

# FORMS RELATING TO LISTING

## Form F

### The Growth Enterprise Market (GEM)

#### Company Information Sheet

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

**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 8 May 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  
MAK Soek Fun, Angela

***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	65.76

= *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***  
8<sup>th</sup> Floor, Tower W3, Oriental Plaza  
No. 1 Dong Chang An Avenue  
Dong Cheng District  
Beijing 100738  
PRC

***Principal place of business in Hong Kong***  
48<sup>th</sup> 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, 17<sup>th</sup> Floor,  
Hopewell Centre,  
183 Queen's Road East,  
Wanchai, Hong Kong

Auditors : PricewaterhouseCoopers  
*Certified Public Accountants*  
22<sup>nd</sup> 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 : 4,258,225,423

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 : 204,343,109

## 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:

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

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

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TONG Mei Kuen, Tommei

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

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

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

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

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

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

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MAK Soek Fun, Angela