
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **TOM Online Inc.**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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TOM Online Inc.

TOM 在線有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8282)

**PROPOSED GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS**

A notice convening the Annual General Meeting of TOM Online Inc. to be held at the Grand Ballroom I, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, May 15, 2007 at 2:00 p.m. is set out on pages 17 to 20 of this circular. Whether or not you are able to attend the Annual General Meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the principal place of business of TOM Online Inc. in Hong Kong at 48th Floor, The Center, 99 Queen's Road Central, Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish.

This circular, for which the directors of TOM Online Inc. collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to TOM Online Inc. The directors of TOM Online Inc., having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular 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 circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the website of TOM Online Inc. at www.tom.com.

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	means the annual general meeting of the Company for the financial year ended December 31, 2006 to be held at the Grand Ballroom I, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, May 15, 2007 at 2:00 p.m., the notice of which is set out on pages 17 to 20 of this circular
“Associates”	has the meanings ascribed to it under the GEM Listing Rules
“Beijing Lei Ting”	means Beijing Lei Ting Wan Jun Network Technology Limited
“Beijing Super Channel”	means Beijing Super Channel Network Limited
“Board”	means the board of directors of the Company
“Code”	means the Hong Kong Code on Takeovers and Mergers
“Company”	means TOM Online Inc., a company incorporated in the Cayman Islands and whose shares are listed on GEM
“Director(s)”	means the director(s) of the Company
“GEM”	means the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	means the Rules Governing the Listing of Securities on GEM
“GreaTom”	means Beijing GreaTom United Technology Company Limited
“Group”	means the Company and its subsidiaries
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC
“HK\$”	means Hong Kong Dollars
“Latest Practicable Date”	means March 26, 2007, being the latest practicable date prior to the printing of this circular
“LTWJi”	means Beijing Lei Ting Wu Ji Network Technology Company Limited
“Notice”	means the notice convening the Annual General Meeting which is set out on pages 17 to 20 of this circular

DEFINITIONS

“PRC”	means the People’s Republic of China
“Repurchase Mandate”	means a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing Resolution No. 5
“Resolution No. 4”	means the ordinary resolution no. 4 as set out in the Notice
“Resolution No. 5”	means the ordinary resolution no. 5 as set out in the Notice
“Resolution No. 6”	means the ordinary resolution no. 6 as set out in the Notice
“SFO”	means the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong
“Shanghai Super Channel”	means Shanghai Super Channel Network Limited
“Share(s)”	means the share(s) of par value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	means the holder(s) of the Share(s)
“Shenzhen Freenet”	means Shenzhen Freenet Information Technology Company Limited
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“TOM Group”	means TOM Group Limited

LETTER FROM THE BOARD



TOM Online Inc. TOM 在線有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8282)

Directors:

Frank John Sixt* (*Chairman*)
Chow Woo Mo Fong, Susan*
(*Alternate Director to Frank John Sixt*)
Tong Mei Kuen, Tommei* (*Vice Chairman*)
Wang Lei Lei (*Chief Executive Officer*)
Jay Kenneth Chang
Peter Andrew Schloss
Feng Jue, Elaine
Fan Tai
Kwong Che Keung, Gordon#
Ma Wei Hua#
Lo Ka Shui#
Mak Soek Fun, Angela*

* *Non-executive Directors*

Independent non-executive Directors

Registered office:

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 in the PRC:
8th Floor, Tower W3
Oriental Plaza
No. 1 Dong Chang An Avenue
Dong Cheng District
Beijing 100738
PRC

March 30, 2007

To the Shareholders

Dear Sir or Madam,

PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS

INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the ordinary resolutions granting the Directors general mandates to issue new Shares and to repurchase Shares to be proposed at the Annual General Meeting; and (ii) the details of the retiring Directors to be re-elected at the Annual General Meeting.

* *for identification purpose*

LETTER FROM THE BOARD

GENERAL MANDATES

On May 12, 2006, ordinary resolutions were passed by the then Shareholders giving general unconditional mandates to the Directors to:

- (1) allot, issue and deal with Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company at the date of passing of this resolution on May 12, 2006;
- (2) repurchase on GEM or on any other stock exchange on which the Shares may be listed and which is recognized by the Securities Futures Commission and the Stock Exchange for this purpose such number of Shares with an aggregate nominal value as will not exceeding 10% of the aggregate nominal value of the issued share capital of the Company at the date of passing of this resolution on May 12, 2006; and
- (3) add to the general mandate for issuing Shares as mentioned in paragraph (1) above an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the general mandate granted to the Directors to repurchase Shares as mentioned in paragraph (2) above.

