

# TALKMED GROUP LIMITED

(the “Company”)

(Company Registration No. 201324565Z)

(Incorporated in the Republic of Singapore)

**MINUTES** of the Ninth Annual General Meeting of the Company (the “**AGM**” or “**Meeting**”) held virtually by way of audio-visual conferencing on Thursday, 21 April 2022 at 6.00 p.m.

## **ATTENDANCE**

### **Board of Directors**

Mr S. Chandra Das	-	Non-Executive Chairman and Independent Director
Dr Ang Peng Tiam	-	Chief Executive Officer and Executive Director
Dr Khoo Kei Siong	-	Chief Operating Officer and Executive Director
Mr Sitoh Yih Pin	-	Independent Non-Executive Director
Mr Dan Yock Hian	-	Independent Non-Executive Director
Mr Lim Teong Jin George	-	Non-Executive Director
Mr Lim Jen Howe	-	Non-Executive Director
Prof Leong Ching Ching	-	Non-Executive Director

### **By Invitation**

Mr Edwin Lee	-	Chief Financial Officer and Joint Company Secretary
Mr Benny Lim	-	Joint Company Secretary
Ms Valerie Chung	-	Finance Manager of the Company
Ms Ho Shyan Yan	-	Audit Partner, Ernst & Young LLP
Ms Jasmine Keh	-	Audit Senior Manager, Ernst & Young LLP
Mr Kaeson Chui	-	Sponsor, Hong Leong Finance Limited
Mr Edmund Chua	-	Sponsor, Hong Leong Finance Limited
Ms Fatimah Ambia	-	Share Registra, B.A.C.S. Private Limited
Mr Gregory Leong	-	Scrutineer, Finova BPO Pte. Ltd.
Mr Soh Chun Bin	-	ZICO Law
Ms Meryl Tan	-	ZICO Law

### **Shareholders**

As set out in the attendance records maintained by the Company Secretary

## **CHAIRMAN OF THE MEETING**

Mr S. Chandra Das (the “**Chairman**”), the Non-Executive Chairman and Independent Director of the Company, called the Meeting to order at 6.00 p.m.. Prior to the passing of resolutions to be proposed at the Meeting, the Chairman extended a warm welcome to all members attending the “LIVE” webcast of the Meeting.

## **QUORUM**

A quorum was present and the Chairman of the Meeting declared the Meeting open.

## **NOTICE OF MEETING**

The Notice convening the Meeting, having been in the hands of members for the requisite period, with the concurrence of the Meeting, was taken as read.

The Chairman informed the Meeting that voting on the proposed resolutions at this Meeting would be conducted by way of poll via proxy voting. Finova BPO Pte. Ltd. was appointed as the scrutineer (the “**Scrutineer**”) for the conduct of the poll, and B.A.C.S. Private Limited has been appointed as the Polling Agent.

The Chairman invited Dr Ang Peng Tiam (“**Dr Ang**”), the Chief Executive Officer and Executive Director of the Company, to do a presentation on the financial performance, key business and corporate update and the outlook of the Company. The presentation slides were published on the SGXNet after the Meeting.

The Chairman informed the Meeting that the Company has addressed substantial and relevant questions that were received from shareholders in detail in an announcement released on SGX website on 16 April 2022.

## **ORDINARY BUSINESS**

### **RESOLUTION 1 – DIRECTORS’ STATEMENT AND AUDITED FINANCIAL STATEMENTS**

The Chairman addressed the first item on the Agenda and proposed that it be taken as read as the Directors’ Statement and Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2021, together with the Auditor’s Report thereon, had been circulated to members for the prescribed period.

The following motion was duly proposed by the Chairman and seconded by Dr Ang:

“That the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2021, together with the Auditor’s Report thereon be hereby received and adopted.”

### **RESOLUTION 2 – DECLARATION AND APPROVAL OF A ONE-TIER TAX-EXEMPT DIVIDEND**

The Board had recommended 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.

The following motion was duly proposed by the Chairman and seconded by Dr Ang:

“That the payment of 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, be and is hereby approved.”

### **RESOLUTION 3 – APPROVAL OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022**

The Board had recommended the payment of S\$500,000 as Directors’ fees for the financial year ending 31 December 2022 which will be paid quarterly in arrears.

The following motion was duly proposed by the Chairman and seconded by Dr Ang:

“That the payment of Directors’ fees of S\$500,000 for the financial year ending 31 December 2022, to be paid quarterly in arrears, be and is hereby approved.”

**RESOLUTION 4 – RE-ELECTION OF DR ANG PENG TIAM**

The Meeting was informed that Mr Ang Peng Tiam who was retiring pursuant to Regulation 91 of the Company's Constitution, had offered himself for re-election.

Upon re-appointment as a Director of the Company, Dr Ang Peng Tiam will remain as Executive Director and Chief Executive Officer of the Company, and a member of the Nominating Committee.

The following motion was duly proposed by the Chairman and seconded by Dr Khoo Kei Siong:

“That Dr Ang Peng Tiam who retires pursuant to Regulation 91 of the Constitution of the Company, and being eligible for re-election, be and is hereby re-elected as Director of the Company.”

**RESOLUTION 5 – RE-ELECTION OF DR KHOO KEI SIONG**

The Meeting was informed that Dr Khoo Kei Siong who was retiring pursuant to Regulation 91 of the Company's Constitution, had offered himself for re-election.

Upon re-appointment as a Director of the Company, Dr Khoo Kei Siong will remain as Executive Director and Chief Operating Officer of the Company.

