

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



TOM Group Limited

TOM集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2383)

CONTINUING CONNECTED TRANSACTIONS

The Board announces that on 3 December 2009, certain subsidiaries of the Company have entered into the Tenancy Agreements with Beijing Oriental in relation to the renewal of the lease of certain premises in Oriental Plaza.

As Beijing Oriental is a connected person of the Company by virtue of being an associate of CKH, a substantial shareholder of the Company, the aggregated transactions contemplated under the Tenancy Agreements constituted continuing connected transactions for the Company under Chapter 14A of the Listing Rules. However, as each of the applicable percentage ratios for the transactions contemplated under the Tenancy Agreements, on aggregate and annual basis, is less than 2.5%, such transactions are only subject to the reporting and announcement requirements and no independent shareholders' approval is required.

BACKGROUND

Reference is made to the announcement of the Company dated 20 November 2006 in respect of the Previous Tenancy Agreements with Beijing Oriental for the lease of certain premises in Oriental Plaza which constituted continuing connected transactions for the Company under the Listing Rules. As the Previous Tenancy Agreements will expire on 14 December 2009, certain subsidiaries of the Company have entered into the Tenancy Agreements with Beijing Oriental to renew the Previous Tenancy Agreements for the lease of certain premises in Oriental Plaza.

TENANCY AGREEMENTS

(1) *Tenancy agreement - premises on 5/F., Tower W3, Oriental Plaza*

Date: 3 December 2009

Landlord: Beijing Oriental

Tenant: 北京雷霆無極網絡科技有限公司, a subsidiary of the Company

Premises: Rooms 7 & 8, 5/F., Tower W3, Oriental Plaza with total gross floor area of approximately 656 sq.m.

Term: 3 years commencing from 15 December 2009 to 14 December 2012 (both days inclusive)

Rent: RMB93,808 per month (exclusive of rates and other outgoing charges), payable in advance on the first day of each calendar month during the lease period

Management fee: RMB22,960 per month

Annual Caps: RMB1,213,600 for the year ending 31 December 2010
RMB1,213,600 for the year ending 31 December 2011
RMB1,055,758 for the year ending 31 December 2012

The above Annual Caps are calculated with reference to the annual total amount of the rent and management fee payable to Beijing Oriental under this tenancy agreement.

(2) *Tenancy agreement - premises on 8/F., Tower W3, Oriental Plaza*

Date: 3 December 2009

Landlord: Beijing Oriental

Tenants: (1) 北京訊能網絡有限公司
(2) 北京紅帆網神數據網絡技術有限公司
(3) 北京雷霆無極網絡科技有限公司
(4) 北京雷系科技發展有限公司
(5) 北京申達宏通信息技術有限公司
(6) 北京幻劍書盟科技發展有限公司
(7) 北京雷霆萬鈞網絡科技有限責任公司
(8) 悅音時代文化傳播(北京)有限公司
(9) 北京博訊融通信息技術有限公司
(10) 北京東葵林信息技術有限公司
(all being subsidiaries of the Company)

Premises: Rooms 1-12, 8/F., Tower W3, Oriental Plaza with total gross floor area of approximately 3,074 sq.m.

Term: 3 years commencing from 15 December 2009 to 14 December 2012 (both days inclusive)

Total rent: RMB439,582 per month (exclusive of rates and other outgoing charges),

amount: payable in advance on the first day of each calendar month during the lease period

Total management fee: RMB107,590 per month

Annual Caps: RMB5,686,900 for the year ending 31 December 2010
RMB5,686,900 for the year ending 31 December 2011
RMB4,947,256 for the year ending 31 December 2012

The above Annual Caps are calculated with reference to the annual total amount of the rent and management fee payable to Beijing Oriental under this tenancy agreement.

(3) *Tenancy agreement - premises on 9/F., Tower W3, Oriental Plaza*

Date: 3 December 2009

Landlord: Beijing Oriental

Tenants: (1) 諾定(中國)投資有限公司
(2) TOM Group International Limited Beijing Representative Office
(3) 上海唐碼城邦諮詢有限公司北京分公司
(4) China Entertainment Television Broadcast Limited Beijing Representative Office
(5) 北京雷系科技發展有限公司
(6) 北京靈訊互動科技發展有限公司
(7) 北京長通聯合寬帶網絡技術有限公司
(8) 北京唐碼國際廣告有限公司
(9) 北京鯊威亞太網絡有限公司
(10) 北京唐碼互動科技文化有限公司
(11) 北京唐碼傳媒廣告有限公司
(12) 深圳市佳佳影視文化傳播有限公司
(13) 廣東羊城廣告有限公司
(14) 鯊威亞太(北京)科技有限公司
(15) 北京鯊威信息技術有限公司
(16) 鯊威(北京)科技有限公司
(all being subsidiaries of the Company)

Premises: Rooms 1-8, 9/F., Tower W3, Oriental Plaza with total gross floor area of approximately 2,312 sq.m.

Term: 3 years commencing from 15 December 2009 to 14 December 2012 (both days inclusive)

Total rent amount: RMB330,616 per month (exclusive of rates and other outgoing charges), payable in advance on the first day of each calendar month during the lease period

Total management fee: RMB80,920 per month

Annual Caps: RMB4,277,200 for the year ending 31 December 2010
RMB4,277,200 for the year ending 31 December 2011
RMB3,720,903 for the year ending 31 December 2012

The above Annual Caps are calculated with reference to the annual total amount of the rent and management fee payable to Beijing Oriental under this tenancy agreement.