The above general mandates will lapse at the conclusion of the Annual General Meeting. It is therefore proposed to seek your approval of the ordinary resolutions to be proposed at the Annual General Meeting to give fresh general mandates to the Directors.

At the Annual General Meeting, separate ordinary resolutions will be proposed to give to the Directors a fresh general mandate (i) to allot, issue and otherwise deal with additional Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the Resolution No. 4 as set out in the Notice; (ii) to repurchase Shares with an aggregate nominal amount up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the Resolution No. 5 as set out in the Notice during the period from the date of the passing of the Resolution No. 5 up to: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the Repurchasing Mandate, whichever occurs first; and (iii) to add to such general mandate so granted to the Directors to allot, issue and deal with additional Shares by an amount representing the aggregate nominal amount of the share capital of the Company (up to a maximum of 10% of the aggregate nominal amount of the then issued share capital of the Company) repurchased under the Repurchase Mandate. The relevant resolution is set out as the Resolution No. 6 in the Notice.

LETTER FROM THE BOARD

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out in the Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the Annual General Meeting.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 116 of the articles of the association of the Company, all the existing Directors (other than the alternate Director) will retire at the Annual General Meeting and, being eligible, offer themselves for re-election.

The details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in the Appendix II.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at the Grand Ballroom I, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, May 15, 2007 at 2:00 p.m. is set out on pages 17 to 20 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the principal place of business of the Company in Hong Kong at 48th Floor, The Center, 99 Queen's Road Central, Central, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish.

PROCEDURE FOR DEMANDING A POLL AT THE ANNUAL GENERAL MEETING

Pursuant to the articles of association of the Company, a resolution put to the vote at any general meeting shall be decided on a show of hands unless a poll is required under the GEM Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded. A poll may be demanded by:

- (a) the chairman presiding at the meeting; or
- (b) at least five members present in person or by proxy and entitled to vote at the meeting; or
- (c) one or more members present in person or by proxy who are entitled to vote and who represent in aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or

LETTER FROM THE BOARD

- (d) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

RECOMMENDATION

The Directors are of the opinion that the proposals referred to in this circular are in the best interests of the Company and its shareholders and therefore recommend you to vote in favour of the Resolutions Nos. 4 to 6 to be proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board
TOM ONLINE INC.
Wang Lei Lei
Chief Executive Officer
and
Executive Director

This is an explanatory statement given to all Shareholders relating to the Resolution No. 5 to be proposed at the Annual General Meeting authorizing the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to Rule 13.08 of the GEM Listing Rules which is set out as follows:

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised of 4,259,654,528 Shares.

Subject to the passing of the Resolution No. 5 and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 425,965,452 Shares during the period from the date of the passing of the Resolution No. 5 as set out in the Notice up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws and regulations of the Cayman Islands. The Company may not purchase securities on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Under the Cayman Islands law, repurchases by the Company may only be made out of profits of the Company or out of proceeds of a fresh issue of shares made for the purpose or, if so authorized by its articles of association and subject to the provisions of the Companies Law, out of capital. Any premium payable on purchase over the par value of the shares to be repurchased must be provided for out of profits of the Company or out of the Company's share premium account or, if so authorized by its articles of association and subject to the provisions of the Companies Law, out of capital.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended December 31, 2006) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the GEM during each of the previous twelve months before the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
March 2006	2.40	1.92
April 2006	2.75	2.475
May 2006	2.675	2.20
June 2006	2.125	1.72
July 2006	1.87	1.09
August 2006	1.29	1.02
September 2006	1.46	1.20
October 2006	1.28	1.14
November 2006	1.45	1.28
December 2006	1.72	1.38
January 2007	1.63	1.34
February 2007	1.52	1.24
From March 1, 2007 to the Latest Practicable Date	1.47	1.14

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their Associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No connected person (as defined in the GEM Listing Rules) has notified the Company that it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. THE CODE

If as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Code. As a result, a shareholder, or a group of shareholders acting in concert (within the meaning under the Code), depending on the level of increase in the shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, TOM Group, which is a substantial shareholder of the Company, holds 2,800,000,000 Shares (representing approximately 65.73% of the issued share capital of the Company). In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the Resolution No. 5 to be proposed at the Annual General Meeting, then (if the present shareholdings otherwise remained the same) the interest of TOM Group in the Company would be increased to approximately 73.04% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Code.

