



TALKMED GROUP LIMITED
(Company Registration No. 201324565Z)
(Incorporated in the Republic of Singapore)

NOTICE OF EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighth Annual General Meeting ("AGM") of TalkMed Group Limited will be convened and held by way of electronic means on Tuesday, 20 April 2021 at 6:00 p.m., for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2020, together with the Auditor's Report thereon. **(Resolution 1)**
- To declare a final one-tier tax-exempt dividend of 0.75 Singapore cent per ordinary share in respect of the financial year ended 31 December 2020. **(Resolution 2)**
- To approve the payment of Directors' fees of S\$380,000 for the financial year ending 31 December 2021 to be paid quarterly in arrears (2020: S\$380,000). **(Resolution 3)**
- To re-elect the following Directors who retire by rotation pursuant to Article 91 of the Company's Constitution, and who, being eligible, offer themselves for re-election:
Mr Lim Teong Jin George **(Resolution 4)**
[Please see Explanatory Note (i)]
Mr Dan Yock Hian **(Resolution 5)**
[Please see Explanatory Note (ii)]
Mr Lim Jen Howe **(Resolution 6)**
[Please see Explanatory Note (iii)]
- To approve Mr S. Chandra Das' continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(A)¹ of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst ("Catalist Rules"), and such Resolution shall remain in force until the earlier of the following: (i) Mr S. Chandra Das' retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. [Please see explanatory note (iv)] **(Resolution 7)**
- Contingent upon the passing of Ordinary Resolution 7 above, shareholders (excluding the Directors and the Chief Executive Officer ("CEO") of the Company, and the respective associates of such Directors and CEO) to approve Mr S. Chandra Das' continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(B)¹ of the Catalyst Rules, and such Resolution shall remain in force until the earlier of the following: (i) Mr S. Chandra Das' retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. [Please see explanatory note (iv)] **(Resolution 8)**
- To approve Mr Sitoh Yih Pin's continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(A)¹ of the Catalyst Rules, and such Resolution shall remain in force until the earlier of the following: (i) Mr Sitoh Yih Pin's retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. [Please see explanatory note (iv)] **(Resolution 9)**
- Contingent upon the passing of Ordinary Resolution 9 above, shareholders (excluding the Directors and the CEO of the Company, and the respective associates of such Directors and CEO) to approve Mr Sitoh Yih Pin's continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(B)¹ of the Catalyst Rules, and such Resolution shall remain in force until the earlier of the following: (i) Mr Sitoh Yih Pin's retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. [Please see explanatory note (iv)] **(Resolution 10)**
- Contingent upon the passing of Ordinary Resolution 5 above, shareholders (excluding the Directors and the CEO of the Company, and the respective associates of such Directors and CEO) to approve Mr Dan Yock Hian's continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(A)¹ of the Catalyst Rules, and such Resolution shall remain in force until the earlier of the following: (i) Mr Dan Yock Hian's retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. [Please see explanatory note (iv)] **(Resolution 11)**
- Contingent upon the passing of Ordinary Resolutions 5 and 11 above, shareholders (excluding the Directors and the CEO of the Company, and the respective associates of such Directors and CEO) to approve Mr Dan Yock Hian's continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(B)¹ of the Catalyst Rules, and such Resolution shall remain in force until the earlier of the following: (i) Mr Dan Yock Hian's retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution. [Please see explanatory note (iv)] **(Resolution 12)**
- To re-appoint Messrs Ernst & Young LLP as Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 13)**
- To transact any other ordinary business which may properly be transacted at an AGM.
¹ Note: Rule 406(3)(d)(iii) of the Catalyst Rules will come into effect on 1 January 2022. The Company has decided to early adopt the practice of two-tier voting process in respect of the independent directors whose tenure will reach nine (9) years in 2022.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

