DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

EXECUTIVE DIRECTORS

Carl Chang, aged 43, is the Chief Executive Officer and Executive Director of Tom. He has vast experience in the broadcasting, publishing and other media related industries. From 1994 to 1995, he served as a general manager of Commercial Radio and TV Enterprise International. From 1996 to 1997, he was the President of Rock Communications Limited in Taiwan. From February 1998 to December 1999, he served as the Chief Executive Officer of Metro Broadcast Corporation Limited. He holds a Bachelor of Arts (Honours) degree from The University of Hong Kong. He joined Tom in December 1999.

Guy Look, aged 43, Chief Financial Officer and Executive Director, joined Tom in November 1999. He holds a Bachelor's degree in Commerce from the University of Birmingham, England and is an associate member of the Institute of Chartered Accountants in England and Wales and an associate member of the Hong Kong Society of Accountants. He has over 20 years of local and overseas financial and general management experience, and was a Deputy Managing Director of ONFEM Holdings Limited, a Director and the Chief Executive Officer of Tung Wing Steel Holdings Limited (renamed Shougang Concord International Enterprises Co. Ltd.) and a Director of Santai Manufacturing Limited (renamed Shougang Concord Technology Holdings Ltd.), all of which are listed on the Main Board.

NON-EXECUTIVE DIRECTORS

Frank Sixt, aged 48, is the Chairman of Tom. He has been an Executive Director of Hutchison since 1991 and its Group Finance Director since 1998, and is also a Non-Executive Director of Cheung Kong and an Executive Director of Cheung Kong Infrastucture Holdings Limited and a Director of Hongkong Electric Holdings Limited, Hutchison Telecommunications (Australia) Limited and Partner Communications Company Ltd. He holds a Master of Arts degree from McGill University and a Bachelor's degree in Civil Law from the University of Montreal, and is a member of the Bar and of the Law Society of the Provinces of Quebec and Ontario, Canada. He joined Tom in December 1999.

Susan Chow, aged 46, has been an Executive Director of Hutchison since 1993 and its Deputy Group Managing Director since 1998. She is a solicitor and holds a Bachelor's degree in Business Administration. Mrs. Chow is also an Executive Director of Cheung Kong Infrastructure Holdings Limited, a Director of Hongkong Electric Holdings Limited and Partner Communications Company Ltd. She joined Tom in October 1999.

Edmond Ip, aged 47, has been an Executive Director of Cheung Kong since 1993. He is also an Executive Director of Cheung Kong Infrastructure Holdings Limited. He holds a Master of Science degree in Business Administration and a Bachelor of Arts degree in Economics. He joined Tom in October 1999.

Debbie Chang, aged 49, holds a Bachelor of Arts Degree from Hunter College, New York City. She has been directing business development in the PRC for a number of years and is a Director of Orient Overseas Developments Limited, Beijing Orient Plaza

Company Limited and Horizon. Ms. Chang is a member of the People's Consultative Party of Beijing, Eastern City District. She joined Tom in October 1999.

Feng Qi, aged 36, holds a Bachelor of Automation Degree from Beijing United University. Since 1994 he has been the Project Director for Horizon, a management consultant company primarily involved in business development in the PRC. Prior to that he worked at the China Customs Head Office where he was involved with the development of the customs clearance computer network. He joined Tom in October 1999.

Holger Kluge, aged 57, was President of Personal and Commercial Bank, CIBC, one of the largest financial services institutions in North America, from November 1990 until his retirement on 31 May 1999. Mr Kluge joined CIBC in 1959 in Montreal and held branch management positions in Canada and positions in corporate and international banking in Singapore, Japan and Hong Kong. He is a Director of TAL Investment Counsel Ltd, Husky Oil Ltd, VLINX.com (a North American B2B Internet company), Covenant House Toronto and Hongkong Electric Holdings Limited. He is also an independent Director for Hutchison Telecommunications (Australia) Limited. He holds a Bachelor of Commerce degree (with honours) and an MBA degree (with honours). He joined Tom in January 2000.

INDEPENDENT DIRECTORS

Cheong Ying Chew, **Henry**, aged 52. He holds a Bachelor of Science degree in Mathematics and a Master of Science degree in Operational Research and Management. He was a member, from 1993 to 1999, of the Advisory Committee to the Securities and Futures Commission in Hong Kong and is a member of the Board of the Hong Kong Futures Exchange Limited and also a member of the Corporate Advisory Council of the Hong Kong Securities Institute. He joined Tom in January 2000.

Lee Pui Ling, Angelina, aged 51, is a practising solicitor. She has a Bachelor of Laws degree and is a Fellow of the Institute of Chartered Accountants in England and Wales. She is a director of certain other listed companies in Hong Kong and is active in public service. Her current public commitments include membership on a number of Hong Kong Government advisory and appeal boards.

