

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name: TOM Online Inc.

Stock code (ordinary shares): 8282

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 7 February 2006.

A. *General*

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 11 March 2004

Name of Sponsors : Citigroup Global Markets Asia Limited
Morgan Stanley Dean Witter Asia Limited

Names of directors: : *Executive Directors*
WANG Lei Lei
Jay Kenneth CHANG
Peter Andrew SCHLOSS
WU Yun
FENG Jue, Elaine
FAN Tai

Non-executive Directors

Frank John SIXT

CHOW WOO Mo Fong, Susan

(alternate director to Frank John SIXT)

TONG Mei Kuen, Tommei

Independent non-executive Directors

MA Wei Hua

KWONG Che Keung, Gordon

LO Ka Shui

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company:	Shareholder	No. of Shares	Approximate percentage of holding=
	TOM Group Limited	2,800,000,000	66.01

= *This represents the number of Shares over which the shareholders, directly or indirectly, exercise control.*

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : Nil

Financial year end date : 31 December

Registered address : P.O.Box 309GT,
Ugland House,
South Church Street, George Town,
Grand Cayman, Cayman Islands,
British West Indies

Head office and principal place of business: ***Head office and principal place of business in the PRC***
8th Floor, Tower W3, Oriental Plaza
No. 1 Dong Chang An Avenue
Dong Cheng District
Beijing 100738
PRC

Principal place of business in Hong Kong
48th Floor, The Center,
99 Queen's Road Central,
Central,
Hong Kong

Web-site address (if applicable) : <http://www.tom.com>

Share registrar : Computershare Hong Kong Investor Services Limited
Rooms 1712-1716, 17th Floor,
Hopewell Centre,
183 Queen's Road East,
Wanchai, Hong Kong

Auditors : PricewaterhouseCoopers
Certified Public Accountants
22nd Floor, Prince's Building,
Central,
Hong Kong

B. Business activities

The Company is an Internet company in China providing value-added multimedia products and services. It delivers its products and services from its Internet portal to its users both through their mobile phones and through its websites. Its primary business activities include wireless value-added services, online advertising and commercial enterprise solutions.

C. Ordinary shares

Number of ordinary share in issue : 4,241,617,138

Par value of ordinary shares in issue : HK\$0.01

Board lot size (in number of shares) : 2,000

Name of other stock exchange(s) on which ordinary shares are also listed : NASDAQ National Market in the United States

D. Warrants

Nil

E. Other securities

Number of share options granted and outstanding : 221,299,344

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Frank John SIXT
By his lawful attorney
TONG Mei Kuen, Tommei

CHOW WOO Mo Fong, Susan
By her lawful attorney
TONG Mei Kuen, Tommei

TONG Mei Kuen, Tommei

WANG Lei Lei
By his lawful attorney
TONG Mei Kuen, Tommei

Jay Kenneth CHANG
By his lawful attorney
TONG Mei Kuen, Tommei

Peter Andrew SCHLOSS
By his lawful attorney
TONG Mei Kuen, Tommei

FENG Jue, Elaine
By her lawful attorney
TONG Mei Kuen, Tommei

FAN Tai
By his lawful attorney
TONG Mei Kuen, Tommei

WU Yun
By his lawful attorney
TONG Mei Kuen, Tommei

KWONG Che Keung, Gordon
By his lawful attorney
TONG Mei Kuen, Tommei

MA Wei Hua
By his lawful attorney
TONG Mei Kuen, Tommei

LO Ka Shui
By his lawful attorney
TONG Mei Kuen, Tommei