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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)



TOM Online Inc.

TOM在線有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8282)

DISCLOSEABLE TRANSACTION

SHARE TRANSACTION

JOINT ANNOUNCEMENT

DEFERRAL OF SUBSCRIPTION COMPLETION

in relation to

**Proposed acquisition of approximately 80.6%
of the issued share capital of Indiagames Limited**

The Board is pleased to announce that the Sale Completion took place on 24 February 2005.

As extra time is required for completing the process of the subscription, issue and allotment of the Subscription Shares in India, the Board announces that the Subscription Completion will be deferred and will take place on or before 31 March 2005.

Reference is made to the joint announcement of TOM Group Limited ("TOM") and TOM Online Inc. ("TOM Online") dated 17 December 2004 ("Joint Announcement") and the circular of TOM dated 10 January 2005 ("Circular") in respect of the proposed acquisition of approximately 80.6% of the issued share capital of Indiagames Limited. Unless otherwise defined herein, terms used herein shall have the same meaning as defined in the Joint Announcement and the Circular.

Sale Completion

The Board is pleased to announce that, after all of the Conditions were fulfilled, the Sale Completion took place on 24 February 2005. As a result, TOM Online Games has successfully acquired approximately 76.29% of the issued and paid-up share capital of Indiagames as at the Sale Completion. Indiagames becomes a non wholly-owned subsidiary of TOM and TOM Online.

Deferral of Subscription Completion

Pursuant to the Sale and Subscription Agreement, the Subscription Completion will take place on or before 28 February 2005.

As extra time is required for completing the process of the subscription, issue and allotment of the Subscription Shares in India, the Board announces that the parties to the Sale and Subscription Agreement have agreed that the Subscription Completion will be deferred and will take place on or before 31 March 2005.

Further announcement will be made should the Subscription Completion not take place on or before 31 March 2005 in the manner mentioned above or should there be any further changes to the date of Subscription Completion.

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

By Order of the Board
TOM ONLINE INC.
Angela Mak
Company Secretary

Hong Kong, 24 February 2005

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

<i>Executive Directors:</i>	<i>Non-executive Directors:</i>
<i>Mr. Sing Wang</i>	<i>Mr. Frank Sixt (Chairman)</i>
<i>Ms. Tommei Tong</i>	<i>Ms. Debbie Chang</i>
	<i>Mrs. Susan Chow</i>
	<i>Mr. Edmond Ip</i>
	<i>Mrs. Angelina Lee</i>
	<i>Mr. Holger Kluge</i>
	<i>Mr. Wang Lei Lei</i>

Independent non-executive Directors:

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

As at the date hereof, the directors of TOM Online are:

<i>Executive Directors:</i>	<i>Non-executive Directors:</i>
<i>Mr. Wang Lei Lei</i>	<i>Mr. Frank Sixt (Chairman)</i>
<i>Mr. Xu Zhiming</i>	<i>Mr. Sing Wang (Vice Chairman)</i>
<i>Mr. Peter Schloss</i>	<i>Ms. Tommei Tong</i>
<i>Ms. Elaine Feng</i>	
<i>Mr. Fan Tai</i>	<i>Alternate Director:</i>
<i>Mr. Wu Yun</i>	<i>Mrs. Susan Chow</i>
	<i>(Alternate to Mr. Frank Sixt)</i>

Independent non-executive Directors:

Mr. Gordon Kwong
Mr. Ma Wei Hua
Dr. Lo Ka Shui

* for identification purpose