SENIOR MANAGEMENT

Ho Hau Cheong, Terry, aged 40, Chief Operating Officer, joined Tom in February 2000. He holds a Bachelor of Commerce (Honours) degree from the University of Birmingham, England and an MBA degree from the University of Melbourne, Australia. Mr. Ho is an associate member of the Institute of Chartered Accountants in England and Wales and Australia. He has extensive experience in international operation management and held various management positions in the Pacific Dunlop Group headquartered in Australia. He was the Corporate Planning Co-Ordinator of Pacific Dunlop Ltd in Australia, an Executive Director of Pacific Dunlop (Asia) Ltd in Hong Kong and the General Manager of GNB Technologies, headquartered in the USA, for China.

Chan Hing Yuen, aged 46, Director of Web Development, joined Tom on 1st February, 2000. Prior to joining Tom, he worked as an Information Director of sino-i.com, Special Consultant to Sing Tao Daily, Executive Chief Editor of the News and Public Affairs Department of Asia Television, Executive Chief Editor at Chinese Television Network, Editor-In-Chief of Ming Pao Eastern Canada and Western Canada editions, Editorial Director (North America) of Ming Pao, Chief Executive of Ming Pao (Canada) Ltd., Editor (Head of China Economic News) of the Hong Kong Economic Times, Editorialist of the Hong Kong Daily News, Special Assistant to publisher at Hong Kong Daily News, Reporter and Editor of Wen Wei Po, Executive Editor of Engineering and Science

Monthly. Mr. Chan was also a part-time Lecturer on the master degree program of the School of Journalism and Communications at the Chinese University of Hong Kong.

Sandroff Ma, aged 43, Chief Technology Officer, joined Tom in January 2000. He holds a Bachelor of Commerce degree from McGill University in Montreal and an MBA degree from the University of Hong Kong. Prior to joining Tom he spent 13 years with Hutchison, most recently as General Manager, Group Information Services at Hutchison. In this role one of his key responsibilities for the Hutchison Group was the commercial application of information technologies as a business enabler and, specifically, in the development of Internet and e-commerce capabilities. Mr. Ma was actively involved in the development of the Tom technical platform to date. Mr. Ma is also serving as the Vice-Chairman of the Electronic Commerce Advisory Board of the Hong Kong Article Numbering Association.

Angela Mak, aged 35, General Counsel and Company Secretary, joined Tom in January, 2000. She holds a Bachelor of Commerce degree and a Bachelor of Laws degree from the University of New South Wales in Australia. She has been admitted as a solicitor in New South Wales (Australia), England and Wales and Hong Kong. Prior to joining Tom, she was a senior Group Legal Counsel with Hutchison Whampoa Limited.

Ken Kan, aged 35, Information Technology Director, joined Tom in January 2000 from Metro. He graduated from The University of Hong Kong with a B.Sc in Engineering and Hong Kong University of Science Technology with MBA. He has over 10 years' experience in MIS/IT field and commenced work with the Hutchison Group in Hutchison Telephone Company Limited and Metro since 1993.

Sammy Tam, aged 36, General Manager of Finance and Administration, joined Tom in February 2000. He is a fellow of Chartered Association of Certified Accountants and The Hong Kong Society of Accountants. Before joining Tom, he was the Executive Director, Chief Financial Officer and Company Secretary of Ngai Lik Industrial Holdings Limited, which is listed on the Main Board. His experience includes 10 years in finance, accounting, administration, company secretarial and corporate development, and four years in an international accounting firm.

Winnie Chan, aged 28, General Manager of Content Management, joined Tom in February 2000. She graduated with high distinction in Master of Business Administration from the University of Michigan. Miss Chan has approximately seven years' experience in business strategy planning and implementation for Internet, media and telecommunications companies. Prior to joining Tom, she worked as a Management Consultant for Arthur Andersen Business Consulting, specialising in new media, e-business and telecommunications.

Adley Low, aged 33, Senior Manager of Marketing, joined Tom in October 1999 from Hutchison. He graduated from The Chinese University of Hong Kong with a Bachelor Degree in Business Administration. He has over 10 years' marketing & product development experience in telecommunications, smart card and payment products for corporations such as Cable & Wireless HKT, Hutchison Communications and Hutchison.

Wan Lai Yin, Carol, aged 34, General Manager of Sales Development, joined Tom in January 2000. She obtained her Master degree of Business Administration from the Chinese University of Hong Kong and Master degree of Engineering from the University of Wales, Cardiff (UK). Prior to joining the Group, she has worked at Cable & Wireless HKT for seven years covering both sales & marketing functions. Her internet experience

includes setting up one of the largest mass portals in Hong Kong and delivering strategic e-commerce solutions to corporate clients.

