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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 Group Limited**, 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 Group Limited

TOM集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2383)

**PROPOSED GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
REFRESHMENT OF 10 PER CENT. LIMIT ON THE GRANT OF OPTIONS
UNDER THE SHARE OPTION SCHEME OF TOM ONLINE INC.**

A notice convening the Annual General Meeting of TOM Group Limited to be held at the Grand Ballroom I, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Friday, 12 May 2006 at 3:30 p.m. is set out on pages 18 to 21 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 Group Limited 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.

* for identification purpose

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 31 December 2005 to be held at the Grand Ballroom I, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Friday, 12 May 2006 at 3:30 p.m., the notice of which is set out on pages 18 to 21 of this circular
“Associates”	has the meanings ascribed to it under the Listing Rules
“Board”	means the board of directors of the Company
“Code”	means the Hong Kong Code on Takeovers and Mergers
“Company”	means TOM Group Limited, a company incorporated in the Cayman Islands and whose shares are listed on the Stock Exchange
“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 the GEM
“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 13 April 2006, being the latest practicable date prior to the printing of this circular
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	means the notice convening the Annual General Meeting which is set out on pages 18 to 21 of this circular
“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

DEFINITIONS

“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
“Resolution No. 7”	means the ordinary resolution no. 7 as set out in the Notice
“SFO”	means the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong
“Share(s)”	means the share(s) of par value of HK\$0.1 each in the capital of the Company
“Share Option Scheme”	means the share option scheme adopted by TOM Online on 12 February 2004
“Shareholder(s)”	means the holders of the Share(s)
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“TOM Online”	means TOM Online Inc.
“TOM Online AGM”	means the annual general meeting of TOM Online to be held on Friday, 12 May 2006 at 2:00 p.m.
“TOM Online Board”	means the board of directors of TOM Online
“TOM Online Group”	means TOM Online and its subsidiaries
“TOM Online Share(s)”	means the share(s) of par value of HK\$0.01 each in the capital of TOM Online

LETTER FROM THE BOARD



TOM Group Limited

TOM集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2383)

Directors:

Frank John Sixt* (*Chairman*)
Tong Mei Kuen, Tommei (*Chief Executive Officer*)
Mak Soek Fun, Angela
Cheong Ying Chew, Henry#
Wu Hung Yuk, Anna#
James Sha#
Chang Pui Vee, Debbie*
Chow Woo Mo Fong, Susan*
Ip Tak Chuen, Edmond*
Lee Pui Ling, Angelina*
Wang Lei Lei*

* *Non-executive Directors*

Independent non-executive Directors

Registered office:

P.O. Box 309
Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands
British West Indies

*Head office and principal
place of business:*

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

20 April 2006

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
REFRESHMENT OF 10 PER CENT. LIMIT ON THE GRANT OF OPTIONS
UNDER THE SHARE OPTION SCHEME OF TOM ONLINE INC.**

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; (ii) the details of the retiring Directors to be re-elected at the Annual

* *for identification purpose*

LETTER FROM THE BOARD

General Meeting; and (iii) the ordinary resolution approving the refreshment of 10 per cent. limit on the grant of options under the Share Option Scheme.

GENERAL MANDATES

On 18 May 2005, 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 18 May 2005;
- (2) repurchase on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for such purpose such number of Shares with an aggregate nominal value 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 18 May 2005; 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 Repurchase 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.

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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 Articles 99 and 116 of the articles of the association of the Company, all the existing Directors 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.

REFRESHMENT OF THE 10 PER CENT. LIMIT ON THE GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME OF TOM ONLINE

Pursuant to the GEM Listing Rules, the total number of TOM Online Shares which may be issued upon the exercise of all options available to be granted by the directors of TOM Online under the Share Option Scheme and any other schemes of TOM Online may not exceed 10% of the TOM Online Shares in issue as at the date of approval or adoption of that limit by the shareholders of TOM Online. The 10 per cent. limit may be refreshed by the shareholders of TOM Online in general meeting from time to time, subject to conditions including, inter alia, approval by the Shareholders in general meeting.

