



## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28/02/2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer TOM Group Limited

Date Submitted 04/03/2010

### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

(1) Stock code : 2383 Description : TOM Group Limited

|                                     | No. of ordinary<br>shares | Par value<br>(HK\$) | Authorised share<br>capital<br>(HK\$) |
|-------------------------------------|---------------------------|---------------------|---------------------------------------|
| Balance at close of preceding month | <u>5,000,000,000</u>      | <u>0.10</u>         | <u>500,000,000</u>                    |
| Increase/(decrease)                 | <u>Nil</u>                |                     | <u>Nil</u>                            |
| Balance at close of the month       | <u>5,000,000,000</u>      | <u>0.10</u>         | <u>500,000,000</u>                    |

(2) Stock code : N/A Description : \_\_\_\_\_

|                                     | No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
|-------------------------------------|---------------------------|----------------------------------|---|
| Balance at close of preceding month | _____                     | _____                            | _____   |
| Increase/(decrease)                 | _____                     |                                  | _____   |
| Balance at close of the month       | _____                     | _____                            | _____   |

## 2. Preference Shares

|                                     |                          |  |   |
|-------------------------------------|--------------------------|--|---|
| Stock code :                        | <u>N/A</u>               |  |   |
| Description :                       | <u></u>                  |  |   |
|                                     | No. of preference shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | <u></u>                  | <u></u>                                | <u></u>   |
| Increase/(decrease)                 | <u></u>                  |  | <u></u>   |
| Balance at close of the month       | <u></u>                  | <u></u>                                | <u></u>   |

## 3. Other Classes of Shares

|                                     |                                |  |   |
|-------------------------------------|--------------------------------|--|---|
| Stock code :                        | <u>N/A</u>                     |  |   |
| Description :                       | <u></u>                        |  |   |
|                                     | No. of other classes of shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | <u></u>                        | <u></u>                                | <u></u>   |
| Increase/(decrease)                 | <u></u>                        |  | <u></u>   |
| Balance at close of the month       | <u></u>                        | <u></u>                                | <u></u>   |

Total authorised share capital at the end of the month (*HK\$*) : 500,000,000

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |     | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
|                                       | (1)                    | (2) |                         |                                |
| Balance at close of preceding month   | 3,893,270,558          | N/A | N/A                     | N/A                            |
| Increase/ (decrease) during the month | Nil                    |     |                         |                                |
| Balance at close of the month         | 3,893,270,558          |     |                         |                                |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |           |           |           | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|-----------|-----------|--|---|
|  | Granted                   | Exercised | Cancelled | Lapsed    |  |   |
| 1. Pre-IPO Share Option Plan adopted by written resolutions of the shareholders on 11/02/2000            |                           |           |           |           |  |   |
| Ordinary shares  | Nil                       | Nil       | Nil       | 7,116,000 | Nil  | Nil   |
| (Note 1)   |                           |           |           |           |  |   |
| 2. Share Option Scheme adopted by written resolutions of the shareholders on 11/02/2000                  |                           |           |           |           |  |   |
| Ordinary shares  | Nil                       | Nil       | 232,000   | Nil       | Nil  | 26,774,000  |
| (Note 1)   |                           |           |           |           |  |   |
| 3.   |                           |           |           |           |  |   |
| ( / / )  |                           |           |           |           |  |   |
| shares   |                           |           |           |           |  |   |
| (Note 1)   |                           |           |           |           |  |   |
| Total A. (Ordinary shares)   |                           |           |           |           | Nil  |   |
| (Preference shares)  |                           |           |           |           | N/A  |   |
| (Other class)  |                           |           |           |           | N/A  |   |
| Total funds raised during the month from exercise of options (HK\$)                                      | Nil                       |           |           |           |  |   |

## Share Options (under Share Option Schemes of the Issuer) (Continued)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |           |           |        | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|-----------|--------|--|---|
|  | Granted                   | Exercised | Cancelled | Lapsed |  |   |
| 4.   |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
| ( / / )  |                           |           |           |        |  |   |
| shares   |                           |           |           |        |  |   |
| (Note 1)   |                           |           |           |        |  |   |
| 5.   |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
| ( / / )  |                           |           |           |        |  |   |
| shares   |                           |           |           |        |  |   |
| (Note 1)   |                           |           |           |        |  |   |
| 6.   |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
| ( / / )  |                           |           |           |        |  |   |
| shares   |                           |           |           |        |  |   |
| (Note 1)   |                           |           |           |        |  |   |
| Total A. (Ordinary shares)   |                           |           |           |        | Nil  |   |
| (Preference shares)  |                           |           |           |        | N/A  |   |
| (Other class)  |                           |           |           |        | N/A  |   |
| Total funds raised during the month from exercise of options (HK\$)                                      |                           |           |           |        | Nil  |   |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1. N/A   |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |   |  |  |
| 2.   |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |   |  |  |
| 3.   |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |   |  |  |
| 4.   |                                 |   |                                  |   |  |  |
| (   /   /   )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |   |  |  |
| Total B.   |                                 |   |                                  | (Ordinary shares)                         | N/A  |  |
|  |                                 |   |                                  | (Preference shares)                       | N/A  |  |
|  |                                 |   |                                  | (Other class)                             | N/A  |  |

