

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of TOM. This announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.



TOM Group Limited

TOM集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2383)

**COMPLETION OF ISSUE AND SUBSCRIPTION OF NEW
SHARES UNDER GENERAL MANDATE
AND
RESTORATION OF PUBLIC FLOAT**

The Board is pleased to announce that all the conditions of the Subscriptions have been fulfilled and the completion of the Subscriptions took place on 31 October 2018. Pursuant to the terms and conditions of the Subscription Agreement, (i) the TOM Subscription Shares have been successfully issued to WE; (ii) the WE Subscription Shares have been successfully subscribed by TOM; and (iii) the gross proceeds from the TOM Subscription have been received by TOM.

Immediately after completion of the TOM Subscription, the public float of TOM has been restored to at least 25% of the total issued share capital of TOM and therefore TOM has fulfilled the 25% minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules.

Reference is made to the joint announcement of TOM Group Limited and WE Solutions Limited dated 12 October 2018 in respect of the Subscriptions (the “**Announcement**”). Unless defined otherwise, capitalised terms contained herein shall have the same meanings as defined in the Announcement.

COMPLETION OF THE SUBSCRIPTIONS

The board of directors (the “**Board**”) of TOM is pleased to announce that all the conditions of the Subscriptions have been fulfilled and the completion of the Subscriptions took place on 31 October 2018. Pursuant to the terms and conditions of the Subscription Agreement, an aggregate of 65,240,000 new TOM Subscription Shares have been successfully allotted and issued to WE and an aggregate of 137,600,000 new WE Subscription Shares have been successfully subscribed by TOM.

The gross proceeds from the TOM Subscription (i.e. the TOM Subscription Consideration, which has been set off against the WE Subscription Consideration with a balance amount of HK\$2,240 paid in cash by WE to TOM) amounts to HK\$124,999,840 and has been received by TOM in accordance with the terms and conditions of the Subscription Agreement. The net proceeds from the TOM Subscription is approximately HK\$124,800,000.

EFFECT ON THE SHAREHOLDING STRUCTURE OF TOM

The following table sets out the shareholding structure of TOM (i) immediately before completion of the TOM Subscription; and (ii) as at the date of this announcement and immediately after completion of the TOM Subscription:

Shareholders	Immediately before completion of the TOM Subscription		As at the date of this announcement and immediately after completion of the TOM Subscription	
	Number of shares	%	Number of shares	%
CKHH (Note 1)	1,430,120,545	36.73	1,430,120,545	36.13
CIL (Note 2)	1,003,432,363	25.77	1,003,432,363	25.35
Lin Tian Maw	526,518,000	13.52	526,518,000	13.30
Frank John Sixt (Note 3)	492,000	0.01	492,000	0.01
Yeung Kwok Mung (Note 3)	30,000	Below 0.01	30,000	Below 0.01
WE	-	-	65,240,000	1.65
Other public shareholders	932,677,650	23.96	932,677,650	23.56
Total issued shares	3,893,270,558	100.00	3,958,510,558	100.00

Notes:

- (1) By virtue of the SFO, CKHH is deemed to be interested in the 476,341,182 TOM Shares held by Romefield Limited, 952,683,363 TOM Shares held by Easterhouse Limited and 1,096,000 TOM Shares held by Casaurina Investments Limited.
- (2) By virtue of the SFO, CIL is deemed to be interested in the 995,078,363 TOM Shares held by Cranwood Company Limited (Liberia) (directly and indirectly) and 8,354,000 TOM Shares held by Cranwood Company Limited (BVI).
- (3) Being directors of TOM.
- (4) The numbers in the above table have been subject to rounding adjustments. Any discrepancies in the numbers are due to roundings.

RESTORATION OF PUBLIC FLOAT

To the best knowledge, information and belief of the Board, having made all reasonable enquiries, immediately after completion of the TOM Subscription, the public float of TOM increased to approximately 25.21% of the total issued share capital of TOM. Accordingly, the public float of TOM has been restored to at least 25% of the total issued share capital of TOM, and therefore TOM has fulfilled the 25% minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules.

Shareholders of TOM and investors are advised to exercise caution when dealing in the shares of TOM.

By Order of the Board
TOM GROUP LIMITED
Ken Yeung
Executive Director

Hong Kong, 31 October 2018

As at the date hereof, the directors of TOM 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)