



TALKMED GROUP LIMITED

(Company Registration No. 201324565Z)

(Incorporated in the Republic of Singapore)

NOTICE OF NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting (“**AGM**”) of TalkMed Group Limited will be convened and held by way of electronic means on Thursday, 21 April 2022 at 6:00 p.m., for the following purposes:

AS ORDINARY BUSINESS

1. 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 2021, together with the Auditor’s Report thereon. **(Resolution 1)**
2. To declare a final one-tier tax-exempt dividend of 0.90 Singapore cent per ordinary share in respect of the financial year ended 31 December 2021. **(Resolution 2)**
3. To approve the payment of Directors’ fees of S\$500,000 for the financial year ending 31 December 2022 to be paid quarterly in arrears (2021: S\$380,000). **(Resolution 3)**
4. To re-elect the following Directors who retire by rotation pursuant to Regulation 91 of the Company’s Constitution, and who, being eligible, offer themselves for re-election:

Dr Ang Peng Tiam
[Please see Explanatory Note (i)] **(Resolution 4)**

Dr Khoo Kei Siong
[Please see Explanatory Note (ii)] **(Resolution 5)**

Mr Sitoh Yih Pin
[Please see Explanatory Note (iii)] **(Resolution 6)**
5. Contingent upon the passing of Ordinary Resolution 6 above, shareholders to approve Mr Sitoh Yih Pin’s continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(A) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist 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 7)**
6. Contingent upon the passing of Ordinary Resolutions 6 and 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 Sitoh Yih Pin’s continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(B) of the Catalist 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 8)**
7. To re-elect Ms Leong Ching Ching, who is retiring as a Director under Regulation 97 of the Company’s Constitution, and who, being eligible, offers herself for re-election. [Please see Explanatory Note (v)] **(Resolution 9)**
8. 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 10)**
9. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

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

10. Authority to issue shares in the capital of the Company

That pursuant to Section 161 of the Companies Act 1967 (the "**Companies Act**") and the listing 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 (including the Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital 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) and Instruments to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed twenty per cent (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital 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) in the capital 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 listing 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 listing 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 listing rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) 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 or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments.
- [Please see Explanatory Note (vi)]

(Resolution 11)

BY ORDER OF THE BOARD

LEE BOON YONG
LIM HENG CHONG BENNY
JACQUELINE ANNE LOW
Joint Company Secretaries

Singapore, 4 April 2022

Explanatory Notes:

- (i) Key information on Dr Ang Peng Tiam, who is seeking re-election 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-Election or Continued Appointment" of the Annual Report. Dr Ang Peng Tiam will, upon re-election as Director of the Company, remain as an Executive Director and Chief Executive Officer, and a member of the Nominating Committee of the Company.
- (ii) Key information on Dr Khoo Kei Siong, who is seeking re-election 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-Election or Continued Appointment" of the Annual Report. Dr Khoo Kei Siong will, upon re-election as Director of the Company, remain as an Executive Director and Chief Operating Officer of the Company.
- (iii) Key information on Mr Sitoh Yih Pin, who is seeking re-election 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-Election or Continued Appointment" of the Annual Report. Mr Sitoh Yih Pin will, upon re-election as Director of the Company, remain as an Independent Director and Chairman of the Audit and Risk Committee and a member of the Remuneration Committee of the Company, and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules. There are no relationships (including immediate family relationships) between Mr Sitoh Yih Pin and the other Directors, the Company or its substantial shareholders.
- (iv) Ordinary Resolutions 7 and 8 are proposed for the purposes of Rule 406(3)(d)(iii) of the Catalist Rules of the SGX-ST which took effect on 1 January 2022.

Rule 406(3)(d)(iii) of the Catalist Rules provides 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 Catalist Rules of the SGX-ST) ("**Two-Tier Voting**").

Mr Sitoh Yih Pin's continued appointment as an Independent Director of the Company was approved through the Two-Tier Voting process at the AGM held on 20 April 2021. However, as such approval under Rule 406(3)(d)(iii) is valid until the earlier of: (i) the retirement or resignation of the Independent Director; or (ii) the conclusion of the third AGM of the Company following the passing of these resolutions, and Mr Sitoh Yih Pin is due for retirement by rotation at the forthcoming AGM under Regulation 91 of the Company's Constitution, he is required to seek the requisite approval from shareholders for his continued appointment as an Independent Director at the forthcoming AGM.

The Board of Directors (the "**Board**") and the Nominating Committee have evaluated the participation of Mr Sitoh Yih Pin at the Board and Board committee meetings, and determined that Mr Sitoh Yih Pin continues to display independent thinking and the ability to exercise objective judgement during decision-making, and that his length of service did not in any way interfere with his exercise of independent judgement nor hinder his ability to act in the best interests of the Company. In addition, Mr Sitoh Yih Pin fulfils the definition of an Independent Director in the Catalist Rules and the Code of Corporate Governance 2018.

- (v) Key information on Ms Leong Ching Ching, who is seeking re-election as a Director of the Company under Ordinary Resolution 9, is found under the sections headed "Board of Directors" and "Additional Information on Directors Seeking Re-Election or Continued Appointment" of the Annual Report. Ms Leong Ching Ching will, upon re-election as Director of the Company, remain as a Non-Independent Non-Executive Director and a member of the Remuneration Committee of the Company.
- (vi) Ordinary Resolution 11 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, fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty per cent (20%) may be issued other than on a pro-rata basis to existing shareholders of the Company. The percentages set out in the foregoing are in compliance with the relevant listing rules of the SGX-ST applicable to issuers listed on the Mainboard of the SGX-ST, to which the Company is proposing to transfer its listing from Catalist ("**Proposed Transfer**"), by seeking the approval of the Company's shareholders at an extraordinary general meeting to be held after the forthcoming AGM, the Company having obtained the approval-in-principle from the SGX-ST in respect of the Proposed Transfer. Please refer to the Company's Circular to Shareholders dated 30 March 2022 for details of the Proposed Transfer.

Notes:

1. 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>.
2. Alternative arrangements relating to, among others, attendance, submission of questions in advance of the AGM, addressing of substantial and relevant questions prior to 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 4 April 2022 which has been uploaded together with this Notice of AGM 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.
3. A member of the Company may submit questions relating to the resolutions to be tabled for approval at the AGM using the registration link at <https://www.talkmed.com.sg/registration-annual-general-meeting-2022/>. All questions must be submitted by 12 April 2022 (6.00 p.m.).
4. 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/companyannouncements>.

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 2022.

* Pursuant to Section 181 of the Companies Act 1967, a Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 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 2001 and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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.
5. The Chairman of the Meeting, as proxy, need not be a member of the Company.
 6. 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.

7. The 2021 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 2021 Annual Report will not be sent to members. Members who wish to receive a printed copy of the 2021 Annual Report will need to complete and submit a Request Form (which can be found in the letter to Shareholders dated 4 April 2022) to the Company by 12 April 2022. The printed copies of the letter to Shareholders dated 4 April 2022 will be sent to members together with the Notice of AGM and Proxy Form. The letter to Shareholders dated 4 April 2022 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>.
8. 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 AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.