
NOTICE OF BOOKS CLOSURE DATE

1. INTRODUCTION

The board of directors (the “**Board**”) of Thomson Medical Group Limited (the “**Company**”, and with its subsidiaries, the “**Group**”) refers to its announcements dated 12 November 2018, 4 December 2008 and 27 December 2018 and its circular dated 12 November 2018 (the “**Circular**”) in relation to (i) the distribution *in specie* of the Group’s design and engineering and hospitality businesses to shareholders of the Company by way of capital reduction and (ii) the proposed further capital reduction to write off accumulated losses. Unless otherwise defined herein, all capitalised terms used in this announcement shall have the same meanings ascribed to them in the Circular.

2. NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that the Register of Members and share transfer books of the Company will be closed from 5.00 p.m. on 22 January 2019 (the “**Books Closure Date**”) for the purpose of determining the entitlements of Shareholders to RSPH Shares pursuant to the Proposed Distribution.

3. ADMINISTRATIVE PROCEDURES RELATING TO THE PROPOSED DISTRIBUTION

Shareholders (being Depositors) whose TMG Shares are deposited with CDP

In the case of Shareholders (being Depositors), entitlements to the RSPH Shares will be determined on the basis of the number of TMG Shares standing to the credit of their respective Securities Accounts as at the Books Closure Date. Shareholders (being Depositors) are required to take the necessary actions to ensure that the TMG Shares owned by them are credited to their Securities Accounts by the Books Closure Date.

Scrip Shareholders whose TMG Shares are not deposited with CDP

In the case of Scrip Shareholders whose TMG Shares are not deposited with CDP, entitlements to the RSPH Shares will be determined on the basis of their holdings of TMG Shares appearing in the Register of Members as at the Books Closure Date. Persons who own TMG Shares and who have not already done so, are requested to take the necessary actions to ensure that the TMG Shares owned by them are registered in their names or in the names of their nominees in the Register of Members by the Books Closure Date.

CPFIS Investors

In the case of CPFIS Investors, entitlements to the RSPH Shares will be determined on the basis of the number of TMG Shares held by the CPF-approved agent banks on behalf of each CPFIS Investor as at the Books Closure Date.

Investors whose TMG Shares were purchased using SRS funds

In the case of investors who have purchased TMG Shares using their SRS funds, entitlements to the RSPH Shares will be determined on the basis of the number of TMG Shares held by the relevant approved banks on behalf of each such investor as at the Books Closure Date.

Investors whose TMG Shares are held through a finance company and/or a Depository Agent

In the case of investors who hold TMG Shares through a finance company and/or a Depository Agent, entitlements to the RSPH Shares will be determined on the basis of the number of TMG Shares held by the finance companies and/or the Depository Agents on behalf of such investors as at the Books Closure Date.

Overseas Shareholders

The Proposed Distribution to Overseas Shareholders whose registered addresses as at the Books Closure Date (as recorded in the Register of Members of the Company or in the Depository Register maintained by CDP) are outside Singapore may be prohibited or restricted (either absolutely or subject to various relevant securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. Overseas Shareholders are required to inform themselves of and to observe any such prohibition or restriction at their own expense and without liability to the Company.

For practical reasons and in order to avoid violating applicable securities laws outside Singapore, the RSPH Shares will NOT be distributed to Overseas Shareholders who have not, at least three (3) Market Days prior to the Books Closure Date, provided the Share Registrar, M & C Services Private Limited at 112 Robinson Road #05-01 Singapore 068902 or CDP, as the case may be, with addresses in Singapore for the service of notices or documents in accordance with the foregoing.

Accordingly, Overseas Shareholders whose registered addresses as at the Books Closure Date are outside Singapore will NOT receive the RSPH Shares in the Proposed Distribution and shall not be entitled to make any claim whatsoever against the Company or any other person in connection therewith.

Holders of Bonus Warrants and Piggyback Warrants

As only Entitled Shareholders will be eligible to participate in the Proposed Distribution, holders of Bonus Warrants and/or Piggyback Warrants, as the case may be, who wish to participate in the Proposed Distribution will be required to exercise their Bonus Warrants and/or Piggyback Warrants, as the case may be, such that they shall be Shareholders with Singapore addresses as at the Books Closure Date. Shareholders should refer to the indicative timetable on page 10 of the Circular for the indicative dates and times of events relating to the Proposed Distribution, and those who may require advice in the context of their specific investments should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

4. UNLISTED RSPH SHARES

Following the Date of Completion, Entitled Shareholders will hold shares in RSPH, a public Singapore company whose shares are not quoted on the Official List of the SGX-ST, any securities exchange or any regulated markets. In order to provide flexibility for RSPH Shareholders who do not wish to hold shares in an unlisted company, the Company is currently exploring options to provide an exit alternative in the form of cash to RSPH Shareholders so that they may choose to receive cash in consideration for all (and not part of) their RSPH Shares following the Proposed Distribution by way of Capital Reduction (the "**Cash Alternative**").

