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## COMPLETION OF THE PROPOSED DISTRIBUTION BY WAY OF CAPITAL REDUCTION AND THE PROPOSED FURTHER CAPITAL REDUCTION

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### 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 2018, 27 December 2018 and 9 January 2019 and its circular dated 12 November 2018 (the “**Circular**”) in relation to (i) the proposed 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. COMPLETION OF THE PROPOSED CORPORATE EXERCISES

The Board wishes to announce that the conditions precedent to the Proposed Corporate Exercises as set out in paragraph 5 of the Circular have been satisfied. Accordingly, the completion of the Proposed Corporate Exercises took place today.

Upon completion:

- (a) a copy of the court order approving the Capital Reduction and the Proposed Capital Reduction, together with other documents prescribed under the Companies Act, was lodged with the Accounting Corporate and Regulatory Authority;
- (b) an aggregate number of 26,063,895,035 RSPH Shares were distributed to the Entitled Shareholders on the basis of one (1) RSPH Share for every one (1) TMG Share held as at the Books Closure Date;
- (c) the names of RSPH Shareholders, being the Entitled Shareholders, were entered into the electronic register of members of RSPH maintained by the share registrar of RSPH; and
- (d) the RSPH Group ceased to be subsidiaries of TMG.

The Capital Reduction and the Proposed Capital Reduction took effect following the lodgment of the court order set out in paragraph (a) above.

### 3. SHAREHOLDINGS IN RSPH

As set out in paragraph 7 of the Circular, in view of the Cash Alternative (which was made by way of a pre-conditional voluntary cash offer as announced on 29 January 2019 on the SGXNET for all the RSPH Shares (the “Offer”)), no share certificate in respect of the RSPH Shares will be posted to RSPH Shareholders. Share certificates will be posted to RSPH Shareholders within ten (10) Market Days after the close of the Offer 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.

For the avoidance of doubt, CDP will **NOT** custodise the RSPH Shares received by RSPH Shareholders upon completion of the Proposed Distribution.

A statement of holdings showing the number of RSPH Shares that each RSPH Shareholder has received was despatched to each RSPH Shareholder today. RSPH Shareholders who do not receive the statement of holdings within one week from the date hereof or who have any queries relating to the registration or transfer of the RSPH Shares should contact the share registrar of RSPH, **M & C Services Private Limited**, at **+65 6228 0530** or at **112 Robinson Road #05-01 Singapore 068902**.

#### BY ORDER OF THE BOARD

Hasan Malik  
Company Secretary  
31 January 2019

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