***Dominie* Liang**, aged 29, Senior Manager of Web Production, joined Tom in January 2000. He graduated from Chu Hoi College and possesses a Diploma of Computer Studies. He has eight years experience in the information technology field and prior to joining Tom held various positions in leading Hong Kong Internet companies including Hongkong Star Internet, StarLine Interactive and i-Cable. He is a founding member of Webmasters (Hong Kong) Association.

Katy Tsim, aged 29, Senior Manager of Content Management, joined Tom in January 2000. She graduated from The University of British Columbia, Canada. Prior to joining Tom she held various positions in marketing and web development at Metro which she joined in 1996.

Richard Woodward, aged 27, Senior Manager of Business Development, joined Tom in January 2000. He holds a Bachelor of Commerce degree from Edinburgh University, Scotland. He joined Hutchison in 1997 as Manager Financial Planning and Analysis, where he was involved in the development, financing and initial public offerings of several of Hutchison's telecommunications operations. Prior to joining Hutchison he worked at Morgan Stanley, London, as a corporate finance telecommunications analyst.

Scott Nardi, aged 37, Senior Manager of Business Development, joined Tom in January 2000. He is a member of the National Institute of Accountants in Australia and has more than ten years of project management experience. From 1990 to 1994 he was State Operations Manager for New South Wales at Cadbury Schweppes Limited in Australia. From 1995 to 1999 he was a Business Development Manager with Hutchison working primarily on telecommunications and information technology projects.

Wang Lei Lei, aged 26, Senior Manager of PRC Operations, joined Tom in January 2000. He graduated from the University of Qinghua, the PRC, and holds a Bachelor degree in Electronic Engineering, Prior to joining Tom, Mr. Wang served as the President and General Manager of Beijing Yan Cheng Zhi Science Co., Ltd.

STAFF

Overview of staff members

As at the end of the Latest Practicable Period the Group had 143 full time employees. The breakdown of this number by function is as follows:

	Headcount as at the Latest Practicable Date *Group Total*
Management	19
Information technology/Web development	47
Finance & Administration	16
Sales & Marketing	7
Business development	3
Operations/Other supporting staff	51
Total:	143

At the end of the period, in addition to the above employees of Tom had full time resources committed to it through its exclusive content provision agreement with Beijing ECLink (see "Description of current business activities – Content provision agreements" for more detail). These resources provided approximately an additional 100 employees effectively under the control and payroll of Tom. These resources are primarily involved, under the direction of Tom, in the production and development of exclusive content for Tom. It is the intention of both Tom and Beijing ECLink for these employees to become formally employed by Tom in one of the WFOEs by the end of the first quarter of 2000.

Employees of the Group are remunerated with monthly salary, subject to annual review and discretionary bonuses. Employees of the Group are also entitled, subject to eligibility, to benefit schemes the Pre-IPO Share Option Plan and the Share Option Scheme as described below.

TOM'S RELATIONSHIP WITH STAFF

The Directors consider that the Group maintains a good working relationship with its employees and has not experienced any significant labour disputes or any difficulty in recruiting suitable staff for its operations.

BENEFIT SCHEMES

The Group provides provident fund schemes and a medical insurance scheme for their staff in Hong Kong by participating in the relevant Hutchison Schemes. The Group's Hong Kong employees are members of a defined contribution provident scheme. All contributions are made by the Group at either 7.5% to 10% of the employee's basic salary. Benefits are equal to the vested contributions plus a minimum interest of 5% per annum thereon. Where an employee leaves the scheme before the employer's contributions have fully vested, such forfeited contributions may be used by the employer to reduce its existing level of contributions. There were no such forfeited contributions in the Group for years ended 1998 and 1999.

SHARE OPTION SCHEMES

Under the Pre-IPO Share Option Plan, certain full-time employees (including the executive Directors) of the Group have been granted options to acquire Shares. In addition, Tom has conditionally adopted the Share Option Scheme. The principal terms of the Pre-IPO Share Option Plan and the Share Option Scheme are summarised and particulars of the grantees of options under the Pre-IPO Share Option Plan are set out in the section headed "Share Options" in Appendix IV to this prospectus.

AUDIT COMMITTEE

Tom has established an audit committee on 21st January, 2000 with written terms of reference in compliance with Rules 5.23 and 5.24 of the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Group. The audit committee comprises three members, namely Guy Look, who is the Qualified Accountant of Tom and Henry Ying Chew Cheong and Lee Pui Ling, Angelina who are independent non-executive Directors.