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TOM Online Inc.

TOM 在線有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8282)

**APPOINTMENT OF NON-EXECUTIVE DIRECTOR  
AND  
CHANGE OF COMPANY SECRETARY**

The Board is pleased to announce that Ms. Angela Mak has been appointed as a Non-executive Director of the Company with effect from 3 April 2006.

In addition, Ms. Pessy Yu has been appointed as the Company Secretary of the Company in place of Ms. Angela Mak with effect from 16 March 2006.

**Appointment of Non-Executive Director**

The board of directors (the “Board”) of TOM Online Inc. (the “Company”) is pleased to announce that Ms. Angela Mak has been appointed as a Non-executive Director of the Company with effect from 3 April 2006.

Ms. Mak, aged 41, has been the Company Secretary of the Company since 29 August 2001. 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.

She is also the head corporate general counsel and has been appointed as an executive director of TOM Group Limited (“TOM Group”), a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”), with effect from 16 March 2006. Prior to joining TOM Group, she was a senior group legal counsel of Hutchison Whampoa Limited.

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

Ms. Mak has entered into a letter of service with the Company commencing from 3 April 2006 until

31 December 2006 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 in relation to the appointment of Ms. Mak that need to be brought to the attention of the shareholders of the Company and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

### **Change of Company Secretary**

The Board further announces that Ms. Pessy Yu has been appointed as the Company Secretary of the Company in place of Ms. Angela Mak with effect from 16 March 2006. Ms. Yu joined TOM Group in April 2001 and was appointed as Senior Legal Counsel in 2003. She holds a Master of Arts degree in Jurisprudence from the Oxford University and has been admitted as a solicitor in Hong Kong, and England and Wales.

By Order of the Board  
**TOM ONLINE INC.**  
**Tommei Tong**  
Vice Chairman

Hong Kong, 16 March 2006

*As at the date hereof, the directors of the Company are:*

|                             |  |   |
|-----------------------------|--|---|
| <i>Executive Directors:</i> | <i>Non-executive Directors:</i>        | <i>Independent non-executive Directors:</i> |
| <i>Mr. Wang Lei Lei</i>     | <i>Mr. Frank Sixt (Chairman)</i>       | <i>Mr. Gordon Kwong</i>                     |
| <i>Mr. Jay Chang</i>        | <i>Ms. Tommei Tong (Vice Chairman)</i> | <i>Mr. Ma Wei Hua</i>                       |
| <i>Mr. Peter Schloss</i>    |  | <i>Dr. Lo Ka Shui</i>                       |
| <i>Ms. Elaine Feng</i>      | <i>Alternate Director:</i>             |   |
| <i>Mr. Fan Tai</i>          | <i>Mrs. Susan Chow</i>                 |   |
| <i>Mr. Wu Yun</i>           | <i>(Alternate to Mr. Frank Sixt)</i>   |   |

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:- (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statements in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the website of the Company at [www.tom.com](http://www.tom.com).*

*\* for identification purpose*