

CHINANET ONLINE HOLDINGS, INC.
EMPLOYEE ACKNOWLEDGEMENT
OF RECEIPT OF
EMPLOYEE PROTECTION (WHISTLEBLOWER) POLICY

It is the intent of the Company to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support the organization's goal of legal compliance. The support of all employees is necessary to achieve compliance with various laws and regulations. An employee is protected from retaliation only if the employee brings the alleged unlawful activity, policy, or practice to the attention of the Company and provides the Company with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees that comply with the Company's Employee Protection (Whistleblower Policy) attached herewith.

The Company will not retaliate against an employee who, in good faith and on the basis of reasonable belief, makes a report or disclosure under the Company's Employee Protection (Whistleblower Policy) that an activity, policy or practice of the Company or one or more of its employees, or of another individual or entity with whom the Company has a business relationship, is in violation of law, regulation, a clear mandate of public policy.

My signature below indicates my receipt and understanding of the Company's Employee Protection (Whistleblower Policy) attached herewith and summarized above. I also verify that I have been provided with an opportunity to ask questions about such policy.

Employee Signature

Date

CHINANET ONLINE HOLDINGS, INC.

EMPLOYEE PROTECTION (WHISTLEBLOWER POLICY)

GENERAL

ChinaNet Online Holdings, Inc. and its subsidiaries (collectively, the “Company”) requires its directors, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities on behalf of the Company. As employees and representatives of the Company, the Company’s directors, officers, and employees must practice honesty and integrity in fulfilling their duties and complying with all applicable laws and regulations.

In this regard, any employee who believes the Company is violating any applicable laws, regulations or public policy is encouraged to report the alleged illegal activities in accordance with this Whistleblower Policy.

REPORTING RESPONSIBILITY

It is the responsibility of all directors, officers, and employees to comply with and to report violations or suspected violations in accordance with this Whistleblower Policy.

NO RETALIATION

No director, officer, or employee who in good faith reports a violation in accordance with this Whistleblower Policy shall suffer harassment, retaliation, or adverse employment consequences. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Company prior to seeking resolution outside the Company.

REPORTING VIOLATIONS

In accordance with the Company’s open door policy, all employees are encouraged to share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee’s supervisor is in the best position to address an area of concern. However, if the employee is not comfortable speaking with such supervisor or the employee is not satisfied with such supervisor’s response, the employee is encouraged to speak with anyone in management with whom he or she is comfortable. Supervisors and managers are required to report suspected violations to the Company’s chief operating officer (who will act as compliance officer in connection with this Whistleblower Policy), or, if they are not comfortable speaking with such person, to legal counsel to the Company, or to a member of the Audit Committee of the Board of Directors of the Company (the “Audit Committee”). Any complaint received by legal counsel to the Company will be discussed by such counsel directly with the Audit Committee.

HANDLING OF REPORTED VIOLATIONS

The Company's chief operating officer will act as compliance officer in connection with this Whistleblower Policy and is responsible for investigating and resolving all reported complaints and allegations concerning violations and, at his/her discretion, shall advise the Board of Directors of the Company (the "Board") or the Audit Committee of any reports, provided that, if the chief operating officer is the subject of any reports, then such reports shall be handled as directed by the Audit Committee or the Board.

The Company's chief operating officer or legal counsel will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly reviewed and appropriate investigatory and/or corrective action will be taken if warranted by such review.

ACCOUNTING AND AUDITING MATTERS

The Audit Committee shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Company's chief operating officer or legal counsel, as the case may be, shall immediately notify the Audit Committee of any such complaint and work with the committee until the matter is resolved.

ACTING IN GOOD FAITH

Anyone filing a complaint concerning a violation or suspected violation of this policy must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of this policy. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

CONFIDENTIALITY

Violations or suspected violations may be submitted by an employee on a confidential basis or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

WHISTLEBLOWER POLICY COMPLIANCE OFFICER

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March 30, 2011 – EXHIBIT A

CHINANET LEGAL COUNSEL

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