TMC EDUCATION CORPORATION LTD

(Registration Number: 198102945K)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of **TMC EDUCATION CORPORATION LTD.** (the "**Company**") will be held at 38C Jalan Pemimpin (off Bishan Street 21) Singapore 577180 on Friday, 31 October 2014, at 11.00 a.m., for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the audited accounts for the financial year ended 30 June 2014, together with the Reports of the Directors and Auditors thereon. (**Resolution 1**)
2. To re-elect the following Directors retiring pursuant to Article 104 of the Articles of Association of the Company:
   (a) Mr Timothy Chen Teck Leng; and (**Resolution 2**)
   (b) Ms Yeow Cheng Khim (**Resolution 3**)

   Notes:
   (i) Mr Timothy Chen Teck Leng, if re-elected, will remain as an Independent Director, Chairman of the Audit Committee and Remuneration Committee, and a member of the Nominating Committee. He will be considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (the "**Catalist Rules**"). More details on Mr Timothy Chen Teck Leng may be found in the Annual Report.
   (ii) Ms Yeow Cheng Khim, if re-elected, will remain as the Executive Director of the Company. More details on Ms Yeow Cheng Khim may be found in the Annual Report.
3. To re-elect Mr Woo Lee Yong, a Director who retires under Section 153(6) of the Companies Act, Cap. 50, to hold office from the date of the AGM until the next annual general meeting. (**Resolution 4**)

   Note:
   (i) Mr Woo Lee Yong, if re-elected, will remain as an Independent Director, Chairman of the Nominating Committee, and a member of the Audit Committee and Remuneration Committee. He will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. More details on Mr Woo Lee Yong may be found in the Annual Report.
4. To re-elect Dr Chin Kon Yuen, a Director who retires under Section 153(6) of the Companies Act, Cap. 50, to hold office from the date of the AGM until the next annual general meeting. (**Resolution 5**)

   Note:
   (i) Dr Chin Kon Yuen, if re-elected, will remain as the Executive Director and Chairman of the Board. More details on Dr Chin Kon Yuen may be found in the Annual Report.
5. To approve Directors' fees of S$183,000 for the financial year ended 30 June 2015 (FY2014: S$183,000). (**Resolution 6**)
6. To re-appoint Foo Kon Tan Grant Thornton LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. (**Resolution 7**)
7. To transact any other ordinary business that may properly be transacted at an annual general meeting.

SPECIAL BUSINESS

8. To consider and, if thought fit, to pass the following resolution as an ordinary resolution, with or without modifications:

   Authority to issue shares under the TMC Share Award Scheme

   "That the Directors of the Company be and are hereby authorised to offer and grant Awards ("**Awards**") in accordance with the provisions of the TMC Share Award Scheme (the "**Scheme**") and to allot and issue from time to time such number of fully-paid shares as may be required to be issued pursuant to the vesting of the Awards under the Scheme provided always that the aggregate number of shares to be issued pursuant to the Scheme and any other share incentive schemes or share plans adopted by the Company for the time being in force, shall not exceed fifteen per cent (15%) of the total issued share capital (excluding treasury shares) of the Company from time to time and provided also that subject to such adjustments as may be made to the Scheme as a result of any variation in the capital structure of the Company and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier." **(Resolution 8)**
9. To consider and, if thought fit, to pass the following resolution as an ordinary resolution, with or without modifications:

   Proposed renewal of the Share Purchase Mandate

   "That the Directors of the Company be and are hereby authorised to make purchases of issued and fully-paid ordinary shares in the capital of the Company (the "**Shares**") from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per cent (10%) of the issued ordinary shares in the capital of the Company (excluding treasury shares) ascertained as at the time of passing of this Resolution, at the price of up to but not exceeding the Maximum Price, in accordance with the "Guidelines on Share Purchases" set out in Appendix 1 of the Circular to Shareholders dated 30 September 2014 (the "**Circular**") and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date that the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier.

   In this Ordinary Resolution, "**Maximum Price**" means the maximum price at which the Shares can be purchased pursuant to the Share Purchase Mandate, which shall not exceed the sum constituting five per cent (5%) above the average closing price of the Shares over the period of five (5) Market Days ("**Market Day**" being a day on which the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") is open for securities trading) in which transactions in the Shares on the SGX-ST were recorded, in the case of a market purchase, before the day on which such purchase is made, and in the case of an off-market purchase on an equal access scheme, immediately preceding the date of offer by the Company, as the case may be, and adjusted for any corporate action that occurs after the relevant five (5) day period." **(Resolution 9)**

   [See Explanatory Note]

By Order of the Board

Ong Sing Huat
Company Secretary

Singapore,
30 September 2014

Explanatory Note

Resolution 9, if passed, will empower the Directors, from the date of the AGM until the date of the next annual general meeting, or the date by which the next annual general meeting is required by law to be held, whichever is the earlier to repurchase Shares by way of market purchases or off-market purchases of up to ten per cent (10%) of the issued ordinary share capital of the Company (excluding any shares held as treasury shares by the Company) at such price up to the Maximum Price. Information relating to this proposed resolution is set out in Appendix 1 of the Circular attached to the Annual Report.

Notes

A member entitled to attend and vote at the AGM may appoint not more than two proxies to attend and vote on his behalf and where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy. A proxy need not be a member of the Company. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 38C Jalan Pemimpin (Off Bishan Street 21) Singapore 577180 not less than 48 hours before the time appointed for the AGM.

If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.