- Authority to issue shares in the capital of the Company
That pursuant to Section 161 of the Companies Act, (the "Companies Act") and Rule 806 of the Catalyst Rules of the SGX-ST, the Directors of the Company be authorised and empowered to:
(a) (1) issue shares in the Company ("Shares") whether by way of rights issue, bonus issue or otherwise; and/or
(2) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares pursuant to any Instrument made or granted by the Directors of the Company while this Resolution was in force,
(the "Share Issue Mandate")
provided that:
(1) the aggregate number of Shares to be issued pursuant to this Resolution (including the Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including the Shares in pursuance of the Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (2) below);
(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued Shares and Instruments shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time of the passing of this Resolution, after adjusting for:
(i) new Shares arising from the conversion or exercise of the Instruments or any convertible securities or share options or vesting of share awards, which were issued and outstanding or subsisting at the time this Resolution is passed, provided that such share options or share awards were granted in compliance with part VIII of Chapter 8 of the Catalyst Rules of the SGX-ST; and
(ii) any subsequent bonus issue, consolidation or subdivision of Shares,
and, in paragraph (1) above and this paragraph (2), "subsidiary holdings" has the meaning given to it in the Catalyst Rules of the SGX-ST;
(3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Catalyst Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the Share Issue Mandate) and the Constitution of the Company; and
(4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.
[Please see Explanatory Note (v)] **(Resolution 14)**

BY ORDER OF THE BOARD

LEE BOON YONG
LIM HENG CHONG BENNY
Joint Company Secretaries
Singapore, 5 April 2021

Explanatory Notes:

- Key information on Mr Lim Teong Jin George, who is seeking re-appointment as a Director of the Company under Ordinary Resolution 4, is found under the sections headed "Board of Directors" and "Additional Information on Directors Seeking Re-Appointment or Continued Appointment" of the Annual Report. Mr Lim Teong Jin George will, upon re-election as Director of the Company, remain as a Non-Executive Director and a member of the Remuneration Committee of the Company.
- Key information on Mr Dan Yock Hian, who is seeking re-appointment as a Director of the Company under Ordinary Resolution 5 is found under the sections headed "Board of Directors" and "Additional Information on Directors Seeking Re-Appointment or Continued Appointment" of the Annual Report. Mr Dan Yock Hian will, upon re-election as Director of the Company, remain as a member of the Audit and Risk Committee and Nominating Committee of the Company, and will be considered independent for the purposes of Rule 704(7) of the Catalyst Rules. There are no relationships (including immediate family relationships) between Mr Dan Yock Hian and the other Directors, the Company or its substantial shareholders.
- Key information on Mr Lim Jen Howe, who is seeking re-appointment as a Director of the Company under Ordinary Resolution 6, is found under the sections headed "Board of Directors" and "Additional Information on Directors Seeking Re-Appointment or Continued Appointment" of the Annual Report. Mr Lim Jen Howe will, upon the re-election as Director of the Company, remain as a Non-Executive Director and a member of the Audit and Risk Committee of the Company.
- Ordinary Resolutions 7 to 12 are proposed in anticipation of Rule 406(3)(d)(iii) of the Catalyst Rules of the SGX-ST taking effect on 1 January 2022 pursuant to the Transitional Practice Note 2 of the Catalyst Rules which set out the transitional arrangements regarding the Code of Corporate Governance 2018. With effect from 1 January 2022, Rule 406(3)(d)(iii) of the Catalyst Rules will provide that a Director will not be independent if he has been a Director for an aggregate period of more than nine (9) years and his continued appointment as an independent director has not been sought and approved in separate resolutions by (a) all shareholders; and (b) shareholders excluding the Directors and the CEO of the Company, and their respective associates (as defined in the Catalyst Rules of the SGX-ST) ("Two-Tier Voting").
Mr S. Chandra Das, Mr Sitoh Yih Pin and Mr Dan Yock Hian are the Independent Directors of the Company whose tenure will reach nine (9) years in 2022. The Company is proposing to early adopt the practice of the Two-Tier Voting process, to seek the requisite approval from shareholders for the continued appointment of Mr S. Chandra Das, Mr Sitoh Yih Pin and Mr Dan Yock Hian as Independent Directors. In accordance with Rule 406(3)(d)(iii), such approval will remain valid until the earlier of the following: (i) the retirement or resignation of the relevant Independent Director; or (ii) the conclusion of the third AGM of the Company following the passing of these resolutions.
The Board of Directors (the "Board") and the Nominating Committee have evaluated the participation of Mr S. Chandra Das, Mr Sitoh Yih Pin and Mr Dan Yock Hian at the Board and Board committee meetings, and determined that each of them continues to display independent thinking and the ability to exercise objective judgement during decision-making, and that their length of service did not in any way interfere with their exercise of independent judgement nor hinder their ability to act in the best interests of the Company. In addition, each of them fulfils the definition of an Independent Director in the Catalyst Rules and the Code of Corporate Governance 2018.
- Ordinary Resolution 14 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to fifty per cent (50%) may be issued other than on a pro-rata basis to existing shareholders of the Company.

