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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)

#### **FURTHER DEFERRAL OF LONG STOP DATE OF MAJOR TRANSACTION**

**(1) proposed acquisition of 48.5% 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 announces that the parties to the Agreement have agreed that the Long Stop Date will be further deferred to 31 March 2006 (or such other date as TOM International may agree) and Completion will take place on the day on which all of the Conditions are fulfilled.

#### **FURTHER DEFERRAL OF LONG STOP DATE**

Reference is made to the circular of TOM Group Limited (the "Company") dated 10 September 2004 (the "Circular") in respect of the proposed acquisition of 48.5% 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 September 2005 in respect of the further deferral of the Long Stop Date (the "Further Deferral Announcement"). Capitalised terms used herein shall have the same meanings as those defined in the Circular and the Further Deferral Announcement.

As disclosed in the Further Deferral Announcement, the parties to the Agreement have agreed to defer the Long Stop Date to 31 December 2005 (or such other date as TOM International may agree).

Completion is conditional upon the fulfilment of, inter alia, the Conditions as set out in the section headed "Conditions precedent" in the Circular including, the obtaining of new business license from Chongqing State Administration for Industry and Commerce (重慶市工商行政管理局) in relation to the conversion of the Joint Venture to a Sino-foreign joint venture enterprise being owned as to 51.5% by China Science Media and as to 48.5% by TOM International, conversion of which has been approved by the relevant approval authorities in the PRC (Condition (b)); and the obtaining of the relevant governmental approval for the allotment and issue of the Subscription Shares by China Science Media to TOM International (Condition (c)).

The Board is pleased to announce that the aforesaid conversion of the Joint Venture to a Sino-foreign joint venture enterprise has been approved by The General Administration of Press and Publication of the People's Republic of China (國家新聞出版總署), Ministry of Commerce of the People's Republic of China (國家商務部) and State Administration for Industry and Commerce (國家工商行政管理局) and the new business license has been obtained in December 2005.

As the application for the allotment and issue of the Subscription Shares to TOM International is still being processed by the relevant governmental authorities and the final approval has not yet been obtained, it is expected that extra time is required for obtaining all the relevant governmental approval. As at the date hereof, Conditions (a), (c), (d) and (g) have not yet been fulfilled.

In view of the above, the parties to the Agreement have agreed that the Long Stop Date will be further deferred to 31 March 2006 (or such other date as TOM International may agree) and Completion will take place on the day on which all of the Conditions are fulfilled. Further announcement will be made should there be any further changes to the Long Stop Date.

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

Hong Kong, 29 December 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. Wang Lei Lei

\* for identification purpose