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## TOM Group Limited

### TOM集團有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2383)

#### COMPLETION OF MAJOR TRANSACTION

**(1) proposed acquisition of the registered capital of  
China Popular Computer Week Management Company Limited**  
(重慶電腦報經營有限責任公司)

**(2) proposed subscription of shares in  
Chongqing Zhongkepu Media Development Joint Stock Company Limited**  
(重慶中科普傳媒發展股份有限公司)

The Board is pleased to announce that Completion took place on 31 March 2006 and that the parties to the Agreement have agreed that the Subscription Shares, representing approximately 0.97% of the enlarged issued share capital of China Science Media, will be allotted and issued to TOM International on or before 30 June 2006.

#### COMPLETION

Reference is made to the circular of TOM Group Limited ("Company") dated 10 September 2004 ("Circular") in respect of the proposed acquisition of the registered capital of the Joint Venture and the proposed subscription of shares in China Science Media and the announcement of the Company dated 29 December 2005 in respect of the further deferral of the Long Stop Date ("Further Deferral Announcement"). Capitalised terms used herein shall have the same meanings as those defined in the Circular and the Further Deferral Announcement.

The parties to the Agreement have agreed to waive Condition (c) as set out in the Section headed "Conditions precedent" in the Circular that the Subscription Shares, representing approximately 0.97% of the enlarged issued share capital of China Science Media, having been allotted and issued by China Science Media to TOM International in accordance with all applicable laws, rules and regulations. The Board is pleased to announce that Completion took place on 31 March 2006.

The parties to the Agreement have further agreed that the Subscription Shares will be allotted and issued to TOM International on or before 30 June 2006.

By Order of the Board  
**TOM GROUP LIMITED**  
Pessy Yu  
Company Secretary

Hong Kong, 31 March 2006

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

#### Executive Directors:

Ms. Tommei Tong  
Ms. Angela Mak

#### 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. Wang Lei Lei

\* For identification purpose