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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 TRANSACTIONS

Reference is made to the Announcement and 2018 Annual Report relating to, inter alia, the Continuing Connected Transactions. The Advertising Agency Agreement was expired on 31 December 2018.

As disclosed in the 2018 Annual Report, the Company will assess the effect of the Advertising Agency Agreement. New agreement(s), if any, will be entered between Yangcheng Advertising and YCWB as and when appropriate. As Yangcheng Advertising and YCWB will continue from time to time enter into transactions of a nature similar to the Continuing Connected Transactions, it is in the interests of the Company to enter into the New Advertising Agency Agreement.

As at the date of this announcement, as YCWB is a connected person of the Company by virtue of being an associate of YC Head Office, a substantial shareholder of a subsidiary of the Company, transactions contemplated under the New Advertising Agency Agreement constitute a continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

On 9 May 2019, Yangcheng Advertising entered into the New Advertising Agency Agreement for a term of three years commencing from 1 January 2019. As each of the applicable percentage ratios for the transaction contemplated under the New Advertising Agency Agreement will, on an annual basis, be more than 0.1% but less than 5%, the New Continuing Connected Transactions are exempt from the independent shareholders' approval requirements under the Listing Rules, and are only subject to the reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules.

BACKGROUND

Reference is made to the Announcement and 2018 Annual Report relating to, inter alia, the Continuing Connected Transactions. The Advertising Agency Agreement was expired on 31 December 2018.

THE CONTINUING CONNECTED TRANSACTIONS

Under the Advertising Agency Agreement, YCWB has agreed to appoint Yangcheng Advertising as its advertising agent in respect of placing of advertisements in Yangcheng Evening News. Under the Advertising Agency Agreement, Yangcheng Advertising will enter into contracts with advertising customers who place advertisements on Yangcheng Evening News and will collect Advertising Payment from such advertising customers, Yangcheng Advertising will then pay the Net Advertising Payment over to YCWB. If the aggregate amount of the Net Advertising Payment reaches a certain pre-agreed amount, Yangcheng Advertising is entitled to an incentive amount from YCWB, being a certain percentage of the aggregate amount of the Net Advertising Payment to be agreed in separate agreements between the parties based on the then market rate and historical performance of Yangcheng Advertising.

The annual caps of the Continuing Connected Transactions for each of the financial years ended 31 December 2016, 31 December 2017 and 31 December 2018 are set out below:

For the year ended 31 December 2016 – RMB16,400,000

For the year ended 31 December 2017 – RMB17,200,000

For the year ended 31 December 2018 – RMB18,000,000

For each of the three financial years ended 31 December 2016, 31 December 2017 and 31 December 2018, the respective annual cap amount of the Continuing Connected Transactions was not exceeded.

THE NEW CONTINUING CONNECTED TRANSACTIONS

As disclosed in the 2018 Annual Report, the Company will assess the effect of the Advertising Agency Agreement. New agreement(s), if any, will be entered between Yangcheng Advertising and YCWB as and when appropriate. As Yangcheng Advertising and YCWB will continue from time to time enter into transactions of a nature similar to the Continuing Connected Transactions, it is in the interests of the Company to enter into the New Advertising Agency Agreement. On 9 May 2019, Yangcheng Advertising entered into the New Advertising Agency Agreement, with details as follows:

Date: 9 May 2019

Parties: (1) Yangcheng Advertising
(2) YCWB

Services provided: YCWB has agreed to appoint Yangcheng Advertising as its advertising agent in respect of placing advertisements in Yangcheng Evening News. Under the New Advertising Agency Agreement, Yangcheng Advertising will enter into contracts with advertising customers who place advertisements on Yangcheng Evening News and will collect New Advertising Payment from such advertising customers, Yangcheng Advertising will then pay the New Net Advertising Payment over to YCWB. If the aggregate amount of the New Net Advertising Payment reaches a certain pre-agreed amount, Yangcheng Advertising will be entitled to an incentive amount from YCWB, being a certain percentage of the aggregate amount of the New Net Advertising Payment to be agreed in separate agreements between the parties based on the then market rate and the historical performance of Yangcheng Advertising.

Term: 3 years commencing from 1 January 2019 to 31 December 2021 (both dates inclusive)

Annual Caps: For the year ending 31 December 2019 – RMB8,000,000
For the year ending 31 December 2020 – RMB8,400,000
For the year ending 31 December 2021 – RMB8,820,000

Basis for determining the Annual Caps: The aforesaid Annual Caps are calculated with reference to (i) the amount of the Net Advertising Payment paid to YCWB for the years 2016 to 2018; and (ii) the internal projections of the amount of the New Net Advertising Payment payable to YCWB for the three years ending 31 December 2021.

The Directors (including the independent non-executive Directors) confirm that the New Continuing Connected Transactions will be conducted in the ordinary and usual course of business of the Group, on normal commercial terms and negotiated on an arm's length basis between Yangcheng Advertising and YCWB.

