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TOM Group Limited

TOM集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2383)

CONTINUING CONNECTED TRANSACTION

The Board announces that on 26 March 2013, TOM International entered into the Tenancy Agreement with the Landlord in relation to the lease of the Premises.

As the Landlord is a connected person of the Company by virtue of being an associate of CKH, a substantial shareholder of the Company, the transaction contemplated under the Tenancy Agreement constituted a continuing connected transaction for the Company under Chapter 14A of the Listing Rules. However, as each of the applicable percentage ratios for the transaction contemplated under the Tenancy Agreement is, on annual basis, less than 5%, such transaction is only subject to the reporting and announcement requirements of the Listing Rules and no independent shareholders' approval is required.

TENANCY AGREEMENT

Date:	26 March 2013
Landlord:	The Center (48) Limited
Tenant:	TOM International
Premises:	The entire 48 th Floor, The Center, 99 Queen's Road Central, Central, Hong Kong with gross floor area of approximately 25,563 sq. ft.
Term:	3 years commencing from 1 April 2013 to 31 March 2016 (both dates inclusive)

** for identification purpose*

Rent:	HK\$1,227,100 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:	HK\$114,267 per month (subject to revision)
Annual Caps:	HK\$12,073,000 for the nine months ending 31 December 2013 HK\$16,234,000 for the year ending 31 December 2014 HK\$16,385,000 for the year ending 31 December 2015 HK\$4,138,000 for the three months ending 31 March 2016

The above Annual Caps are calculated with reference to the annual total amount of the rent and management fee payable to the Landlord under the Tenancy Agreement.

REASONS FOR ENTERING INTO THE TENANCY AGREEMENT

TOM International has been leasing the Premises as the Group's headquarter in Hong Kong under the Previous Tenancy Agreement which will expire on 31 March 2013. On 26 March 2013, TOM International entered into the Tenancy Agreement with the Landlord continuing its lease of the Premises taking into account the prime location of the Premises and to save relocation costs.

The Directors (including the independent non-executive Directors) consider that the transaction contemplated under the Tenancy Agreement is entered on normal commercial terms and in the ordinary and usual course of business of the Group. The rental payable under the Tenancy Agreement 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 Agreement are fair and reasonable and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As the Landlord is a connected person of the Company by virtue of being an associate of CKH, a substantial shareholder of the Company, the transaction contemplated under the Tenancy Agreement constituted a continuing connected transaction for the Company under Chapter 14A of the Listing Rules. However, as each of the applicable percentage ratios for the transaction contemplated under the Tenancy Agreement is, on annual basis, less than 5%, such transaction is only subject to the reporting and announcement requirements of the Listing Rules 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 five key areas: mobile Internet, e-commerce, outdoor media, publishing and television & entertainment across markets in the PRC, Taiwan and Hong Kong.

DEFINITIONS

“Annual Caps”	the maximum annual amount payable by TOM International under the Tenancy Agreement
“associate”, “connected person”, “substantial shareholder”	each has the meaning ascribed to it in the Listing Rules
“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
“Landlord”	The Center (48) Limited, an indirect wholly-owned subsidiary of CKH. Its principal business is property investment
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Premises”	the entire 48 th Floor, The Center, 99 Queen’s Road Central, Central, Hong Kong
“Previous Tenancy Agreement”	the tenancy agreement dated 26 March 2010 entered into between TOM International and the Landlord in relation to the lease of the Premises
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Tenancy Agreement”	the tenancy agreement dated 26 March 2013 entered into between TOM International and the Landlord in relation to the lease of the Premises
“TOM International”	TOM Group International Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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

Hong Kong, 26 March 2013

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
Mr. Edmond Ip
Mrs. Angelina Lee

Independent Non-executive Directors:
Mr. Henry Cheong
Ms. Anna Wu
Mr. James Sha

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