8. SHARE PURCHASE MADE BY THE COMPANY

No purchases of Shares have been made by the Company in the previous six months, whether on the Stock Exchange or otherwise.

The details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out as follows:

Frank John Sixt

Aged 55, has been a non-executive Director and the chairman of the Company since September 15, 2003. He is also the group finance director of Hutchison Whampoa Limited, an executive director of Cheung Kong Infrastructure Holdings Limited and Hongkong Electric Holdings Limited, a non-executive director of Hutchison Telecommunications International Limited and a director of Hutchison Telecommunications (Australia) Limited, Husky Energy Inc., Partner Communications Company Ltd. and Hutchison Global Communications Holdings Limited (*privitised on July 15, 2005*). Mr. Sixt holds a Master's degree in Arts and a Bachelor's degree in Civil Law, and is a member of the Bar and of the Law Society of the Provinces of Quebec and Ontario, Canada.

In addition, he is the chairman of TOM Group, a non-executive director of Cheung Kong (Holdings) Limited and a director of Li Ka-Shing Unity Trustcorp Limited, Li Ka-Shing Unity Trustee Company Limited and Li Ka-Shing Unity Trustee Corporation Limited, which are substantial shareholders of the Company within the meaning of Part XV of the SFO.

Mr. Sixt has entered into a letter of service with the Company for a term of 12 months until December 31, 2005 and thereafter the appointment automatically renews for successive 12-month periods unless terminated by either party in writing prior to the expiry of the term. He is subject to retirement and re-election at each annual general meeting of the Company in accordance with the provisions of the Company's articles of association. He is entitled to receive a director's fee of HK\$50,000 per annum, which was determined having regard to his duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) of the GEM Listing Rules.

Tong Mei Kuen, Tommei

Aged 42, has been a non-executive Director of the Company since April 1, 2003 and the vice chairman of the Company since January 27, 2006. She served as the chief financial officer and chief operating officer of Ping An Insurance (Group) of China, Ltd. and prior to that, she was a partner of Arthur Andersen & Co. Ms. Tong graduated from the University of Hong Kong in 1986 with a Bachelor of Social Sciences Degree. She is also a Fellow of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.

In addition, she is an executive director and the chief executive officer of TOM Group, which is a substantial shareholder of the Company within the meaning of Part XV of the SFO.

Ms. Tong has interests in 15,000,000 share options of TOM Group within the meaning of Part XV of the SFO.

Ms. Tong has entered into a letter of service with the Company for a term of 12 months until December 31, 2005 and thereafter the appointment automatically renews for successive 12-month periods unless terminated by either party in writing prior to the expiry of the term. She is subject to retirement and re-election at each annual general meeting of the Company in accordance with the provisions of the Company's articles of association. She is entitled to receive a director's fee of HK\$50,000 per annum, which was determined having regard to her duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) of the GEM Listing Rules.

Wang Lei Lei

Aged 33, has been an executive Director and the chief executive officer of the Company in charge of the overall management since September 15, 2003. Mr. Wang was appointed as a director Beijing Super Channel in December 2002, a general manager of Beijing Super Channel in November 2000, a director of Shanghai Super Channel in March 2003, a director of Shenzhen Freenet in April 2001, an executive director of Beijing Lei Ting in November 2000, and the chairman of the board of directors and president of Beijing Lei Ting in August 2002. Mr. Wang joined TOM Group in August 1999 and was made Head of TOM's online operations in October 2001. Mr. Wang graduated in 1996 from the Electronic Engineering Department of Tsinghua University with a B.S. in Electronic Technology and Information.

In addition, he is also a non-executive director of TOM Group, which is a substantial shareholder of the Company within the meaning of Part XV of the SFO.

