
**ANNOUNCEMENT PURSUANT TO RULE 704(18)(C) OF THE LISTING MANUAL OF THE
SINGAPORE EXCHANGE SECURITIES TRADING LIMITED ("SGX-ST")
PROPOSED DISPOSAL OF SHARES IN ARIVA PTE LTD**

1. INTRODUCTION

The Board of Directors (the "**Board**") of Thomson Medical Group Limited (the "**Company**") and its subsidiaries collectively the "**Group**") wishes to announce that its wholly-owned subsidiary, Rowsley Hospitality Holdings Pte Ltd ("**RHH**") has on 28 September 2018 completed the sale of the entire issued and paid-up share capital of Ariva Pte Ltd ("**Ariva**") (the "**Disposal**"), comprising 75,000 ordinary shares (the "**Sale Shares**") pursuant to a sale and purchase agreement with Tang Dynasty Pte. Ltd. (the "**Purchaser**") signed on the same day.

RHH had originally purchased the Sale Shares from Ong Ah Luan Cameron, Jean-Claude Erne, and Lee Sok Fang Phyllis (collectively the "**Vendors**") under a Sale and Purchase Agreement dated 7 September 2016 (the "**SPA**") as varied by a Variation Agreement dated 27 February 2017 (the "**VA**"). The Vendors had also made loans to RHH under loan agreements dated 27 February 2017 (the "**LA**").

2. INFORMATION RELATING TO THE DISPOSAL

2.1 Rationale for the Disposal

The Group's current businesses comprise the healthcare business and the real estate business.

Following the completion of the very substantial acquisition of the healthcare business, the Company's focus is to develop and grow its healthcare business and the Company will assess options to divest its real estate portfolio (save for Vantage Bay Healthcare City) when such opportunity arises.

The Company's business in real estate includes principally design, engineering and hospitality. Ariva provides hospitality services in Asia. The Company has reviewed its business and decided to streamline its real estate business in Asia to focus on being a pure-play consultancy business. The Disposal is made pursuant to such decision.

2.2 Information on the Purchaser

The Purchaser is a private limited company incorporated in Singapore and is majority controlled by Gordon Tang.

3. **CONSIDERATION FOR THE DISPOSAL**

- 3.1 The aggregate consideration for the Disposal is S\$3,380,000.00 (the "**Consideration**") which was arrived at following arm's length negotiations on a "willing-buyer, willing-seller" basis, taking into consideration cash flows from current and future contracts.
- 3.2 Pursuant to the terms of a Deed of Release and Termination signed on 28 September 2018, the Vendors have agreed to terminate, release and discharge RHH from any and all its obligations (i) to pay the earn-out consideration under the terms of the SPA; and (ii) to repay the loans under the LA, against payment of a compromised amount.
- 3.3 The Consideration has been paid in cash by the Purchaser upon completion of the Disposal. On completion, the Sale Shares were transferred to the Purchaser and Ariva ceased to be a subsidiary of RHH.
- 3.4 The net asset value of the Sale Shares as at 30 June 2018 was S\$5,260,000.00.

4. **FINANCIAL EFFECTS**

The Disposal is not expected to have any material impact on the net tangible assets and earnings per share of the Company for the financial year ending 31 December 2018.

5. **INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS**

None of the directors or controlling shareholders of the Company has any interest, direct or indirect, in the Disposal.

BY ORDER OF THE BOARD

HASAN MALIK
Company Secretary

28 September 2018

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