in the Cayman Islands with limited liability)

**COMPLETION OF
A DISCLOSEABLE TRANSACTION
INVOLVING CASH CONSIDERATION AND ISSUANCE OF NEW SHARES
in respect of the acquisition of
the entire issued share capital of Sharp Point Publishing Co., Ltd.**

The Board is pleased to announce that the Completion took place on 6th February, 2002.

Reference is made to the announcements of TOM.COM LIMITED (“TOM”) dated 21st November, 2001 and 27th December, 2001 (the “Announcements”) and the circular dated 12th December, 2001 of TOM (the “Circular”) in respect of the Sharp Point Acquisition. Terms used herein shall have the same meanings as defined in the Announcements and the Circular.

COMPLETION OF THE SHARP POINT ACQUISITION

The Board is pleased to announce that the Completion took place on 6th February, 2002 subsequent to the fulfillment of all the conditions precedent. As a result, Right Charm has successfully acquired the entire issued share capital of Sharp Point.

Subject to the adjustments as described in the Announcements and the Circular, the total consideration for the Sharp Point Acquisition is up to NTD380,000,000 (approximately HKD85,278,276).

The Initial Purchase Price of NTD190,000,000 (approximately HKD42,639,138), being 50% of the Consideration, was paid to the SP Shareholders on 6th February, 2002 in cash.

The remaining balance, being the Earn-out Payment which is subject to adjustments and the Deferred Payment will be paid to the SP Shareholders within 45 days after the delivery of audited financial statements of Sharp Point for the year 2001 and within 7 business days after the first day of trading of the IPO Shares respectively. TOM will issue an announcement in due course if there are any adjustments to the Earn-out Payment.

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

Hong Kong, 6th 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.