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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)

TERMINATION OF EXISTING CONTINUING CONNECTED TRANSACTIONS

Reference is made to the Announcement dated 26 March 2013 relating to the Tenancy Agreement.

The Board announces that on 1 June 2015, TOM International has entered into the Surrender Agreement with the Landlord to surrender 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 Surrender Agreement constituted a connected transaction for the Company under Chapter 14A of the Listing Rules. As the applicable percentage ratios for the transaction contemplated under the Surrender Agreement exceed 0.1% but are less than 5%, such transaction is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

BACKGROUND

Reference is made to the Announcement relating to the existing continuing connected transactions in relation to the Tenancy Agreement.

On 1 June 2015, TOM International has entered into the Surrender Agreement to surrender the Premises to the Landlord. Details of which are set out below:

SURRENDER AGREEMENT

- Date : 1 June 2015
- Landlord : The Center (48) Limited
- Tenant : TOM International
- Premises : The entire 48th Floor, The Center, 99 Queen's Road Central, Central, Hong Kong with gross floor area of approximately 25,563 sq. ft.
- Date of surrender : On or before 30 June 2015
- Reinstatement Cost : Pursuant to the terms of Tenancy Agreement, TOM International shall on the date of surrender deliver vacant possession of the Premises to the Landlord in a good, clean and tenantable condition. TOM International shall at its own costs reinstate the Premises or pay the Reinstatement Cost to the Landlord. The Deposit paid under the Tenancy Agreement may be applied towards payment of the Reinstatement Cost and Other Charges (if any) due from TOM International to the Landlord, and any balance thereof shall be refunded to TOM International.

REASON FOR ENTERING INTO THE SURRENDER AGREEMENT

As most of its operation are now located overseas, the Company no longer requires such a large office space.

The Directors (including the independent non-executive Directors) consider that the transaction contemplated under the Surrender Agreement is entered into on normal commercial terms and that the terms of the Surrender Agreement are fair and reasonable and in the interests of the Company and its shareholders as a whole. None of the Directors has a material interest in the Surrender Agreement and thus no Director was required to abstain from voting on the board resolutions passed to approve the Surrender Agreement.

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 Surrender Agreement constituted a connected transaction for the Company under Chapter 14A of the Listing Rules. As the applicable percentage ratios for the transaction contemplated under the Surrender Agreement exceed 0.1% but are less than 5%, such transaction is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

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

“Announcement”	the announcement of the Company dated 26 March 2013 in relation to the Tenancy Agreement
“associate(s)”	has the meaning ascribed to it under the Listing Rules (as may be amended from time to time)
“Board”	the board of directors of the Company
“CKH”	Cheung Kong (Holdings) Limited, a company incorporated in Hong Kong with limited liability
“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)
“connected person”	has the meaning ascribed to it under the Listing Rules (as may be amended from time to time)
“Director(s)”	the director(s) of the Company
“Deposit”	a sum of HK\$4,595,316
“Group”	the Company 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 People’s Republic of China
“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 of Hong Kong Limited
“Other Charges”	arrears in rent, air-conditioning and management charges, Government rent and rates, and any related charges
“Premises”	the entire 48 th Floor, The Center, 99 Queen’s Road Central, Central, Hong Kong

“Reinstatement Cost”	a sum of HK\$4,563,540
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	shall have the meaning ascribed thereto in the Companies Ordinance of Hong Kong (Chapter 622 of the Laws of Hong Kong)
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules (as may be amended from time to time)
“Surrender Agreement”	the surrender agreement entered into between TOM International and the Landlord on 1 June 2015 whereby TOM International surrenders the Premises to the Landlord
“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 for a term of 3 years commencing from 1 April 2013 to 31 March 2016 (both dates inclusive)
“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, 1 June 2015

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. Yeung Kwok Mung</i>	<i>Mr. Frank Sixt (Chairman)</i>	<i>Mr. Henry Cheong</i>
<i>Ms. Angela Mak</i>	<i>Ms. Debbie Chang</i>	<i>Mr. James Sha</i>
	<i>Mr. Edmond Ip</i>	<i>Mr. Albert Ip</i>
	<i>Mrs. Angelina Lee</i>	
		<i>Alternate Director:</i>
		<i>Mrs. Susan Chow</i>
		<i>(Alternate to Mr. Frank Sixt)</i>