

*The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this announcement.*



*(Incorporated in the Cayman Islands with limited liability)*

## **CONDITIONS FOR WAIVER FOR SHARE OPTION SCHEME**

At the request of The Stock Exchange of Hong Kong Limited (“Stock Exchange”), this announcement sets out the conditions to the waiver from strict compliance with Rule 23.03(2) of the GEM Listing Rules.

At the request of the Stock Exchange, tom.com limited (“Tom”) sets out below the conditions to the waiver, granted by the Stock Exchange at the time of Tom’s listing, from the requirement of Rule 23.03(2) of the GEM Listing Rules that the total maximum number of shares of Tom (the “Shares”) subject to its share option scheme (the “Share Option Scheme”) and any other scheme must not, in aggregate exceed 10% of the issued share capital of Tom in issue from time to time during the 10 year period from 31st January, 2000 on the basis that:

1. The total number of Shares available for issue under options which may be granted under the Share Option Scheme and any other scheme (including the Pre-IPO Share Option Scheme), must not in aggregate, exceed 10% of the issued share capital of Tom as at the date of approval of the Share Option Scheme;
2. Tom may seek approval by shareholders in general meeting to refresh the 10% limit. However, the total number of Shares available for issue under options which may be granted under the Share Option Scheme and any other schemes (including the Pre-IPO Share Option Scheme) must not exceed 10% of the issued share capital of Tom at the date of approval of the limit;
3. Tom may seek separate shareholders’ approval in general meeting to grant options beyond the 10% limit provided that the options in excess of such limit are granted only to participants specifically identified by Tom before such approval is sought. Tom must send a circular to the shareholders which shall contain a generic description of such specified participants, the number and terms of the options, purpose of granting the options with an explanation as to how the terms of the options will serve such purpose;
4. The limit on the number of securities underlying all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes (including the Pre-IPO Share Option Scheme) must not exceed 50% (the “Limit”) of the issued share capital of Tom in issue from time to time. No options may be granted under any scheme of Tom if this will result in the Limit being exceeded; and

5. For options to be granted to a substantial shareholder or an independent non-executive director of Tom or any of their associates, or any further grant of option which would result in the Shares underlying all options already granted (including options exercised and outstanding) to such person in the 12 month period up to and including the latest proposed grant:

(i) representing in aggregate over 0.1% of the issued share capital in issue; and

(ii) having a value, based on the closing price of the Shares at the date of grant, in excess of HK\$5 million,

such grant or further grant of options must be approved by shareholders of Tom with the connected persons of Tom abstaining from voting. Any vote taken at the meeting to approve the grant of such options must be taken on a poll. Tom must send a circular to its shareholders specifying the details of the number and terms of the options to be granted to each participant and a recommendation from the independent non-executive directors to the independent shareholders as to voting.

By Order of the Board  
**tom.com limited**  
**Angela Mak**  
Company Secretary

Hong Kong, 7th April, 2000

*This announcement, for which the Directors of Tom collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to Tom. The Directors of Tom, having made all reasonable enquires, confirm that, to the best of their knowledge and belief (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the GEM website on the "Latest Company Announcements" page for 7 days from the day of its posting.*