Mr. Wang has interests in 139,264,000 share options of the Company, and personal interests in 300,000 shares and 15,930,000 share options of TOM Group within the meaning of Part XV of the SFO. In addition, he also has short positions in 20% of the equity interests in Beijing Lei Ting, the associated corporation of the Company within the meaning of Part XV of the SFO.

Mr. Wang has entered into a service contract with the Company commencing from January 1, 2004. The term of the contract is fixed at three years and thereafter will be continuous unless terminated by not less than three months' notice served by either party on the other. Mr. Wang is entitled to the basic annual salary of HK\$1,054,000 and certain benefits. In addition, he is entitled to an annual bonus payable for each twelve month period completed commencing on January 1 of the calendar year immediately following the date enters into his service contract. The amount of the bonus shall be determined at the discretion of the Board. He is also entitled to receive a director's fee of HK\$50,000 per annum, which was determined having regard to his duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) of the GEM Listing Rules.

Jay Kenneth Chang

Aged 35, has been an executive Director of the Company since September 28, 2005 and the chief financial officer of the Company since September 1, 2005. Mr. Chang worked in CSFB's research department in Hong Kong for more than five years. While at CSFB, Mr. Chang was a director of the firm's Asian equity research department covering the China Internet, telecommunications and technology sectors. Prior to joining CSFB, Mr. Chang was with AIG Direct Investments (Asia), an Asian focused private equity firm based in Hong Kong, between 1997 and 1999. From 1995 to 1997, he was a consultant at Accenture responsible for technology strategy and implementation. Mr. Chang holds a degree in electrical engineering at the University of Washington – Seattle, WA.

Mr. Chang has interests in 18,000,000 share options of the Company within the meaning of Part XV of the SFO.

Mr. Chang has entered into a service contract with the Company commencing from April 13, 2005. The term of the contract is continuous unless terminated by not less than three months' notice in writing served by either party on the other. He is entitled to the basic annual salary of HK\$1,502,040 and certain benefits. In addition, he is also entitled to an annual bonus payable for each twelve month period completed commencing on January 1 of the calendar year immediately following the date enters into his service contract. The amount of the bonus of Mr. Chang shall be determined at the discretion of the Board. He is entitled to receive a director's fee of HK\$50,000 per annum, which was determined having regard to his duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) of the GEM Listing Rules.

Peter Andrew Schloss

Aged 46, has been an executive Director of the Company since December 17, 2003 and the chief legal officer of the Company since September 1, 2005. Mr. Schloss was general counsel at IBM China/Hong Kong Corporation from 1989 to 1991. From 1991 to 1996, he was general counsel of Satellite Television Asian Region Limited, or STAR TV, and was a director of that company from 1993 to 1996, as well as director of Asia Satellite Telecommunications Company Limited from November 1991 to June 1993. He was also managing director of ING Barings and head of its Asia Media, Internet and Technology Group from 1999 to 2001 and managing director of Mediavest Limited before joining the Company in December 2003. Mr. Schloss holds a B.A. in Political Science and a J.D. from Tulane University.

Mr. Schloss has interests in 10,000,000 share options of the Company within the meaning of Part XV of the SFO.

Mr. Schloss has entered into a service contract with the Company commencing from December 15, 2003. The term of the contract is continuous unless terminated by not less than three months' notice in writing served by either party on the other. He is entitled to the basic annual salary of HK\$1,440,000 and certain benefits. In addition, he is also entitled to an annual bonus payable for each twelve month period completed commencing on January 1 of the calendar year immediately following the date enters into his

service contract. The amount of the bonus for Mr. Schloss shall be determined at the discretion of the Board. He is also entitled to receive a director's fee of HK\$50,000 per annum, which was determined having regard to his duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) of the GEM Listing Rules.

Feng Jue, Elaine

Aged 34, has been an executive Director and executive vice president of the department of sales and marketing of the Company since September 15, 2003. Since December 2002, Ms. Feng has served as vice president of the department of sales and marketing of Beijing Super Channel. Ms. Feng was appointed as a director of GreaTom in October 2003 and deputy general manager of Shanghai Super Channel and Shenzhen Freenet in November 2003. Prior to joining the Company, Ms. Feng served as vice president of the department of corporate business development at Sohu.com and as project manager at Richina Media Group Limited.

Ms. Feng has personal interests in 786,000 Shares and 3,972,000 share options of the Company within the meaning of Part XV of the SFO.

