



# TOM Group Limited

## TOM集團有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2383)

### ANNOUNCEMENT

The Board announces that a petition for the winding up of Tennis Management, a subsidiary of the Company, has been presented by Spectrum, a shareholder of Tennis Management, on 8 April 2005 in the High Court of Justice in the British Virgin Islands.

The board of directors (the "Board") of TOM Group Limited (the "Company") notes certain articles which appeared in today's newspapers regarding a petition for the winding up of a subsidiary of the Company presented by a shareholder of such subsidiary.

The Board confirms that the Company received notification on 9 April 2005 that a petition (the "Petition") for the winding up of Tennis Management Limited ("Tennis Management"), a subsidiary of the Company, has been presented by Spectrum International Holding Limited ("Spectrum"), a shareholder of Tennis Management, on 8 April 2005 in the High Court of Justice in the British Virgin Islands (the "Court").

Tennis Management is profitable and is not insolvent. The Petition is brought under the relevant legislation of the British Virgin Islands and petitions the Court to liquidate Tennis Management for the purpose of forcing Tennis Management to distribute its profits. There are various differences between the Company and Spectrum regarding, among others, the management of Tennis Management and its subsidiaries.

Tennis Management is beneficially held as to 60 per cent. by the Company through its wholly-owned subsidiary, Modern Perfect Developments Limited, and 40 per cent. by Spectrum. Tennis Management is not a major subsidiary of the Company within the meaning of Rule 13.25 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

While conducting business, it is normal, from time to time, that disagreements occur between business partners. The Company has tried everything possible to resolve the disagreements amicably. We regret that now our business partner prefers pursuing legal proceedings. The Company intends vigorously to defend such proceedings and is currently taking legal advice on the Company's own claims against the petitioner.

Further announcement(s) will be made if and when appropriate.

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

Hong Kong, 15 April 2005

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

*Executive Directors:*

*Mr. Sing Wang*

*Ms. Tommei Tong*

*Independent non-executive Directors:*

*Mr. Henry Cheong*

*Ms. Anna Wu*

*Mr. James Sha*

*Non-executive Directors:*

*Mr. Frank Sixt (Chairman)*

*Ms. Debbie Chang*

*Mrs. Susan Chow*

*Mr. Edmond Ip*

*Mrs. Angelina Lee*

*Mr. Holger Kluge*

*Mr. Wang Lei Lei*

\* for identification purpose