By the written resolution of the then sole shareholder of TOM Online dated 16 February 2004 and the ordinary resolution of the then shareholders of the Company passed on 1 March 2004, the 10 per cent. limit has been refreshed such that the directors of TOM Online are able to grant options under the Share Option Scheme for subscription of up to 280,000,000 TOM Online Shares, being 10% of TOM Online Shares in issue on 1 March 2004.

As at the Latest Practicable Date, options to subscribe for up to 18,000,000 TOM Online Shares, representing 0.42% of the issued share capital of TOM Online as at the Latest Practicable Date, have been granted and remained outstanding under the Share Option Scheme. Since the latest refreshment of the 10 per cent. limit, no options have been exercised, lapsed or cancelled under the Share Option Scheme.

Given the growth in the size of TOM Online Group, the increase in the number of employees and the fact that the issued share capital of TOM Online has been increased substantially upon the exercise of options granted under the pre-IPO share option plan of TOM Online, the TOM Online Board wishes to retain the flexibility to be able to make new grants of options under the Share Option Scheme to employees going forward. Accordingly, the Board wishes to take this opportunity to seek the approval of the shareholders of the Company at the Annual General Meeting to refresh the aforesaid 10 per cent. limit.

LETTER FROM THE BOARD

If the 10 per cent. limit is refreshed, based on 4,255,496,162 TOM Online Shares in issue as at the Latest Practicable Date and assuming that no further TOM Online Shares are issued prior to the date of the TOM Online AGM, the directors of TOM Online will be able to grant options under the Share Option Scheme for subscription for up to 425,549,616 TOM Online Shares (which do not include those options that are outstanding, cancelled or lapsed as at the TOM Online AGM), being 10% of TOM Online Shares in issue as at the TOM Online AGM. The Directors consider that the refreshment of the 10 per cent. limit is in the interests of TOM Online, the Company and the Shareholders as a whole as it enables TOM Online to grant options to participants in its Share Option Scheme to reward and motivate them to strive for the future developments and expansion of the TOM Online Group.

The TOM Online Board expects that the grant of options in full under the refreshed 10 per cent. limit will not cause the TOM Online Shares to be issued upon exercise of all outstanding options granted and available to be granted under the Share Option Scheme and any other schemes of TOM Online to be in excess of 30% of TOM Online Shares in issue from time to time.

The refreshment of the 10 per cent. limit is conditional upon approval by the shareholders of TOM Online, approval by the Shareholders and the GEM Listing Committee of the Stock Exchange granting the approval of the listing of and permission to deal in TOM Online Shares (up to the refreshed 10 per cent. limit) which may be issued pursuant to the exercise of the options under the Share Option Scheme.

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 Friday, 12 May 2006 at 3:30 p.m. is set out on pages 18 to 21 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 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 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

LETTER FROM THE BOARD

- (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
- (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 7 to be proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board
TOM GROUP LIMITED
Tong Mei Kuen, Tommei
Chief Executive Officer
and
Executive Director

This is an explanatory statement given to all shareholders of the Company 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 10.06(1)(b) of the 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 3,893,270,558 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 389,327,055 Shares, representing approximately 10% of the issued share capital of the Company as at the Latest Practicable Date, 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 Stock Exchange 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 31 December 2005) 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 Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
April 2005	1.64	1.45
May 2005	1.54	1.39
June 2005	1.42	1.38
July 2005	1.51	1.39
August 2005	1.79	1.36
September 2005	1.56	1.36
October 2005	1.61	1.36
November 2005	1.58	1.40
December 2005	1.54	1.47
January 2006	1.62	1.47
February 2006	1.72	1.60
March 2006	1.88	1.50
From 1 April 2006 to the Latest Practicable Date	1.91	1.73

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the 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 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, by virtue of the SFO, Cheung Kong (Holdings) Limited, which is a substantial shareholder of the Company, was deemed to be interested in 1,429,024,545 Shares (representing approximately 36.71% 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 deemed interest of Cheung Kong (Holdings) Limited in the Company would be increased to approximately 40.78% of the issued share capital of the Company and such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Code.

However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in takeover obligations.

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 54, has been a non-executive Director and the chairman of the Company since 15 December 1999. He is also the chairman of TOM Online, 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 (*privatised on 15 July 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 the Law Society of the Provinces of Quebec and Ontario, Canada.

