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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)

RESULTS OF ANNUAL GENERAL MEETING

At the Annual General Meeting of TOM Online Inc. (the “Company”) held on 12 May 2006 (the “AGM”), all the resolutions were duly passed by the shareholders of the Company by way of poll and the voting details are as follows:

ORDINARY RESOLUTIONS		For	Against
1.	To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2005.	3,500,562,743	519,840
2.	(a) To re-elect Mr. Frank John Sixt as a director.	3,507,942,503	22,000
	(b) To re-elect Ms. Tong Mei Kuen, Tommei as a director.	3,507,934,503	22,000
	(c) To re-elect Mr. Wang Lei Lei as a director.	3,507,942,503	22,000
	(d) To re-elect Mr. Jay Kenneth Chang as a director.	3,507,942,503	22,000
	(e) To re-elect Mr. Peter Andrew Schloss as a director.	3,507,938,503	22,000
	(f) To re-elect Ms. Feng Jue, Elaine as a director.	3,507,880,103	22,000
	(g) To re-elect Mr. Fan Tai as a director.	3,507,928,103	22,000
	(h) To re-elect Mr. Wu Yun as a director.	3,507,928,103	22,000
	(i) To re-elect Mr. Kwong Che Keung, Gordon as a director.	3,507,957,526	23,777
	(j) To re-elect Mr. Ma Wei Hua as a director.	3,507,953,526	23,777
	(k) To re-elect Dr. Lo Ka Shui as a director.	3,507,953,526	23,777
	(l) To re-elect Ms. Mak Soek Fun, Angela as a director.	3,507,903,303	22,000
3.	To re-appoint PricewaterhouseCoopers as auditors and authorise the board of directors to fix their remuneration.	3,500,682,743	589,680
4.	To grant a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this resolution.	3,349,752,751	151,262,712
5.	To grant a general mandate to the directors to repurchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this resolution.	3,499,703,463	1,486,800

6.	To extend the general mandate granted to the directors to allot, issue and deal with additional shares by the amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company.	3,495,138,343	5,823,520
7.	To approve the refreshment of 10 per cent. limit on the grant of options under the share option scheme of the Company.	3,349,700,751	151,281,352

The total number of shares entitling the holder to attend and vote for or against all the resolutions at the AGM was 4,258,337,423 shares.

No shareholders were required to abstain from voting on any of the resolutions at the AGM nor any person has indicated in the circular containing the notice of the AGM that he/she/it intends to abstain from voting on or voting against any of the resolutions at the AGM.

Computershare Hong Kong Investor Services Limited acted as scrutineer for the vote-taking at the AGM.

By Order of the Board
TOM ONLINE INC.
Pessy Yu
Company Secretary

Hong Kong, 12 May 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>Ms. Angela Mak</i>	<i>Dr. Lo Ka Shui</i>
<i>Ms. Elaine Feng</i>		
<i>Mr. Fan Tai</i>	<i>Alternate Director:</i>	
<i>Mr. Wu Yun</i>	<i>Mrs. Susan Chow</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 statement 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 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.

**for identification purpose*