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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)**

## **VOLUNTARY ANNOUNCEMENT**

### **ONGOING NEGOTIATION OF THE TERM OF THE CONVERTIBLE LOAN**

This is a voluntary announcement of the Company.

Reference is made to the announcement of the Company dated 16 January 2014 regarding, among other things, the formation of the Joint Venture (namely Ule Holdings Limited) and the Group's acceptance of the Convertible Loan in the principal amount of RMB155 million issued by the Joint Venture.

The Board wishes to inform the shareholders of the Company and potential investors that the term of the Convertible Loan is due to expire on 15 January 2019. 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 New Extended Maturity Date of the Convertible Loan.

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

This is a voluntary announcement of the Company.

Reference is made to the announcement of TOM Group Limited (the "**Company**") dated 16 January 2014 (the "**2014 Announcement**") regarding, among other things, the formation of the Joint Venture (namely Ule Holdings Limited) and the Group's acceptance of the Convertible Loan in the principal amount of RMB155 million issued by the Joint Venture. Unless otherwise defined, terms defined in the 2014 Announcement shall have the same meaning when used herein.

## THE CONVERTIBLE LOAN

As disclosed in the 2014 Announcement, as part of the Group's contribution to the Joint Venture, the Group has accepted the issue of a Convertible Loan in the principal amount of RMB155 million by the Joint Venture. The Convertible Loan will be repaid or, at the option of the Joint Venture, the principal amount will be converted into Series A Preferred Shares at a conversion price per Series A Preferred Share which is the same as the price per Investors Subscription Share paid by the Investors pursuant to Investors Subscription Agreement, at the earlier of (i) the expiration of five years after Completion; or (ii) immediately prior to the completion of a subsequent financing of the Joint Venture which is in excess of US\$200 million.

The term of the Convertible Loan is due to expire on 15 January 2019 (the "**Maturity Date**"), being the date falling five years after the Completion.

## ONGOING NEGOTIATION

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 a new and extended Maturity Date (the "**New Extended Maturity Date**") of the Convertible Loan.

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

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

By Order of the Board of  
**TOM Group Limited**  
**Ken Yeung**  
*Executive Director*

Hong Kong, 15 January 2019

*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. Henry Cheong*  
*Mr. James Sha*  
*Mr. Albert Ip*

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