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                          | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. N/A   |                                |                                    |                            |                              |  |   |
|  |                                |                                    |                            |                              |  |   |
|  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 2.   |                                |                                    |                            |                              |  |   |
|  |                                |                                    |                            |                              |  |   |
|  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 3.   |                                |                                    |                            |                              |  |   |
|  |                                |                                    |                            |                              |  |   |
|  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 4.   |                                |                                    |                            |                              |  |   |
|  |                                |                                    |                            |                              |  |   |
|  |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| Total C. (Ordinary shares)                     |                                |                                    |                            |                              | N/A  |   |
| (Preference shares)                            |                                |                                    |                            |                              | N/A  |   |
| (Other class)                                  |                                |                                    |                            |                              | N/A  |   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: |                          | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--------------------------|--|---|
| 1. N/A  |                          |  |   |
|   |                          |  |   |
|   | ( / / )                  |  |   |
|   | shares ( <i>Note 1</i> ) |  |   |
|   |                          |  |   |
| 2.  |                          |  |   |
|   |                          |  |   |
|   | ( / / )                  |  |   |
|   | shares ( <i>Note 1</i> ) |  |   |
|   |                          |  |   |
| 3.  |                          |  |   |
|   |                          |  |   |
|   | ( / / )                  |  |   |
|   | shares ( <i>Note 1</i> ) |  |   |
|   |                          |  |   |
| Total D. (Ordinary shares)  |                          | N/A  |   |
| (Preference shares)   |                          | N/A  |   |
| (Other class)   |                          | N/A  |   |

## Other Movements in Issued Share Capital

| Type of Issue   |                                 |  |   | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------|---------------------------------|--|---|--|---|
| 1. Rights issue | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / ) | EGM approval date: (dd/mm/yyyy) ( / / )                              | <u>N/A</u> <u>N/A</u>   |
| 2. Open offer   | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / ) | EGM approval date: (dd/mm/yyyy) ( / / )                              | <u>N/A</u> <u>N/A</u>   |
| 3. Placing      | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / ) | EGM approval date: (dd/mm/yyyy) ( / / )                              | <u>N/A</u> <u>N/A</u>   |
| 4. Bonus issue  |                                 | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / ) | EGM approval date: (dd/mm/yyyy) ( / / )                              | <u>N/A</u> <u>N/A</u>   |



## For Main Board and GEM listed issuers

|               |                         |                                    | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto  | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---------------|-------------------------|------------------------------------|---|---|
| Type of Issue |                         |                                    |   |   |
| 5.            | Scrip dividend          | At price : State<br>currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment<br>date : (dd/mm/yyyy) ( / / )<br>EGM approval date:<br>(dd/mm/yyyy) ( / / ) | N/A<br>N/A  |
| 6.            | Repurchase of<br>shares |                                    | Class of shares _____<br>repurchased <i>(Note 1)</i><br>Cancellation date : ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)     | N/A<br>N/A  |
| 7.            | Redemption of<br>shares |                                    | Class of shares _____<br>redeemed <i>(Note 1)</i><br>Redemption date : ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)          | N/A<br>N/A  |
| 8.            | Consideration issue     | At price : State<br>currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment<br>date : (dd/mm/yyyy) ( / / )<br>EGM approval date:<br>(dd/mm/yyyy) ( / / ) | N/A<br>N/A  |

For Main Board and GEM listed issuers

|                               |  |  |  | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |            |
|-------------------------------|--|--|--|--|---|------------|
| Type of Issue                 |  |  |  |  |   |            |
| 9. Capital<br>reorganisation  | Class of shares issuable _____<br>(Note 1) |  |  |  |   |            |
|                               | Issue and allotment date : (dd/mm/yyyy)    |  |  | ( / / )  |   |            |
|                               | EGM approval date: (dd/mm/yyyy)            |  |  | ( / / )  |   |            |
|                               |  |  |  | <u>N/A</u>   | <u>N/A</u>  |            |
| 10. Other<br>(Please specify) | At price : State<br>currency _____         | Class of shares issuable _____<br>(Note 1) |  |  |   |            |
|                               |  | Issue and allotment date : (dd/mm/yyyy)    |  |  | ( / / )   |            |
|                               |  | EGM approval date: (dd/mm/yyyy)            |  |  | ( / / )   |            |
|                               |  |  |  |  | <u>N/A</u>  | <u>N/A</u> |
| Total E.                      |  |  |  | (Ordinary shares)  | <u>N/A</u>  |            |
|                               |  |  |  | (Preference shares)  | <u>N/A</u>  |            |
|                               |  |  |  | (Other class)  | <u>N/A</u>  |            |

|  |     |            |
|--|-----|------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                          | (1) | <u>N/A</u> |
|  | (2) | <u>N/A</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                        |     | <u>N/A</u> |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                  |     | <u>N/A</u> |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) |     |            |

Remarks (if any):

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Submitted by: Angela Mak

Title: Director  
(Director, Secretary or other duly authorised officer)

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*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*