In addition, he is also the group finance director of Hutchison Whampoa Limited, a non-executive director of Cheung Kong (Holdings) Limited, and a director of Hutchison International Limited, Easterhouse Limited, 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 31 December 2005 and thereafter the appointment will be automatically renewed 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 13.51(2) of the Listing Rules.

Tong Mei Kuen, Tommei

Aged 41, has been an executive Director of the Company since 1 April 2003 and the chief executive officer of the Company since 27 January 2006. She is also the vice chairman of TOM Online. 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.

Ms. Tong is a director of Tennis Management Limited ("TML", a company incorporated in the British Virgin Islands) which is engaged in hosting and organizing sports events in Asia. Notwithstanding that TML was solvent, a petition for the winding up of TML was initiated by the then minority shareholder of TML on 8 April 2005 in the High Court of Justice in the British Virgin Islands and interim receivers

(with limited powers) were appointed. On 8 July 2005, the then shareholders of TML have entered into a deed of settlement, pursuant to which, inter alia, the aforesaid petition for winding up has been discontinued on 8 July 2005 and the receivers were removed. TML is now owned as to 100% by the Group.

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

Ms. Tong has entered into a continuous service contract with the Group commencing from 17 March 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. Ms. Tong is entitled to the annual basic salary of HK\$1,502,040 and certain benefits, and a bonus payable for each twelve months period at the discretion of the Board. 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 13.51(2) of the Listing Rules.

Mak Soek Fun, Angela

Aged 41, has been an executive Director of the Company since 16 March 2006 and Head Corporate General Counsel of the Company since January 2000. She has also been the Company Secretary of the Company until 15 March 2006 and has been appointed a non-executive director of TOM Online with effect from 3 April 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. Prior to joining the Company, she was a senior group legal counsel of Hutchison Whampoa Limited.

Ms. Mak has personal interests in 44,000 shares and 9,026,000 share options of the Company and personal interests in 2,488 shares of TOM Online within the meaning of Part XV of the SFO.

Ms. Mak has entered into a continuous service contract with the Group commencing from 1 January 2000. 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 annual basic salary of HK\$1,104,192 and certain benefits, and a bonus payable for each twelve months period at the discretion of the Board. 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 13.51(2) of the Listing Rules.

Cheong Ying Chew, Henry

Aged 58, has been an independent non-executive Director of the Company since 21 January 2000. He holds a Bachelor of Science degree in Mathematics and a Master of Science degree in Operational Research and Management. He is also an independent non-executive director of Cheung Kong Infrastructure Holdings Limited, Excel Technology International Holdings Limited and Forefront International Holdings Limited, all being listed companies in Hong Kong. Mr. Cheong is a member of the Process Review Panel for the Securities and Futures Commission (“SFC”), a member of the Committee on Real Estate Investment Trusts of the SFC, a member of the GEM Listing Committee, Main Board Listing Committee and Derivatives Market Consultative Panel of the Hong Kong Exchanges and Clearing Limited and also a member of the Corporate Advisory Council of the Hong Kong Securities Institute.

In addition, he is also an independent non-executive director of Cheung Kong (Holdings) Limited, which is a substantial shareholder of the Company within the meaning of Part XV of the SFO.

Mr. Cheong has entered into a letter of service with the Company for a term of 12 months until 31 December 2005 and thereafter the appointment will be automatically renewed 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\$100,000 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 13.51(2) of the Listing Rules.

Wu Hung Yuk, Anna

Aged 55, has been an independent non-executive Director of the Company since 25 August 2003. She is a qualified solicitor. She holds a Bachelor of Laws degree and the Postgraduate Certificate in Laws from the University of Hong Kong. She was a non-executive director of the Securities & Futures Commission up until end of 2004 and a non-executive director of the Mandatory Provident Fund Schemes Authority up until mid March 2005. Previously she was the chairperson of the Equal Opportunities Commission, chairperson of the Operations Review Committee of the Independent Commission Against Corruption, chairperson of the Consumer Council and a member of the Legislative Council.

Ms. Wu has entered into a letter of service with the Company for a term of 12 months until 31 December 2005 and thereafter the appointment will be automatically renewed 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\$100,000 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 13.51(2) of the Listing Rules.

