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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)

ENTERING INTO PLATFORM SERVICE FEES AGREEMENT BY ULE HOLDINGS LIMITED

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the inside information provisions under Part XIVA of the SFO.

THE PLATFORM SERVICE FEES AGREEMENT

The Board of the Company wishes to announce that Ule (a material associated company of the Group) and China Post entered into Platform Service Fees Agreement on 13 September 2017. Platform Service Fees Agreement sets out a revenue model of Ule Group in furtherance of the development of the Ule Group's business in PRC and Hong Kong.

Pursuant to the Platform Service Fees Agreement, Ule Group will charge relevant platform service fees based on the GMV of its B2B Business and/or B2C Business in accordance with market practice.

REASONS FOR ENTERING INTO PLATFORM SERVICE FEES AGREEMENT

Ule Group and China Post jointly promote and develop the Ule e-commerce business, and as the business model of Ule Group becomes more matured, Ule commenced its path to monetisation. Execution of the Platform Service Fees Agreement reflects an initial source of revenue for the Ule Group.

GENERAL

The Company is a media and technology company listed on the Main Board of the Stock Exchange of Hong Kong. In addition to its media businesses in Publishing and Advertising, TOM Group also has a technology platform with operations in E-Commerce, Social Network, Mobile Internet; and investments in Fintech and Big Data Analytics sectors. Headquartered in

Hong Kong, the Group has regional headquarters in Beijing and Taipei with approximately 1,500 full-time employees (excluding approximately 500 full-time employees of Ule Group, an associated company of the Company). TOM Group is a member of CK Hutchison Holdings Limited.

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

- “B2B Business” means businesses between wholesale merchants and Ule Group, whereby Ule Group will charge relevant platform service fees to wholesale merchants based on the GMV derived from wholesale merchants that are generated on the Ule Platforms and in accordance with market practice.
- “B2C Business” means businesses between retail merchants and Ule Group, whereby Ule Group will charge relevant platform service fees to retail merchants based on the GMV derived from retail merchants that are generated on the Ule Platforms and in accordance with market practice.
- “Board” means the board of Directors of the Company
- “China Post” means China Post Group Limited, a state-owned enterprise of the PRC (its subsidiary Telpo Philatelic Company Limited is the entity that is the shareholder of Ule)
- “Company” means 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)
- “GMV” means gross merchandise value, the total value of all orders handled or processed through Ule Platforms, regardless of whether the orders are consummated, goods and service returned or not
- “Group” or “TOM Group” means the Company and its subsidiaries
- “Hong Kong” means the Hong Kong Special Administrative Region of the PRC
- “Listing Rules” means the Rules Governing the Listing of Securities on the Stock Exchange
- “Main Board” means the main board of the Stock Exchange
- “PRC” means The People’s Republic of China, excluding Hong Kong, Macau and Taiwan

“Platform Service Fees Agreement”	means the Ule platform service fees agreement entered into by Ule and China Post on 13 September 2017
“SFO”	means the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Ule Platforms”	means the systems provided by Ule Group, including but not limited to, Ule website (ule.com), mobile APP software, PC APP software, Ule Shopkeeper system, Ule logistics and Ule warehouse etc
“Ule”	means Ule Holdings Limited, currently 43.71% of which is held by Telpo Philatelic Company Limited (a subsidiary of China Post), 42% of which is held by TOM E-Commerce Limited (a subsidiary of the Company) and 14.29% of which is held by other investors.
“Ule Group”	means Ule Holdings Limited and its subsidiaries

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

Hong Kong, 13 September 2017

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

<i>Executive Directors:</i>	<i>Non-executive Directors:</i>	<i>Independent non-executive Directors:</i>
<i>Mr. Yeung Kwok Mung</i>	<i>Mr. Frank Sixt (Chairman)</i>	<i>Mr. Henry Cheong</i>
<i>Ms. Angela Mak</i>	<i>Ms. Debbie Chang</i>	<i>Mr. James Sha</i>
	<i>Mrs. Angelina Lee</i>	<i>Mr. Albert Ip</i>
		<i>Alternate Director:</i>
		<i>Mr. Dominic Lai</i>
		<i>(Alternate to Mr. Frank Sixt)</i>