



TOM Online Inc.

TOM 在 線 有 限 公 司 \*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8282)

FORM OF PROXY FOR THE ADJOURNED EXTRAORDINARY GENERAL MEETING ON 10 AUGUST 2007 (OR AT ANY FURTHER ADJOURNMENT THEREOF)

For use at the adjourned Extraordinary General Meeting (or at any further adjournment thereof) of the holders of shares of HK\$0.01 each in the capital of TOM Online Inc. (the "Company")

I/We<sup>1</sup>, \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital of the Company HEREBY APPOINT the Chairman of the adjourned Extraordinary General Meeting or<sup>3</sup> \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the adjourned Extraordinary General Meeting of the holders of shares of HK\$0.01 each in the capital of the Company (or at any further adjournment thereof) to be held at the Conference Room, Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 10 August 2007 at 11:30 a.m. (Hong Kong time) (or as soon thereafter as the adjourned meeting of certain holders of the shares of HK\$0.01 each in the capital of the Company being held at direction of the Grand Court of the Cayman Islands on the same day and at the same place shall have been concluded or further adjourned), for the purpose of considering and, if thought fit, passing the Special Resolution set out in the notice of the adjourned Extraordinary General Meeting dated 10 July 2007 and at such adjourned Extraordinary General Meeting (or at any further adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Special Resolution as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

Table with 3 columns: SPECIAL RESOLUTION, FOR<sup>4</sup>, AGAINST<sup>4</sup>

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007 Signature(s)<sup>5</sup> \_\_\_\_\_

Notes:

- 1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of the shares of HK\$0.01 each in the capital of the Company registered in your name(s) and to which this form of proxy relates.
3. If any proxy other than the Chairman of the adjourned Extraordinary General Meeting is preferred, please strike out the words "the Chairman of the adjourned Extraordinary General Meeting or" and insert the name and address of the proxy desired in the space provided.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE SPECIAL RESOLUTION, TICK THE BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE SPECIAL RESOLUTION, TICK THE BOX BELOW THE BOX MARKED "AGAINST".
5. This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, under its common seal or under the hand of an officer, attorney or other person duly authorised.
6. In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, the share registrar of the Company in Hong Kong, not less than 48 hours before the time appointed for holding the adjourned Extraordinary General Meeting (or at any further adjournment thereof) at which the person named in this form of proxy proposes to vote, and in default this form of proxy shall not be treated as valid.
7. Where there are joint registered holders of any share(s) in the Company, any one of such joint holders may vote at the adjourned Extraordinary General Meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto: but if more than one of such joint holders are present at the adjourned Extraordinary General Meeting personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
8. IMPORTANT: MEMBERS THAT HAVE ALREADY LODGED A PROPERLY EXECUTED WHITE FORM OF PROXY SHOULD NOTE THAT SUCH PROXIES REMAIN VALID FOR THE ADJOURNED EXTRAORDINARY GENERAL MEETING UNLESS (i) THEY ELECT TO LODGE A NEW WHITE FORM OF PROXY, OR (ii) THEY ELECT TO ATTEND IN PERSON AND VOTE AT THE ADJOURNED EXTRAORDINARY GENERAL MEETING, OR (iii) THEY ELECT TO REVOKE THE WHITE FORM OF PROXY THAT THEY HAVE ALREADY LODGED. MEMBERS THAT HAVE SOLD OR TRANSFERRED SOME OF THEIR SHARES SHOULD NOTE THAT ANY WHITE FORMS OF PROXY PROPERLY LODGED EARLIER REMAIN VALID FOR THE ADJOURNED EXTRAORDINARY GENERAL MEETING AS TO THE BALANCE OF SUCH MEMBERS' SHAREHOLDING THAT REMAIN REGISTERED IN SUCH MEMBERS' NAME AS AT THE DATE ON WHICH ENTITLEMENTS TO ATTEND AND VOTE AT THE ADJOURNED EXTRAORDINARY GENERAL MEETING ARE TO BE DETERMINED. MEMBERS THAT HAVE SOLD OR TRANSFERRED ALL OF THEIR SHARES SHOULD NOTE THAT ANY WHITE FORMS OF PROXY ALREADY LODGED WILL BE INVALID.

\* for identification purpose