Notes:

- The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will be sent to members. This Notice will also be published on the Company's website at the URL <https://www.talkmed.com.sg/>, and on SGX's website at the URL <https://www.sgx.com/securities/company-announcements>.
- Alternative arrangements relating to, among others, attendance, submission of questions in advance of the AGM, addressing of substantial and relevant questions at the AGM and/or voting by appointing the Chairman of the Meeting as proxy at the AGM are set out in a letter to Shareholders dated 5 April 2021 which has been uploaded together with this Notice of Annual General Meeting on SGXNet on the same day, and may be accessed at the Company's website at the URL <https://www.talkmed.com.sg/>, and will also be made available on SGX's website at the URL <https://www.sgx.com/securities/company-announcements>. Members of the Company can participate in the AGM by:
(a) watching or listening to the AGM proceedings via a "live" audio-visual conference via his/her/its mobile phones, tablets or computers;
(b) submitting questions ahead of the AGM; and
(c) voting by appointing the Chairman of the Meeting as proxy at the AGM.
- A member of the Company may submit questions relating to the resolutions to be tabled for approval at the AGM using the pre-registration link at <https://www.talkmed.com.sg/registration-annual-general-meeting-2021/>. All questions must be submitted by 14 April 2021 (6.00 p.m.).
- If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must submit his/her/its Proxy Form appointing the Chairman of the Meeting as his/her/its proxy to attend and vote on his/her/its behalf at the AGM. The accompanying Proxy Form for the AGM may be accessed at the Company's website at the URL <https://www.talkmed.com.sg/>, and will also be made available on SGX's website at the URL <https://www.sgx.com/securities/company-announcements>.
Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
A member of the Company who holds his/her shares through a Relevant Intermediary* (including CPFIS Members or SRS investors) and who wish to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Bank or SRS Approved Bank) to submit his/her voting instructions at least seven (7) working days prior to the date of the AGM, i.e. by 5.00 p.m. on 8 April 2021.
* Pursuant to Section 181 of the Companies Act (Cap. 50): A Relevant Intermediary is:
(a) a banking corporation licensed under the Banking Act, Chapter 19 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
(b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act, Chapter 289 and who holds shares in that capacity; or
(c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- The Chairman of the Meeting, as proxy, need not be a member of the Company.
- The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
(a) if submitted by post, be lodged with the Company at 101 Thomson Road, #09-02 United Square, Singapore 307591; or
(b) if submitted electronically, be submitted via email to the Company at proxyform@talkmed.com.sg.
In either case, not less than forty-eight (48) hours before the time appointed for the AGM.
A member who wishes to submit an instrument of proxy must complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
In view of the COVID-19 related safe distancing measures, and as a safety precaution to prevent the transmission of the COVID-19 virus, members are strongly encouraged to submit completed proxy forms electronically via email, where possible.
- The 2020 Annual Report may be accessed at the Company's website at the URL <https://www.talkmed.com.sg/>, and will also be available for viewing and download on SGX's website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the 2020 Annual Report will not be sent to members. Members who wish to receive a printed copy of the 2020 Annual Report will need to complete and submit a Request Form (which can be found in the letter to Shareholders dated 5 April 2021) to the Company by 14 April 2021. The printed copies of the letter to Shareholders dated 5 April 2021 will be sent to members together with the Notice of AGM and Proxy Form. The letter to Shareholders dated 5 April 2021 may also be accessed at the Company's website at the URL <https://www.talkmed.com.sg/>, and will also be made available on SGX's website at the URL <https://www.sgx.com/securities/company-announcements>.
- The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy (including any related attachment). In addition, in the case of a member whose Shares are entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

This Notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Hong Leong Finance Limited. It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice. The contact person for the Sponsor is Mr Kaeson Chui, Vice President, at 16 Raffles Quay, #01-05 Hong Leong Building, Singapore 048581. Telephone number: (65) 6415 9886.