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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**

**(1) SUPPLEMENTAL AGREEMENT TO THE SUBSCRIPTION AGREEMENT TO  
EXTEND LONG STOP DATE; AND  
(2) THE AMENDED DRAG-ALONG RIGHT BY TOM E-COMMERCE**

References are made to the Announcements and the Circular in relation to, among other things, the Subscription and the grant of the Amended Drag-along Right by TOM E-Commerce.

The Company understands from China Post HK that due to delays caused by the COVID-19 pandemic situation, additional time is required to satisfy the conditions precedent to Completion under the Subscription Agreement. Accordingly, on 31 March 2022, the Company was informed by China Post HK that it had entered into a supplemental agreement to the Subscription Agreement with the Joint Venture on 31 March 2022 to extend the long stop date for the satisfaction of the conditions precedent under the Subscription Agreement to the Updated Long Stop Date (being 31 July 2022) in accordance with Clause 4.3 of the Subscription Agreement. Save as disclosed above, all the other terms and conditions of the Subscription Agreement remain unchanged and are in full force and effect.

Notwithstanding the Updated Long Stop Date, as at the date of this announcement and based on the information available to the Company to date, the Company does not expect the Extension would materially affect the likelihood of the Completion.

The Board wishes to inform the Shareholders and potential investors of the Company that, as the date of Completion will not take place by the initial long stop date (being 31 March 2022) as originally contemplated under the Subscription Agreement and will be further extended to the Updated Long Stop Date by China Post HK and the Joint Venture, the Amended and Restated Shareholders' Agreement will only become effective subject to and conditional upon Completion, and that the grant of the Amended Drag-along Right under the Amended and Restated Shareholders' Agreement is not effective yet and will only become effective upon Completion.

This announcement is made pursuant to Rule 14.36 of the Listing Rules.

The Company will issue further announcement(s) in connection with the Completion and the transactions contemplated under the Subscription Agreement (including the effectiveness of the Amended and Restated Shareholders' Agreement and the grant of the Amended Drag-along Right) when Completion takes place or if required pursuant to the Listing Rules.

References are made to the announcements of the Company dated 1 November 2021 and 15 March 2022 (the “**Announcements**”) and the circular of the Company dated 16 February 2022 (the “**Circular**”) in relation to, among other things, the Subscription and the grant of the Amended Drag-along Right by TOM E-Commerce. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

***Extension of Long Stop Date under the Subscription Agreement and the Effectiveness of the Amended Drag-along Right***

The Company understands from China Post HK that due to delays caused by the COVID-19 pandemic situation, additional time is required to satisfy the conditions precedent to Completion under the Subscription Agreement. Accordingly, on 31 March 2022, the Company was informed by China Post HK that it had entered into a supplemental agreement to the Subscription Agreement with the Joint Venture on 31 March 2022 to extend the long stop date for the satisfaction of the conditions precedent under the Subscription Agreement to 31 July 2022 (the “**Updated Long Stop Date**”) in accordance with Clause 4.3 of the Subscription Agreement (the “**Extension**”). Save as disclosed above, all the other terms and conditions of the Subscription Agreement remain unchanged and are in full force and effect.

Notwithstanding the Updated Long Stop Date, as at the date of this announcement and based on the information available to the Company to date, the Company does not expect the Extension would materially affect the likelihood of the Completion.

The Board wishes to inform the Shareholders and potential investors of the Company that, as the date of Completion will not take place by the initial long stop date (being 31 March 2022) as originally contemplated under the Subscription Agreement and will be further extended to the Updated Long Stop Date by China Post HK and the Joint Venture, the Amended and Restated Shareholders’ Agreement will only become effective subject to and conditional upon Completion, and that the grant of the Amended Drag-along Right under the Amended and Restated Shareholders’ Agreement is not effective yet and will only become effective upon Completion.

This announcement is made pursuant to Rule 14.36 of the Listing Rules.

***General***

The Company will issue further announcement(s) in connection with the Completion and the transactions contemplated thereunder (including the effectiveness of the Amended and Restated Shareholders’ Agreement and the grant of the Amended Drag-along Right) when Completion takes place or if required pursuant to the Listing Rules.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company and if they are in any doubt about their position, they should consult their professional adviser(s).**

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

Hong Kong, 31 March 2022

To the extent that there are any inconsistencies between the English version and the Chinese version of this announcement, the English version shall prevail.

*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)*