REASONS FOR ENTERING INTO THE TENANCY AGREEMENTS

Certain subsidiaries of the Company have been leasing certain premises in Oriental Plaza as the office premises under the Previous Tenancy Agreements which will expire on 14 December 2009. The Company considers it beneficial to renew the Previous Tenancy Agreements for the lease of the premises in Oriental Plaza as office premises of the Group in view of the prime location of Oriental Plaza and the saving of relocation costs. The Tenancy Agreements provide for rent-free periods which are spread over a period of 3 years.

The Directors (including the independent non-executive Directors) consider that the transactions contemplated under the Tenancy Agreements are entered on normal commercial terms and in the ordinary and usual course of business of the Group. The rental payable under the Tenancy Agreements was determined at arm's length negotiation with reference to the size of the premises, the length of the lease term and the long-term tenant relationship. The Directors (including the independent non-executive Directors) are also of the view that the terms of, and the relevant Annual Caps under the Tenancy Agreements are fair and reasonable and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As Beijing Oriental is a connected person of the Company by virtue of being an associate of CKH, a substantial shareholder of the Company, the aggregated transactions contemplated under the Tenancy Agreements constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules. However, as each of the applicable percentage ratios for the transactions contemplated under the Tenancy Agreements, on aggregate and annual basis, is less than 2.5%, such transactions are only subject to the reporting and announcement requirements and no independent shareholders' approval is required.

GENERAL

The Company is listed on the Main Board of the Stock Exchange. A leading Chinese-language media group in the Greater China region, the Group has diverse business interests in four key areas: Internet, outdoor media, publishing and television & entertainment across markets in the PRC, Taiwan and Hong Kong.

DEFINITIONS

“Annual Caps” the maximum annual amounts payable by the relevant subsidiaries of the Company to Beijing Oriental under the Tenancy Agreements

“associate”, “connected person”, “substantial shareholder”	each has the meaning ascribed to it in the Listing Rules
“Beijing Oriental”	北京東方廣場有限公司, a company organised and existing under the laws of the PRC and an associate of CKH. Beijing Oriental is engaged in the property investment in the PRC
“Board”	the board of directors of the Company
“CKH”	Cheung Kong (Holdings) Limited, a company incorporated in Hong Kong with limited liability, whose shares are listed on the Main Board of the Stock Exchange
“Company”	TOM Group Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Oriental Plaza”	Oriental Plaza located at No.1 East Chang An Avenue, Dong Cheng District, Beijing, the PRC
“PRC”	the People’s Republic of China
“Previous Tenancy Agreements”	collectively, (1) the tenancy agreement dated 20 November 2006 entered into between 諾定(中國)投資有限公司 and Beijing Oriental in relation to the lease of Rooms 3, 4, 5, 6B & 7B, 9/F., Tower W3, Oriental Plaza; (2) the tenancy agreement dated 20 November 2006 entered into between 北京訊能網絡有限公司 and Beijing Oriental in relation to the lease of Rooms 1-12, 8/F., Tower W3, Oriental Plaza; (3) the tenancy agreement dated 20 November 2006 entered into between 北京雷霆無極網絡科技有限公司 and Beijing Oriental in relation to the lease of Rooms 7 & 8, 5/F., Tower W3, Oriental Plaza; and (4) the tenancy agreement dated 20 November 2006 entered into between TOM Group International Limited Beijing Representative Office and Beijing Oriental in relation to the lease of Rooms 1, 2, 6A, 7A & 8, 9/F., Tower W3, Oriental Plaza
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tenancy Agreements”	collectively, (1) the tenancy agreement dated 3 December 2009 entered into between 北京雷霆無極網絡科技有限公司 and Beijing Oriental in relation to the lease of Rooms 7 & 8, 5/F., Tower W3, Oriental Plaza; (2)

the tenancy agreement dated 3 December 2009 entered into between 10 subsidiaries of the Company and Beijing Oriental in relation to the lease of Rooms 1-12, 8/F., Tower W3, Oriental Plaza; and (3) the tenancy agreement dated 3 December 2009 entered into between 16 subsidiaries of the Company and Beijing Oriental in relation to the lease of Rooms 1-8, 9/F., Tower W3, Oriental Plaza

“RMB”

Renminbi, the lawful currency of the PRC

By Order of the Board
TOM GROUP LIMITED
Angela Mak
Executive Director

Hong Kong, 3 December 2009

As at the date hereof, the Directors are:

Executive Directors:

Mr. Yeung Kwok Mung
Ms. Angela Mak

Non-executive Directors:

Mr. Frank Sixt (Chairman)
Ms. Debbie Chang
Mrs. Susan Chow
Mr. Edmond Ip
Mrs. Angelina Lee

*Independent non-executive
Directors:*

Mr. Henry Cheong
Ms. Anna Wu
Mr. James Sha

Alternate Director:

Mr. Francis Meehan
*(Alternate to each of Mr. Frank
Sixt, Ms. Debbie Chang, Mrs.
Susan Chow and Mr. Edmond Ip)*

**for identification purpose*