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

MANDATORY UNCONDITIONAL CASH OFFER FOR TMC EDUCATION CORPORATION LTD.

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

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1. INTRODUCTION

The board of directors (the "**Board**" or "**Directors**") of TMC Education Corporation Ltd. (the "**Company**") refers to (i) the announcement dated 15 December 2017 (the "**Offer Announcement**") by SAC Capital Private Limited, for and on behalf of JK Global Assets Pte. Ltd. (the "**Offeror**"), in relation to the mandatory unconditional cash offer (the "**Offer**") for all the issued ordinary shares in the capital of the Company (the "**Shares**") that are not already owned, controlled or agreed to be acquired by the Offeror, and (ii) the announcement dated 15 December 2017 by the Company informing the shareholders of the Company (the "**Shareholders**") of the Offer.

2. APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Further to the announcement made by the Company on 15 December 2017 in relation to the Offer, the Board wishes to inform Shareholders that ZICO Capital Pte. Ltd. (the "**IFA**") has been appointed as the independent financial adviser to advise the Directors who are considered independent for the purposes of the Offer (the "**Independent Directors**").

A circular containing, *inter alia*, the advice of the IFA and the recommendations of the Independent Directors on the Offer (the "**Offeree Circular**") will be sent to Shareholders within 14 days from the date of despatch of the offer document to be issued by the Offeror to Shareholders.

In the meantime, Shareholders are advised to exercise caution when dealing in their Shares and to refrain from taking any action in relation to their Shares which may be prejudicial to their interests, until they or their professional advisers have carefully considered the information, the formal recommendation of the Independent Directors to Shareholders in relation to the Offer and the advice of the IFA, all of which will be set out in the Offeree Circular. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

3. 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), 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
18 December 2017

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).