The motion was duly proposed by the Chairman and seconded by Dr Ang:

“That Dr Khoo Kei Siong who retires pursuant to Regulation 91 of the Constitution of the Company, and being eligible for re-election, be and is hereby re-elected as Director of the Company.”

**RESOLUTION 6 – RE-ELECTION OF MR SITOH YIH PIN**

The Meeting was informed that Mr Sitoh Yih Pin who was retiring pursuant to Regulation 91 of the Company's Constitution, had offered himself for re-election.

Upon re-appointment as a Director of the Company, Mr Sitoh Yih Pin will remain as an Independent Director, Chairman of the Audit and Risk Committee, and a member of the Remuneration Committee of the Company.

The motion was duly proposed by the Chairman and seconded by Dr Ang:

“That Mr Sitoh Yih Pin who retires pursuant to Regulation 91 of the Constitution of the Company, and being eligible for re-election, be and is hereby re-elected as Director of the Company.”

**RESOLUTION 7 – APPROVAL OF CONTINUED APPOINTMENT OF MR SITOH YIH PIN AS AN INDEPENDENT DIRECTOR UNDER RULE 406(3)(d)(iii)(A) OF THE CATALIST RULES**

The Meeting was informed that Resolution 7 was to approve Mr Sitoh Yih Pin's continued appointment as an Independent Director of the Company in accordance with Rule 406(3)(d)(iii)(A) of the Catalist Rules.

The motion was duly proposed by the Chairman and seconded by Dr Ang:

“That the continued appointment of Mr Sitoh Yih Pin as an Independent Director of the Company under Rule 406(3)(d)(iii)(A) of the Catalist Rules, and such Resolution to remain in force until the earlier of Mr Sitoh Yih Pin's retirement or resignation, or the conclusion of the third AGM following the passing of this Resolution, be and is hereby approved.”

**RESOLUTION 8 – APPROVAL OF CONTINUED APPOINTMENT OF MR SITOH YIH PIN AS AN INDEPENDENT DIRECTOR UNDER RULE 406(3)(d)(iii)(B) OF THE CATALIST RULES**

The Meeting was informed that Resolution 8 was to seek the approval of shareholders (excluding the Directors, the CEO and their respective associates) for the continued appointment of Mr Sitoh Yih Pin as an Independent Director of the Company in accordance with Rule 406(3)(d)(iii)(B) of the Catalist Rules.

The motion was duly proposed by the Chairman and seconded by Dr Ang:

“That the continued appointment of Mr Sitoh Yih Pin as an Independent Director of the Company under Rule 406(3)(d)(iii)(B) of the Catalist Rules, and such Resolution to remain in force until the earlier of Mr Sitoh Yih Pin’s retirement or resignation, or the conclusion of the third AGM following the passing of this Resolution, be and is hereby approved by shareholders (excluding the Directors, the CEO, and their respective associates).”

**RESOLUTION 9 – RE-ELECTION OF MS LEONG CHING CHING**

The Meeting was informed that Ms Leong Ching Ching, who would cease to hold office under Regulation 97 of the Company’s Constitution, had offered herself for re-election.

Upon re-appointment as a Director of the Company, Ms Leong Ching Ching will remain as a Non-Executive Director, and a member of the Remuneration Committee of the Company.

The motion was duly proposed by the Chairman and seconded by Dr Ang:

“That Ms Leong Ching Ching, who retires pursuant to Regulation 97 of the Constitution of the Company, and being eligible for re-election, be and is hereby re-elected as Director of the Company.

**RESOLUTION 10 – RE-APPOINTMENT OF AUDITOR**

The Meeting was informed that the retiring auditor, Messrs Ernst & Young LLP, had expressed their willingness to continue in office.

The motion was duly proposed by the Chairman and seconded by Dr Ang:

“That Messrs Ernst & Young LLP be and is hereby re-appointed as Auditor of the Company to hold office until the conclusion of the next AGM at a remuneration to be determined by the Directors.”

**SPECIAL BUSINESS**

**RESOLUTION 11 – AUTHORITY TO ALLOT AND ISSUE SHARES**

The next item of the Agenda is a general mandate sought from the shareholders to authorise and empower the Directors to issue shares in the capital of the Company and/or instruments.

The following motion was duly proposed by the Chairman and seconded by Dr Ang:

“That the Ordinary Resolution as set out in item 10 of the Notice convening this Meeting dated 4 April 2022 be approved.”

## **RESULTS OF MEETING**

The results of the votes cast on each of the resolutions were based on the proxy forms that shareholders had submitted, and the votes had been cast in accordance with the wishes of shareholders and duly verified by the scrutineers. The polling results which were projected on the screen for shareholders to view were as follows:

For Ordinary Resolution No. 1, 1,179,612,623 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 2, 1,179,613,223 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 3, 1,179,612,623 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 4, 1,179,612,623 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 5, 1,179,612,623 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 6, 1,179,612,623 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 7, 1,179,612,623 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 8, 221,340,623 votes have been cast FOR the Resolution, with none voting AGAINST the Resolution.

For Ordinary Resolution No. 9, 1,179,612,623 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 10, 1,179,612,623 votes have been cast FOR the Resolution, with none voting AGAINST the Resolution.

For Ordinary Resolution No. 11, 1,179,612,623 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

Accordingly, the Chairman declared that all the Resolutions put to vote at the Meeting were duly passed and carried.

There being no other business, the Meeting concluded and was declared closed at 6.25 p.m. with a vote of thanks to the Chair.

Confirmed as True Record of Proceedings held

**Mr S. CHANDRA DAS**  
Chairman  
21 April 2022