

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



TOM Group Limited

TOM 集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2383)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to bring the Articles of Association in line with the recent amendments to the Listing Rules on the use of website for communication with shareholders, the Board proposes to amend the Articles of Association at the AGM.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the AGM. A circular containing further details of the proposed amendments to the Articles of Association will be despatched to the Shareholders as soon as possible.

The board of directors (“Board”) of TOM Group Limited (“Company”) announces that in order to bring the articles of association of the Company (“Articles of Association”) in line with the recent amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) on the use of website for communication with shareholders, the Board proposes to the shareholders of the Company (“Shareholders”) for approval of certain amendments to the Articles of Association to the effect that the Company will be allowed to send any notice or document to Shareholders by placing it on the Company’s website provided that the Company has either (a) obtained the Shareholder’s prior express positive confirmation in writing or (b) obtained the Shareholder’s deemed consent, or not received the Shareholder’s objection, in the manner specified in or permitted under the Listing Rules.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the annual general meeting of the Company (“AGM”) to be held at the Grand Ballroom II, 1st Floor, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Friday, 15 May 2009 at 2:30 p.m. A circular containing further details of the proposed amendments to the Articles of Association will be despatched to the Shareholders as soon as possible.

By Order of the Board
TOM GROUP LIMITED
Angela Mak
Executive Director

Hong Kong, 15 April 2009

As at the date hereof, the directors of the Company are:

Executive Directors:

Mr. Yeung Kwok Mung
Ms. Angela Mak

Non-executive Directors:

Mr. Frank Sixt (Chairman)
Ms. Debbie Chang
Mrs. Susan Chow
Mr. Edmond Ip
Mrs. Angelina Lee

*Independent non-executive
Directors:*

Mr. Henry Cheong
Ms. Anna Wu
Mr. James Sha

Alternate Director:

Mr. Francis Meehan
(Alternate to each of Mr. Frank Sixt, Ms. Debbie Chang, Mrs. Susan Chow and Mr. Edmond Ip)

** for identification purpose*