Ms. Feng has entered into a service contract with the Company commencing from January 1, 2004. The term of the contract is continuous unless terminated by not less than three months' notice in writing served by either party on the other. She is entitled to the basic annual salary of RMB504,000 and certain benefits. In addition, she is also entitled to an annual bonus payable for each twelve month period completed commencing on January 1 of the calendar year immediately following the date enters into her service contract. The amount of the bonus for Ms. Feng is one month's salary. She is also entitled to receive a director's fee of HK\$50,000 per annum, which was determined having regard to her duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) of the GEM Listing Rules.

Fan Tai

Aged 35, has been an executive Director and vice president of finance of the Company since October 14, 2003. Since August 2002, Mr. Fan has served as vice president of the department of finance at Beijing Super Channel. Prior to joining the Company, Mr. Fan served as financial controller at Xin De Telecom and as an auditor at KPMG. Mr. Fan graduated in 2003 from the State University of New Jersey, Rutgers with an MBA and in 1994 from Beijing College of Economics with a B.A. in Accounting.

Mr. Fan has interests in 7,346,000 share options of the Company within the meaning of Part XV of the SFO and also has short position in 20% of the equity interest of LTWJi, an associated corporation of the Company within the meaning of Part XV of the SFO.

Mr. Fan has entered into a service contract with the Company commencing from January 1, 2004. The term of the contract is continuous unless terminated by not less than three months' notice in writing served by either party on the other. He is entitled to the basic annual salary of RMB600,000 and certain benefits. In addition, he is also entitled to an annual bonus payable for each twelve month period completed commencing on January 1 of the calendar year immediately following the date enters into his service contract. The amount of the bonus for Mr. Fan is one month's salary. He is also entitled to receive a director's fee of HK\$50,000 per annum, which was determined having regard to his duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) of the GEM Listing Rules.

Kwong Che Keung, Gordon

Aged 57, has been an independent non-executive Director of the Company since October 14, 2003. Mr. Kwong has also been serving as a member of the remuneration committee and the nomination committee of the Company and the chairman of the audit committee of the Company since February 12, 2004. He is also an independent non-executive director of a number of companies listed on the Stock Exchange, namely COSCO International Holdings Limited, Tianjin Development Holdings Limited, Beijing Capital International Airport Company Limited, Frasers Property (China) Limited, NWS Holdings Limited, China Oilfield Services Limited, Concepta Investments Limited, China Chengtong Development Group Limited, Global Digital Creations Holdings Limited, Ping An Insurance (Group) Company of China, Limited, Quam Limited, China Power International Development Limited, Henderson Land Development Company Limited, Henderson Investment Limited and Agile Property Holdings Limited. From 1984 to 1998, Mr. Kwong was a partner of Pricewaterhouse and was a council member of the Stock Exchange from 1992-1997. He has a Bachelor of Social Science degree from the University of Hong Kong and is a fellow member of the Institute of Chartered Accountants in England and Wales. Mr. Kwong previously served as a non-executive director of COSCO Pacific Limited until his resignation in January 2006 and as an independent non-executive director of New World Mobile Holdings Limited until January 2007 and was an independent non-executive director of Henderson China Holdings Limited which was privatized in July 2005.

Mr. Kwong has entered into a letter of service with the Company for a term of 12 months until December 31, 2005 and thereafter the appointment automatically renews for successive 12-month periods unless terminated by either party in writing prior to the expiry of the term. He is subject to retirement and re-election at each annual general meeting of the Company in accordance with the provisions of the Company's articles of association. He is entitled to receive a director's fee of HK\$200,000 per annum, which was determined having regard to his duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) of the GEM Listing Rules.

Ma Wei Hua

Aged 58, has been an independent non-executive Director of the Company since October 14, 2003 and a member of the audit committee, remuneration committee and nomination committee of the Company since February 12, 2004. He is also the president and chief executive officer of China Merchants Bank. Mr. Ma obtained a Ph.D. in Economics from Southwestern Finance and Economics University in 1998.

Mr. Ma has entered into a letter of service with the Company for a term of 12 months until December 31, 2005 and thereafter the appointment automatically renews for successive 12-month periods unless terminated by either party in writing prior to the expiry of the term. He is subject to retirement and re-election at each annual general meeting of the Company in accordance with the provisions of the Company's articles of association. He is entitled to receive a director's fee of HK\$200,000 per annum, which was determined having regard to his duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) of the GEM Listing Rules.

