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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)

## **ANNOUNCEMENT**

### **EXCEEDED ANNUAL CAP FOR CONTINUING CONNECTED TRANSACTIONS**

Reference is made to the Previous Announcement dated 30 December 2011 relating to the HIL Advertising Services Agreement. For the year ended 31 December 2014 the Previous 2014 Annual Cap was exceeded.

As the Actual 2014 Transaction Amount exceeded the Previous 2014 Annual Cap, pursuant to Rule 14A.54(1) of the Listing Rules, the Company is required to re-comply with the reporting and announcement requirements under Chapter 14A of the Listing Rules. The Actual 2014 Transaction Amount in respect of the HIL Continuing Connected Transactions exceeded 0.1% but did not exceed 5% of the applicable percentage ratios calculated in accordance with Chapter 14A of the Listing Rules, accordingly the HIL Continuing Connected Transactions were exempt from the independent Shareholders' approval requirements.

#### **THE PREVIOUS 2014 ANNUAL CAP BEING EXCEEDED**

Reference is made to the Previous Announcement dated 30 December 2011 relating to the HIL Advertising Services Agreement. The Previous 2014 Annual Cap was exceeded by the Exceeded Amount.

#### **REASONS FOR EXCEEDING THE PREVIOUS 2014 ANNUAL CAP**

The Company has a subsidiary located in the PRC whose primary business is a media buying agent. This PRC subsidiary purchases media in the market for its customers (including the HIL Group and other third parties) for their promotional events. Due to an oversight, the PRC subsidiary inadvertently omitted to report the transactions relating to the Exceeded Amount to the Company during the year. This oversight was not discovered until after the close of the

financial year when the Company was in the process of preparing the Group's consolidated financial statements for the year ended 31 December 2014.

## **LISTING RULES IMPLICATIONS**

As the Actual 2014 Transaction Amount exceeded the Previous 2014 Annual Cap, pursuant to Rule 14A.54(1) of the Listing Rules, the Company is required to re-comply with the reporting and announcement requirements under Chapter 14A of the Listing Rules. The Actual 2014 Transaction Amount in respect of the HIL Continuing Connected Transactions exceeded 0.1% but did not exceed 5% of the applicable percentage ratios calculated in accordance with Chapter 14A of the Listing Rules, accordingly the HIL Continuing Connected Transactions were exempt from the independent Shareholders' approval requirements.

The Directors (including the independent non-executive Directors) confirm that the HIL Continuing Connected Transactions had been conducted in the ordinary and usual course of business of the Group, on normal commercial terms and on an arm's length basis between the relevant members of the Group and the HIL Group.

The Directors (including the independent non-executive Directors) are of the view that the terms of the HIL Continuing Connected Transactions are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

## **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: e-commerce, mobile internet, publishing, outdoor media and television & entertainment across markets in Mainland China, Taiwan and Hong Kong.

## **DEFINITIONS**

“Actual 2014 Transaction Amount”	HK\$80,610,000, the actual aggregate transaction amount (net of value added tax payable in the PRC) of the HIL Continuing Connected Transactions for the year ended 31 December 2014
“Board”	the board of directors of the Company
“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 (Stock Code: 2383)
“Directors”	the directors of the Company
“Exceeded Amount”	HK\$20,610,000
“HIL Advertising Services Agreement”	the agreement dated 30 December 2011 made between TOM International and Hutchison International Limited in respect of the provision of the print, publishing, advertising and other services by the Group to the HIL Group for a term which commenced on 1 January 2012 and expired on 31 December 2014. As Hutchison International Limited is a substantial shareholder and connected person of the Company under the Listing Rules and the HIL Continuing Connected Transactions involved provision of the

print, publishing, advertising and other services on a continuing or recurring basis, those transactions constituted continuing connected transactions of the Company under the Listing Rules. The annual caps set for the year ended 31 December 2012, 2013 and 2014 were HK\$53,000,000, HK\$56,000,000 and HK\$60,000,000, respectively.

“HIL Continuing Connected Transactions”	the transactions between members of the Group and members of the HIL Group
“Group”	the Company and its subsidiaries from time to time
“HIL Group”	Hutchison International Limited (a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of Hutchison Whampoa Limited, whose principal activity is investment holding) and its subsidiaries from time to time.
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Previous Announcement”	the announcement of the Company dated 30 December 2011 in respect of the HIL Advertising Services Agreement
“Previous 2014 Annual Cap”	HK\$60,000,000, the annual cap of the HIL Continuing Connected Transactions for the year ended 31 December 2014 disclosed in the Previous Announcement
“PRC”	the People's Republic of China
“Shareholders”	holders of shares of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	shall have the meaning ascribed thereto in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“TOM International”	TOM Group International Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company

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

Hong Kong, 16 February 2015

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

*Mr. James Sha*

*Mr. Albert Ip*

*Alternate Director:*

*Mrs. Susan Chow*

*(Alternate to Mr. Frank Sixt)*