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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to bring the Articles of Association of the Company in line with the Listing Rules on the provisions governing the rotation of directors and removal of directors, the Board proposes to amend the Articles of Association of the Company to the effect that (i) every director of the Company should be subject to retirement by rotation at least once every three years; and (ii) the directors of the Company can be removed by ordinary resolutions.

The proposed amendments to the Articles of Association of the Company are subject to the approval of the shareholders of the Company by way of a special resolution at the AGM. This announcement is made pursuant to Rule 13.51(1) of the Listing Rules. A circular containing further details of the proposed amendments to the Articles of Association of the Company will be despatched to the shareholders of the Company as soon as possible.

In order to bring the Articles of Association of TOM Group Limited ("Company") in line with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") on the provisions governing the rotation of directors and removal of directors, the board of directors of the Company ("Board") proposes to the shareholders of the Company for approval of certain amendments to the Articles of Association of the Company as follows:

- (a) every director of the Company should be subject to retirement by rotation at least once every three years; and
- (b) the directors of the Company can be removed by ordinary resolutions of the Company.

The proposed amendments to the Articles of Association of the Company are subject to the approval of the shareholders of the Company by way of a special resolution at the annual general meeting of the Company ("AGM") to be held at the Grand Ballroom I, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, 15 May 2007 at 3:00 p.m. A circular containing further details of the proposed amendments to the Articles of Association of the Company will be despatched to the shareholders of the Company as soon as possible.

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

Hong Kong, 30 March 2007

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

<i>Executive Directors:</i>	<i>Non-executive Directors:</i>	<i>Independent Non-executive Directors:</i>
Ms. Tommei Tong	Mr. Frank Sixt (Chairman)	Mr. Henry Cheong
Ms. Angela Mak	Ms. Debbie Chang	Ms. Anna Wu
	Mrs. Susan Chow	Mr. James Sha
	Mr. Edmond Ip	
	Mrs. Angelina Lee	
	Mr. Wang Lei Lei	

* for identification purpose