Pursuant to the requirement from SGX-ST that a fair and reasonable Cash Alternative be provided, the Company has undertaken to SGX-ST that:

- (a) completion of the Proposed Distribution by way of Capital Reduction shall not be effected without the Cash Alternative having been announced; and
- (b) it shall announce or cause to be announced the Cash Alternative no later than seven (7) Market Days from the Books Closure Date and, in this connection, an independent financial adviser will be appointed to opine on whether the financial terms of the Cash Alternative are fair and reasonable. The opinion of the independent financial advisor will be made publicly available to the RSPH Shareholders in due course.

For avoidance of doubt, the Proposed Distribution will not take place if there is no fair and reasonable Cash Alternative.

Further details of the Cash Alternative are set out in Section 7 of the Circular.

In view of the Cash Alternative, no share certificate in respect of the RSPH Shares will be posted to RSPH Shareholders pending the finalisation and implementation of the Cash Alternative arrangements. Share certificates will be posted to RSPH Shareholders within ten (10) Market Days after the conclusion of the Cash Alternative or such other date as may be announced. Nonetheless, any RSPH Shareholder who wishes to receive his share certificate during this interim period may make a written request to the share registrar of RSPH for his share certificate to be posted to him within five (5) Market Days from the receipt of such written request.

It is intended that upon completion of the Proposed Distribution, the names of the RSPH Shareholders (being the Shareholders as reflected in the Register of Members or Depository Register, as the case may be, as at the Books Closure Date) shall be entered into the electronic register of members of RSPH maintained by the share registrar of RSPH. At the same time, each RSPH Shareholder will be sent a statement of holdings showing the number of RSPH Shares that such RSPH Shareholder has received (such number of RSPH Shares being equivalent to the number of TMG Shares in the relevant Shareholder's Securities Account as at 5.00 p.m. on the Books Closure Date).

After the Date of Completion, any RSPH Shareholder who decides not to continue to hold the unlisted RSPH Shares, may choose to sell all or such numbers of RSPH Shares as he may, in his absolute discretion decide, to ANY willing purchaser(s) at any time, subject to all applicable laws.

For the avoidance of doubt, CDP will NOT custodise the RSPH Shares received by Entitled Shareholders upon completion of the Proposed Distribution and all ownership of RSPH Shares will be represented by physical share certificate(s).

Any queries relating to the registration or transfer of the RSPH Shares can also be directed to M & C Services Private Limited, the share registrar of RSPH, at +65 6228 0530 or at 112 Robinson Road #05-01 Singapore 068902.

5. IMPORTANT DATES AND EVENTS

Shareholders should note the following events and dates:

Last date to exercise the Bonus Warrants in order that the subsequent Piggyback Warrants (arising from the exercise of the Bonus Warrants) may also be exercised so that the TMG Shares arising from the exercise of both the Bonus Warrants and the Piggyback Warrants : 9 January 2019

may be issued by 5.00 p.m. on the Books Closure Date
(1)

Last day of trading (cum-entitlement basis)	:	18 January 2019
Last date to exercise any issued Bonus Warrants OR Piggyback Warrants, as the case may be, so that the TMG Shares arising from the exercise of such Bonus Warrants or Piggyback Warrants, as the case may be, may be issued by 5.00 p.m. on the Books Closure Date (1)	:	21 January 2019
Books Closure Date	:	22 January 2019 at 5.00 p.m.
Expected announcement date of the Cash Alternative	:	By 31 January 2019
Expected effective date of the Capital Reduction and the Proposed Further Capital Reduction	:	On or about 31 January 2019
Expected Date of Completion, being the date the RSPH Shares are distributed to Entitled Shareholders	:	On or about 31 January 2019
Expected date that the RSPH share certificates will be posted to RSPH Shareholders	:	Within ten (10) Market Days from the conclusion of the Cash Alternative or such other date as may be announced

Notes:

(1) It is estimated that (i) the Piggyback Warrants will be credited into a Shareholder's Securities Account approximately eight (8) Market Days from his exercise of Bonus Warrants; and (ii) the new TMG Shares will be credited into a Shareholder's Securities Account at 5.00 p.m. on the same day that he exercises his Bonus Warrants or Piggyback Warrants, as the case may be.

Accordingly, Shareholders who exercise their Bonus Warrants and/or Piggyback Warrants, as the case may be, after the dates reflected in the table above do so at their own risk, and in such event, there is no assurance that the new TMG Shares issued to them pursuant to the exercise of their Bonus Warrants or Piggyback Warrants, as the case may be, will be credited into their Securities Account by 5.00 p.m. on the Books Closure Date. **Shareholders who are in any doubt as to the contents herein or course of action that they should take, should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.**

BY ORDER OF THE BOARD

Tan Wee Tuck
Executive Director and Chief Executive Officer, Real Estate
9 January 2019

THOMSON MEDICAL GROUP LIMITED
Company Registration No. 199908381D
101 Thomson Road
#20-04/05 United Square
Singapore 207591
Tel: +65 6331 0188
Fax: +65 6331 0180
Website: www.thomsonmedicalgroup.com