James Sha

Aged 55, was appointed as a non-executive Director of the Company on 12 May 2000. He has been re-designated as an independent non-executive Director of the Company with effect from 4 August 2004. He has held senior positions with a number of large Internet-related companies. Since November 1999, he has been a managing partner with Spring Creek Ventures, a partnership specialising in early stage venture investment and business consultation with Internet and infrastructure companies. He is currently serving on the board of directors of several start-up companies. His board memberships include Appstream, Acela, Aduva, E21, LiveABC, Optoplex and Mediostream. He also served as the chief executive officer for Sina.com. Prior to that, he was the senior vice president, Commerce Solutions, at Netscape Communications. He has also held senior positions with Actra Business Systems, Oracle's UNIX Product Division and the Advanced Systems Division of Wyse Technology. He holds a Master of Science degree in Electronic Engineering and Computer Science from the University of California, Berkeley, a Master of Business degree from Santa Clara University and a Bachelor of Science degree in Electronic Engineering from Taiwan University.

Mr. Sha has interests in 15,000,000 share options in the Company within the meaning of Part XV of the SFO.

Mr. Sha has entered into a letter of service with the Company for a term of 12 months until 31 December 2005 and thereafter the appointment will be automatically renewed 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\$100,000 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 13.51(2) of the Listing Rules.

Chang Pui Vee, Debbie

Aged 55, has been a non-executive Director of the Company since 5 October 1999. She holds a Bachelor of Arts degree from Hunter College, New York City. She has been directing business development in Mainland China for a number of years and is a director of Orient Overseas Developments Ltd. and Beijing Oriental Plaza Company Ltd. Ms. Chang is a member of the People's Consultative Party of Beijing, Eastern City District.

Ms. Chang is a director of Cranwood Company Limited, Schumann International Limited ("Schumann") and Handel International Limited ("Handel"), which are substantial shareholders of the Company within the meaning of Part XV of the SFO. In addition, she also has indirect shareholding interests in Schumann and Handel.

Ms. Chang has entered into a letter of service with the Company for a term of 12 months until 31 December 2005 and thereafter the appointment will be automatically renewed 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 13.51(2) of the Listing Rules.

Chow Woo Mo Fong, Susan

Aged 52, has been a non-executive Director of the Company since 5 October 1999. She is an alternate director to the chairman of TOM Online and an executive director of Cheung Kong Infrastructure Holdings Limited and Hutchison Harbour Ring Limited. She is also a non-executive director of Hongkong Electric Holdings Limited, a director of Hutchison Telecommunications (Australia) Limited, Partner Communications Company Ltd. and Hutchison Global Communications Holdings Limited (*privatised on 15 July 2005*) and an alternate director to the chairman of Hutchison Telecommunications International Limited ("Hutchison Telecommunications International"). She was previously a non-executive director of Hutchison Telecommunications International (*resigned on 21 December 2005*). Mrs. Chow is a solicitor and holds a Bachelor's degree in Business Administration.

In addition, she is the deputy group managing director of Hutchison Whampoa Limited, and a director of Hutchison International Limited and Easterhouse Limited, which are substantial shareholders of the Company within the meaning of Part XV of the SFO.

Mrs. Chow has entered into a letter of service with the Company for a term of 12 months until 31 December 2005 and thereafter the appointment will be automatically renewed 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 13.51(2) of the Listing Rules.

Ip Tak Chuen, Edmond

Aged 53, has been a non-executive Director of the Company since 15 October 1999. He is also the deputy chairman of Cheung Kong Infrastructure Holdings Limited and the senior vice president and chief investment officer of CK Life Sciences Int'l., (Holdings) Inc. and a non-executive director of CATIC International Holdings Limited, Excel Technology International Holdings Limited and Shougang Concord International Enterprises Limited. Mr. Ip previously held directorships as non-executive director of the following listed companies in Hong Kong: ehealthcareasia Limited (renamed as “Wanji Pharmaceutical Holdings Limited”) (*resigned on 30 November 2001*), Paul Y. – ITC Construction Holdings Limited (*resigned on 7 December 2001*), Town Health International Holdings Company Limited (*resigned on 5 August 2002*), Trasy Gold Ex Limited (*resigned on 28 May 2003*) and Hanny Holdings Limited (*resigned on 1 September 2005*). He holds a Master of Science degree in Business Administration and a Bachelor of Arts degree in Economics.

