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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 PURSUANT TO  
RULE 14.36 OF THE LISTING RULES**

**CONVERTIBLE LOAN EXTENSION AGREEMENT**

References are made to the Announcements relating to, among other things, the Convertible Loan, the Extended Maturity Date and the Updated Long Stop Date.

In view of the Updated Long Stop Date and pending the satisfaction of the conditions precedent to Completion of the Subscription Agreement, on 22 April 2022, TOM E-Commerce (a subsidiary of the Company) had entered into an extension agreement with the Joint Venture, pursuant to which the Extended Maturity Date of the Convertible Loan has been extended and the Convertible Loan shall be:

- (i) repaid in RMB at the earlier of (A) 23 January 2025 or (B) immediately prior to the completion of a Qualified Subsequent Financing (as defined within the Shareholders' Supplemental Agreement); or
- (ii) at the option of the Joint Venture, the principal amount (converted into the relevant currency at the then in effect exchange rate) 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 (as defined within the Shareholders' Supplemental Agreement) paid by the Investors pursuant to Investors Subscription Agreement, subject to appropriate adjustment for any share combination or share split of the Series A Preferred Shares, at the earlier of (A) 23 January 2025; or (B) immediately prior to the completion of a Qualified Subsequent Financing (as defined within the Shareholders' Supplemental Agreement).

As at the date of this announcement, the transactions contemplated under the Conversion Right Waiver is not effective yet, and will only become effective upon (i) Completion 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.

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 thereunder (including the effectiveness of the Conversion Right Waiver) when Completion takes place or if required pursuant to the Listing Rules.

**Shareholders of the Company and potential investors 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).**

## INTRODUCTION

References are made to the announcements of the Company dated 16 January 2014, 15 January 2019, 6 June 2019, 1 November 2021, 21 January 2022 and 31 March 2022 (collectively, the “**Announcements**”), regarding, among other things, the Convertible Loan, the Extended Maturity Date and the Updated Long Stop Date.

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

## THE CONVERTIBLE LOAN EXTENSION AGREEMENT

In view of the Updated Long Stop Date and pending the satisfaction of the conditions precedent to Completion of the Subscription Agreement, on 22 April 2022, TOM E-Commerce (a subsidiary of the Company) had entered into an extension agreement with the Joint Venture, pursuant to which the Extended Maturity Date of the Convertible Loan has been extended and the Convertible Loan shall be:

- (i) repaid in RMB at the earlier of (A) 23 January 2025; or (B) immediately prior to the completion of a Qualified Subsequent Financing (as defined within the Shareholders’ Supplemental Agreement); or
- (ii) at the option of the Joint Venture, the principal amount (converted into the relevant currency at the then in effect exchange rate) 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 (as defined within the Shareholders’ Supplemental Agreement) paid by the Investors pursuant to Investors Subscription Agreement, subject to appropriate adjustment for any share combination or share split of the Series A Preferred Shares, at the earlier of (A) 23 January 2025; or (B) immediately prior to the completion of a Qualified Subsequent Financing (as defined within the Shareholders’ Supplemental Agreement).

Save as disclosed above, all the other terms and conditions of the Shareholders’ Agreement (as supplemented by the Shareholders’ Supplemental Agreement) remain unchanged and are in full force and effect.

As at the date of this announcement, the transactions contemplated under the Conversion Right Waiver is not effective yet, and will only become effective upon (i) Completion 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.

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 Conversion Right Waiver) when Completion takes place or if required pursuant to the Listing Rules.

**Shareholders of the Company and potential investors 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, 22 April 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)*