Lo Ka Shui

Aged 60, has been an independent non-executive Director of the Company and a member of the audit committee, remuneration committee and nomination committee since September 30, 2004. He is the chairman and managing director of Great Eagle Holdings Limited and the non-executive chairman of Eagle Asset Management (CP) Limited (Manager of the publicly listed Champion Real Estate Investment Trust). He is also a non-executive director of The Hongkong and Shanghai Banking Corporation Limited, Shanghai Industrial Holdings Limited, Phoenix Satellite Television Holdings Limited, China Mobile Limited, Winsor Properties Holdings Limited, Melco International Development Limited and City e-Solutions Limited and was a director of Hong Kong Exchanges and Clearing Limited until April 2006. He is also a vice president of the Real Estate Developers Association of Hong Kong, a Trustee of the Hong Kong Centre for Economic Research and a Board Member of the Airport Authority. He graduated with Bachelor of Science degree from McGill University and a M.D. from Cornell University. He was certified in cardiology from University of Michigan Hospital. He has more than 27 years' experience in property and hotel development and investment both in Hong Kong and overseas.

Dr. Lo, being the founder of a discretionary trust, is deemed to be interested in 4,700,000 Shares within the meaning of Part XV of the SFO.

Dr. Lo has entered into a letter of service with the Company for a term of 12 months until December 31, 2005 and thereafter the appointment automatically renews for successive 12-month periods unless terminated by either party in writing prior to the expiry of the term. He is subject to retirement and re-election at each annual general meeting of the Company in accordance with the provisions of the Company's articles of association. He is entitled to receive a director's fee of HK\$200,000 per annum, which was determined having regard to his duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) of the GEM Listing Rules.

Mak Soek Fun, Angela

Aged 42, has been a non-executive Director of the Company since April 3, 2006. She has also been the Company Secretary of the Company until March 15, 2006. Ms. Mak holds a Bachelor of Commerce degree and a Bachelor of Laws degree from the University of New South Wales in Australia and has been admitted as a solicitor in New South Wales (Australia), England and Wales and Hong Kong.

She is also the head corporate general counsel and an executive director of TOM Group, a substantial shareholder of the Company within the meaning of Part XV of the SFO. Prior to joining TOM Group, she was a senior group legal counsel of Hutchison Whampoa Limited.

Ms. Mak has personal interests in 2,508 Shares, personal interests in 44,000 shares and 9,026,000 share options of TOM Group within the meaning of Part XV of the SFO.

Ms. Mak has entered into a letter of service with the Company commencing from April 3, 2006 until December 31, 2006 and thereafter the appointment automatically renews for successive 12-month periods unless terminated by either party in writing prior to the expiry of the term. She is subject to retirement and re-election at each annual general meeting of the Company in accordance with the provisions of the Company's articles of association. She is entitled to receive a director's fee of HK\$50,000 per annum, which was determined having regard to her duties in the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



TOM Online Inc.

TOM 在線有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8282)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “Annual General Meeting”) of the shareholders of TOM Online Inc. (the “Company”) will be held at the Grand Ballroom I, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, May 15, 2007 at 2:00 p.m., for the following purposes:

1. to receive and consider the audited financial statements and the reports of the directors of the Company (“Directors”) and auditors for the year ended December 31, 2006;
2. to re-elect Directors *(the biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to the circular dated March 30, 2007 of the Company)*;
3. to re-appoint auditors and authorize the Directors to fix their remuneration;

ORDINARY RESOLUTIONS

4. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (“Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

* for identification purpose

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

5. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on the GEM or any other stock exchange on which the shares of the Company may be listed and recognized by The Securities and Futures Commission of Hong Kong (“Securities and Futures Commission”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company authorized to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions no. 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution no. 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the said resolution.”

By Order of the Board
TOM ONLINE INC.
Pessy Yu
Company Secretary

Hong Kong, March 30, 2007

Principal place of business in Hong Kong:

48th Floor, The Center
99 Queen's Road Central
Central, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of such member. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the principal place of business of the Company in Hong Kong at 48th Floor, The Center, 99 Queen's Road Central, Central, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting (or any adjournment thereof).