

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

**COMPLETION OF THE PROPOSED DISPOSAL OF THE ENTIRE ISSUED AND PAID-UP SHARE
CAPITAL OF TMC ACADEMY PTE. LTD.**

The Board of Directors (the “**Board**” or “**Directors**”) of TMC Education Corporation Ltd. (the “**Company**”) refers to the Company’s announcements dated 14 December 2017, 19 December 2017, 15 January 2018, 30 January 2018 (“**Announcements**”) and the circular to shareholders of the Company dated 15 January 2018 (the “**Circular**”), in respect of the proposed disposal of the entire issued and paid-up capital of its wholly-owned subsidiary, TMC Academy Pte. Ltd. (“**TMC Academy**”), to Advanced Investment Holdings Pte. Ltd. (the “**Proposed Disposal**”). The Company had duly obtained its shareholders’ approval for the Proposed Disposal at the extraordinary general meeting held on 30 January 2018, as announced by the Company on the same date.

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning as ascribed to them in the Circular.

Further to the Announcements, the Directors wish to announce that the Proposed Disposal has been completed on 13 February 2018 (“**Completion Date**”), following the fulfilment of the Conditions Precedent. The final Consideration for the Proposed Disposal was S\$6,318,000, which was determined based on the aggregate of the Cash Consideration, Waiver Amount and the Balance TMC Loan of S\$1,218,000 as at Completion Date. The Consideration has been satisfied by Advanced Investment Holdings Pte. Ltd. (the “**Purchaser**”) on the Completion Date in the following manner:

- (a) The Purchaser and the Company had jointly instructed the escrow agent, M/s Dentons Rodyk & Davidson LLP, to pay the Deposit of S\$500,000 into the designated bank account of TMC Academy and the Purchaser had also paid S\$500,000 by way of telegraphic transfer to TMC Academy.
- (b) TMC Academy and the Company had entered into a deed of discharge and release in which TMC Academy shall irrevocably and unconditionally waive its right to repayment of an amount of S\$4,100,000 outstanding under the TMC Loan and to discharge and release the Company from the Waiver Amount and all liabilities, obligations and undertakings under or pursuant to, and from all claims and demands whatsoever under or in respect of the Waiver Amount.
- (c) The Purchaser, TMC Academy and the Company had entered into a deed of novation pursuant to which all of the liabilities and obligations of the Company under or arising from the Balance TMC Loan be novated and transferred to the Purchaser as if the Purchaser were named therein as the original party to the Balance TMC Loan instead of the Company and the Company be irrevocably and unconditionally released and discharged from any and all amounts outstanding under the TMC Loan and all liabilities, obligations and undertakings under or pursuant to, and from all demands, claims whatsoever under or in respect of the TMC Loan which TMC Academy has or may have against the Company, in each case, whether arising prior to, on or subsequent to the date of the deed of novation.

The Directors also wish to inform shareholders of the Company on the following:

- (a) Further to the announcement dated 26 January 2018 in relation to SLA’s approval on the Sub-Lease, the Company, as sub-lessor, had entered into the Sub-Lease with TMC Academy, as sub-lessee, on 14 February 2018 for a period commencing on 1 February 2018 and ending on 20 October 2020 at a monthly rent of S\$99,500.

- (b) The Employment Transfer has also been carried out with effect from Completion Date. The terms and conditions of the employees' employment with TMC Academy are on the same terms and conditions as their previous employment with the Company.
- (c) As at Completion Date, the Company has not arranged for the transfer of the UOB Loan to itself but has been repaying the Company Loan in order for TMC Academy to repay the UOB Loan and UOB Loan Interests. The amount outstanding under the UOB Loan as at Completion Date is S\$ 4,535,000. The Company shall continue to indemnify TMC Academy against all or any Losses which TMC Academy may incur arising from any failure or default by TMC Academy to pay any sums or perform and comply with its obligations under the UOB Loan. The Company shall also continue to provide the Security until the transfer of the UOB Loan to itself or full repayment of the UOB Loan.

With the completion of the Proposed Disposal, TMC Academy had ceased to be a subsidiary of the Company with effect from the Completion Date.

BY ORDER OF THE BOARD

Dr Chin Kon Yuen
Executive Chairman
14 February 2018

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, SAC Capital Private Limited (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.

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