**TMC EDUCATION CORPORATION LTD.**
Company Registration No.: 198102945K
(Incorporated in the Republic of Singapore)
(the "**Company**")

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**MANDATORY UNCONDITIONAL CASH OFFER FOR TMC EDUCATION CORPORATION LTD.**

**DESPATCH OF THE OFFEREE CIRCULAR**

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*All capitalised terms used and not defined herein shall have the same meanings given to them in the announcement made by TMC Education Corporation Ltd. on 19 December 2017.*

## 1. INTRODUCTION

The board of directors (the "**Board**" or "**Directors**") of TMC Education Corporation Ltd. (the "**Company**") refers to the announcement released on 2 January 2018 by SAC Capital Private Limited, for and on behalf of JK Global Assets Pte. Ltd. (the "**Offeror**"), in relation to the despatch of the offer document dated 2 January 2018 (the "**Offer Document**") containing the terms and conditions of the mandatory unconditional cash offer (the "**Offer**") for all the issued ordinary shares in the capital of the Company that are not already owned, controlled or agreed to be acquired by the Offeror.

## 2. DESPATCH OF THE OFFEREE CIRCULAR

The Board wishes to announce that the Company has today despatched to the Shareholders a circular dated 15 January 2018 (the "**Offeree Circular**") containing, amongst others, the advice of the IFA, ZICO Capital Pte. Ltd. to the Independent Directors, and the recommendation of the Independent Directors in respect of the Offer. A copy of the Offeree Circular is attached to this announcement.

**The Offeree Circular requires the immediate attention of Shareholders. Shareholders are advised to read and consider the Offeree Circular carefully, particularly the advice of the IFA to the Independent Directors and the recommendation of the Independent Directors before deciding whether to accept or reject the Offer. If you are in any doubt in relation to the Offer or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, or other professional adviser immediately.**

## 3. CLOSING DATE

Shareholders should note that the Offer will close at 5.30 p.m. (Singapore time) on 30 January 2018 (the "**Closing Date**"), being the last date and time for the lodgement of acceptances of the Offer, and the Offeror does not intend to extend the Offer beyond the Closing Date. The Offeror has given notice that the Offer will not be open for acceptance beyond 5.30 p.m. (Singapore time) on the Closing Date, save that such notice shall not be capable of being enforced in a competitive situation.

## 4. COPIES OF THE OFFEREE CIRCULAR

Any Shareholder who has not received the Offeree Circular within two (2) days from the date hereof may (a) obtain a copy from the offices of the Singapore share registrar of the Company, Boardroom Corporate & Advisory Services Pte. Ltd. (the "**Registrar**"), during normal business hours on any day (other than a public holiday, Saturday or Sunday) up to the Closing Date; or (b) make a request to the Registrar for the Offeree Circular to be sent to an address in Singapore by ordinary post at the risk of the Shareholder up to five (5) market days (being a day on which the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") is open for trading in securities) prior to the Closing Date. The address of the Registrar is as follows:

**Boardroom Corporate & Advisory Services Pte. Ltd.**
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

An electronic copy of the Offeree Circular is also available on the website of the SGX-ST at www.sgx.com.

## 5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including any who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that there are no material facts not contained in this announcement, the omission of which would make any statement in this announcement misleading, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including without limitation, the Offer Announcement and the Offer Document), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

BY ORDER OF THE BOARD

Dr Chin Kon Yuen
Executive Chairman
15 January 2018

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") for compliance with the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.*

*This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship (Mailing address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and Email: sponsorship@ppcf.com.sg).*