



TOM Group Limited

TOM集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2383)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of TOM Group Limited ("TOM") will 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. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution which will be proposed as an ordinary resolution of TOM:

ORDINARY RESOLUTION

"THAT:

- (a) the proposal for the privatisation of TOM Online Inc. ("TOM Online") by TOM Group Limited ("TOM") by way of a scheme of arrangement under Section 86 of the Companies Law Cap.22 (Law 3 of 1961), as consolidated and revised of the Cayman Islands (the "Scheme"), involving the cancellation of all the shares of HK\$0.01 each in the share capital of TOM Online held by shareholders of TOM Online (other than TOM, Cranwood Company Limited, Handel International Limited, Schumann International Limited and Devine Gem Management Limited) (the "Scheme Shares") at the cancellation price of HK\$1.520 per Scheme Share (the "Cancellation Price") payable by TOM in cash, subject to and conditional upon the conditions set out in the circular of TOM dated 11 April 2007 (the "Share Proposal"), be and is hereby approved and the board of directors of TOM be and is hereby authorised to do all acts and to enter into such transactions and arrangements, including but not limited to, the payment by TOM of the Cancellation Price to any connected persons of TOM in consideration for the cancellation of his/her/its interest in the shares of TOM Online, as may be necessary or expedient in order to give effect to the Scheme and the Share Proposal; and
- (b) the conditional offer by or on behalf of TOM to the holder(s) of the outstanding share options granted under the pre-IPO share option plan adopted by TOM Online on 12 February 2004 and the share option scheme adopted by TOM Online on 12 February 2004 (the "Option Proposal"), subject to and conditional upon the Scheme becoming effective, be and is hereby approved and the board of directors of TOM be and is hereby authorised to do all acts and to enter into such transactions and arrangements, including but not limited to, the payment by TOM of the Option Proposal price to any connected persons of TOM, as may be necessary or expedient in order to give effect to the Option Proposal."

By Order of the Board
TOM GROUP LIMITED
Pessy Yu

Company Secretary

Hong Kong, 11 April 2007

Head office and principal place of business:

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

Notes:

1. A member of TOM entitled to attend and vote at the Extraordinary 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 TOM.
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 TOM 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 Extraordinary General Meeting (or any adjournment thereof).

* for identification purpose