TOM Group Limited

TOM集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2383)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING (THE "MEETING") OF TOM GROUP LIMITED TO BE HELD AT THE CONFERENCE ROOM, REGUS CONFERENCE CENTRE, 35TH FLOOR, CENTRAL PLAZA, 18 HARBOUR ROAD, WANCHAI, HONG KONG ON WEDNESDAY, 25 APRIL 2007 AT 3:00 P.M. (OR AT ANY ADJOURNMENT THEREOF)

I/We *(Note 1)* ____________________

of ____________________

being the registered holder(s) of ____________________ shares of HK$0.10 each *(Note 2)*

in the capital of TOM Group Limited (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**

or *(Note 3)* ____________________ of ____________________

or failing him ____________________ of ____________________

to act as my/our proxy to attend, act and vote on my/our behalf at the Meeting of the Company to be held at the Conference Room, Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 25 April 2007 at 3:00 p.m. and at any adjournment thereof, as the case may be, for the purpose of considering and, if thought fit, passing the Ordinary Resolution set out in the notice dated 11 April 2007 convening the Meeting.

Please indicate with a "✓" in the spaces provided how you wish your votes to be cast on a poll. Should this form be returned duly signed but without a specific direction, the proxy will vote or abstain at his/her discretion.

ORDINARY RESOLUTION	FOR *(Note 4)*	AGAINST *(Note 4)*
To approve the proposal for the privatisation of TOM Online Inc. by the Company by way of a scheme of arrangement and the conditional offer to the holders of the outstanding share options granted under the pre-IPO share option plan and the share option scheme of TOM Online Inc.		

Dated ____________________ Signature *(Note 5)* ____________________

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING**" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE ORDINARY RESOLUTION, TICK BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE ORDINARY RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to complete the box will entitle your proxy to cast his/her vote at his/her discretion.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
6. To be valid, this form of proxy, together with the 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 Meeting (or any adjournment thereof).
7. In the case of joint holders of a share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders is present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish, but the authority of your proxy will become invalid forthwith.

* *for identification purpose*