In addition, he is the deputy managing director of Cheung Kong (Holdings) Limited, and a director of Cheung Kong Investment Company Limited, Cheung Kong Holdings (China) Limited, Sunnylink Enterprises Limited and Romefield Limited, which are substantial shareholders of the Company within the meaning of Part XV of the SFO.

Mr. Ip has entered into a letter of service with the Company for a term of 12 months until 31 December 2005 and thereafter the appointment will be automatically renewed 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 13.51(2) of the Listing Rules.

Lee Pui Ling, Angelina

Aged 57, was appointed as an independent non-executive Director of the Company on 28 January 2000. She has been re-designated as a non-executive Director of the Company with effect from 4 August 2004. She is a non-executive director of Cheung Kong Infrastructure Holdings Limited and Henderson Land Development Company Limited, and an independent non-executive director of Great Eagle Holdings Limited. She was an independent non-executive director of Kerry Properties Limited up until end of September 2004. She is active in public service and currently serves on a number of statutory, advisory and appeal committees. She 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.

Mrs. Lee has entered into a letter of service with the Company for a term of 12 months until 31 December 2005 and thereafter the appointment will be automatically renewed 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\$100,000 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 13.51(2) of the Listing Rules.

Wang Lei Lei

Aged 32, has been a non-executive Director of the Company since 9 December 2002. He is also the chief executive officer and an executive director of TOM Online in charge of the overall management since September 2003. Mr. Wang was appointed as a director of Beijing Super Channel Network Limited ("Beijing Super Channel") in December 2002, a general manager of Beijing Super Channel in November 2000, a director of Shanghai Super Channel Network Limited in March 2003, a director of Shenzhen Freenet Information Technology Company Limited in April 2001, an executive director of Beijing Lei Ting Wan Jun Network Technology Limited ("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 the Company 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.

Mr. Wang has personal interests in 300,000 shares and 15,930,000 share options of the Company, and 139,264,000 share options of TOM Online 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 continuous service contract with TOM Online commencing from 1 January 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 annual basic salary of HK\$1,054,000 and certain benefits. In addition, he is entitled to an annual bonus payable for each twelve months period completed commencing on 1 January 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 of directors of TOM Online. 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 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



TOM Group Limited

TOM集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2383)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “Annual General Meeting”) of the shareholders of TOM Group Limited (the “Company”) will be held at the Grand Ballroom I, Harbour Plaza Hong Kong, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Friday, 12 May 2006 at 3:30 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 31 December 2005;
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 20 April 2006 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 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;

* for identification purpose

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise 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;
- (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 Stock Exchange 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 authorised 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.”

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.”

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT conditional on (a) approval by the shareholders of TOM Online Inc. (“TOM Online”), and (b) the Listing Committee of the Growth Enterprise Market of the Stock Exchange granting the approval of the listing of and permission to deal in the shares in TOM Online which may be issued pursuant to the exercise of any options to be granted under the share option scheme of TOM Online adopted on 12 February 2004 (“Share Option Scheme”) and any other schemes of TOM Online, the total number of shares of HK\$0.01 in the capital of TOM Online (“TOM Online Shares”) to be allotted and issued pursuant to the grant or exercise of any options under the Share Option Scheme and any other schemes of TOM Online (excluding those previously granted, outstanding, cancelled and lapsed in accordance with the Share Option Scheme as at the date of passing of the relevant resolution by the shareholders of TOM Online) be and is hereby subject to a maximum limit equal to 10 per cent. of the shares of TOM Online in issue at the date of passing of the relevant resolution by the shareholders of TOM Online (the “10 per cent Limit”) and that the directors of TOM Online be and are hereby unconditionally authorized, at their absolute discretion, to grant options to subscribe for TOM Online Shares up to the 10 per cent. Limit and to exercise all the powers of TOM Online to allot, issue and deal with TOM Online Shares pursuant to the exercise of subscription rights under such options.”

By Order of the Board
TOM GROUP LIMITED
Pessy Yu
Company Secretary

Hong Kong, 20 April 2006

Head office and principal place of business:

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 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).