REASONS FOR ENTERING INTO THE NEW ADVERTISING AGENCY AGREEMENT

The Advertising Agency Agreement was expired on 31 December 2018. Up to the date of this announcement the Company has been assessing the effect of the same. It is in the interests of the Company to enter into the New Advertising Agency Agreement. After the agreement terms and the annual caps had been finalized, on 9 May 2019, Yangcheng Advertising and YCWB entered into the New Advertising Agency Agreement on terms similar to the Advertising Agency Agreement for a term of 3 years. Since the expiry of the Advertising Agency Agreement and up to the date of this announcement, the advertising payment was approximately RMB853,000, which falls within the de minimis exemption under Rule 14A.76(1)(c) of the Listing Rules.

The Directors (including the independent non-executive Directors) are of the view that the terms of the New Continuing Connected Transactions and the projected Annual Caps for the New Continuing Connected Transactions are fair and reasonable and are in the interests of the Company and its shareholders as a whole. None of the Directors has a material interest in the New Continuing Connected Transactions and thus no Director was required to abstain from voting on the board resolutions passed to approve the New Continuing Connected Transactions.

NEW CONTINUING CONNECTED TRANSACTIONS AND IMPLICATIONS UNDER THE LISTING RULES

As YCWB is a connected person of the Company by virtue of being an associate of YC Head Office which is a substantial shareholder of a subsidiary of the Company, the transaction contemplated under the New Advertising Agency Agreement constitute 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 New Advertising Agency Agreement will, on an annual basis, be more than 0.1% but less than 5%, the New Continuing Connected Transactions are exempt from the independent shareholders' approval requirements under the Listing Rules, and are only subject to the reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules.

Apart from the transactions under the Advertising Agency Agreement, the Group has not entered into any other transactions with YCWB in the previous 12 months which are related to the New Continuing Connected Transactions. There are thus no prior transactions between the Yangcheng Advertising and YCWB which require aggregation under Rules 14A.81 and/or 14A.83 of the Listing Rules.

GENERAL

The Company is a technology and media company listed on the main board of the Stock Exchange. The Group has technology operations in E-Commerce, Social Network, Mobile Internet; and investments in Fintech and Advanced Data Analytics sectors. In addition, its media businesses cover both publishing and advertising segments.

DEFINITIONS

“Advertising Agency Agreement”	the agreement dated 21 December 2015 made between Yangcheng Advertising and YCWB in relation to the media buying arrangements
“Advertising Payment”	advertising fees collected by Yangcheng Advertising from the advertising customer who advertises on Yangcheng Evening News for the years 2016 through to 2018
“Announcement”	the announcement of the Company dated 21 December 2015 in respect of, inter alia, the Advertising Agency Agreement
“Annual Caps”	the maximum annual amount payable by Yangcheng Advertising under the New Advertising Agency Agreement
“2018 Annual Report”	the annual report of the Company for the year ended 31 December 2018, which has been published on the websites of the Stock Exchange and of the Company on 4 April 2019 and dispatched to the shareholders of the Company on 8 April 2019
“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
“Company”	TOM Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 2383)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules (as may be amended from time to time)
“Continuing Connected Transactions”	the transactions between Yangcheng Advertising and YCWB under or pursuant to the Advertising Agency Agreement
“Directors”	the directors of the Company

“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Net Advertising Payment”	Advertising Payment net of agency fees
“New Continuing Connected Transactions”	the transactions between Yangcheng Advertising and YCWB under or pursuant to the New Advertising Agency Agreement
“New Advertising Agency Agreement”	the agreement dated 9 May 2019 entered into between Yangcheng Advertising and YCWB in relation to media buying arrangements, salient terms of which are set out under the section headed “The New Continuing Connected Transactions” in this announcement
“New Advertising Payment”	advertising fees collected by Yangcheng Advertising from the advertising customer who advertises on Yangcheng Evening News for the years 2019 through to 2021
“New Net Advertising Payment”	New Advertising Payment net of agency fees
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Yangcheng Advertising”	廣東羊城廣告有限公司(Guangdong Yangcheng Advertising Company Limited), a company organised and existing under the laws of the PRC and is owned as to 80% by the Group and as to 20% by YC Head Office
“Yangcheng Evening News”	the newspaper known as 羊城晚報
“YC Head Office”	羊城晚報經濟發展總公司(Yangcheng Evening News Economic Development Company), a state-owned enterprise and owns 20% of the registered capital of Yangcheng Advertising

“YCWB”

廣東羊城晚報廣告有限公司(Guangdong Yangcheng Evening News Advertising Company), a state-owned enterprise and a fellow subsidiary of YC Head Office. YCWB’s principal business is design, production, distribution of domestic and foreign advertisements and acting as an advertising agent for distribution of domestic and foreign advertisements

By Order of the Board
TOM GROUP LIMITED
Yeung Kwok Mung
Executive Director

Hong Kong, 9 May 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)