

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 disclaim 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)

VOLUNTARY ANNOUNCEMENT

**ONGOING NEGOTIATION OF
THE FURTHER EXTENDED MATURITY DATE OF THE CONVERTIBLE LOAN**

This is a voluntary announcement of the Company.

References are made to the Announcements relating to, among other things, the Convertible Loan. Pursuant to the Supplemental Agreement, the Joint Venture and its shareholders agreed, among other things, to extend the Maturity Date to the earlier of:

- (i) 23 January 2022; or
- (ii) immediately prior to the completion of a Qualified Subsequent Financing.

The Board wishes to inform the shareholders of the Company and potential investors that, in view of the upcoming Extended Maturity Date and pending the satisfaction of the conditions precedent to Completion of the Subscription Agreement, the Group and the Joint Venture are currently negotiating on the terms of the Convertible Loan, with the objective of finalising a definitive agreement to reflect the Further Extended Maturity Date.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

This is a voluntary announcement of the Company.

INTRODUCTION

References are made to the announcements of TOM Group Limited (the “**Company**”) dated 16 January 2014, 15 January 2019, 6 June 2019 and 1 November 2021 (collectively, the “**Announcements**”) regarding, among other things, the following:

- (a) the discloseable transaction in relation to the formation of the Joint Venture (namely Ule Holdings Limited) by the Group and China Post Group, and the Convertible Loan in the principal amount of RMB155,000,000 advanced by TOM E-Commerce to the Joint Venture, which was due to expire on the Maturity Date;
- (b) the Supplemental Agreement, pursuant to which the Joint Venture and its shareholders agreed, among other things, to extend the Maturity Date to the earlier of (i) 23 January 2022; or (ii) immediately prior to the completion of a Qualified Subsequent Financing (the “**Extended Maturity Date**”); and
- (c) in connection with China Post HK’s proposed subscription of the Subscription Shares in the Joint Venture under the Subscription Agreement, TOM E-Commerce and the Joint Venture had signed the Conversion Right Waiver, pursuant to which TOM E-Commerce agreed to waive all its rights to convert the Convertible Loan into Shares of the Joint Venture, which will only become effective subject to and conditional upon (i) Completion of the Subscription Agreement and (ii) the Joint Venture’s obtainment of the requisite internal board and shareholders’ resolutions and regulatory approvals (if any) in order to effect repayment of the Convertible Loan by the Joint Venture to TOM E-Commerce.

Unless otherwise defined in this announcement, terms defined in the Announcements shall have the same meanings when used herein.

ONGOING NEGOTIATION OF THE FURTHER EXTENDED MATURITY DATE

In view of the upcoming Extended Maturity Date and pending the satisfaction of the conditions precedent to Completion of the Subscription Agreement, the Group and the Joint Venture are currently negotiating on the terms of the Convertible Loan with the objective of finalising a definitive agreement to further extend the Extended Maturity Date (the “**Further Extended Maturity Date**”).

The Company will issue a further announcement upon the entering into of a definitive agreement in respect of the Further Extended Maturity Date.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

By Order of the Board of
TOM Group Limited
Yeung Kwok Mung
Executive Director

Hong Kong, 21 January 2022

As at the date hereof, the directors of the Company are:

Executive Director:
Mr. Yeung Kwok Mung

Non-executive Directors:
Mr. Frank Sixt (Chairman)
Ms. Debbie Chang
Mrs. Angelina Lee

Independent non-executive Directors:
Mr. James Sha
Dr. Alex Fong
Mr. Chan Tze Leung

Alternate Director:
Mr. Dominic Lai
(Alternate to Mr. Frank Sixt)