



# NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting (“**AGM**”) of TalkMed Group Limited will be held at Function Room 503 – 504, RELC International Hotel, 30 Orange Grove Road, Singapore 258352, on Thursday, 18 April 2024 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 2023, together with the Auditor’s Report thereon.  
**(Resolution 1)**
2. To declare a final one-tier tax-exempt dividend of 1.30 Singapore cents per ordinary share in respect of the financial year ended 31 December 2023.  
**(Resolution 2)**
3. To approve the payment of Directors’ fees of S\$510,000 for the financial year ending 31 December 2024 to be paid quarterly in arrears (2023: S\$500,000).  
**(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)**  
  
Mr Sitoh Yih Pin  
[Please see Explanatory Note (ii)] **(Resolution 5)**  
  
Prof Leong Ching Ching  
[Please see Explanatory Note (iii)] **(Resolution 6)**
5. To re-elect the following Directors who retire pursuant to Regulation 97 of the Company’s Constitution, and who, being eligible, offer themselves for re-election:  
  
Mr Lam Kok Shang  
[Please see Explanatory Note (iv)] **(Resolution 7)**  
  
Dr Tan Khai Tong  
[Please see Explanatory Note (v)] **(Resolution 8)**  
  
Mr Peter Sim Swee Yam  
[Please see Explanatory Note (vi)] **(Resolution 9)**
6. 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)**
7. To transact any other ordinary business which may properly be transacted at an AGM.



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## AS SPECIAL BUSINESS

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

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

That pursuant to Section 161 of the Singapore 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);

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- (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 subparagraph (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 Manual 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 Manual 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 Manual 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 for the time being in force; 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 (vii)]

**(Resolution 11)**

BY ORDER OF THE BOARD

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

Singapore, 3 April 2024



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## 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" 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 Mr Sitoh Yih Pin, 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" of the Annual Report. Mr Sitoh Yih Pin will, upon re-election as Director of the Company, remain as a Non-Executive Director and a member of the Audit and Risk Committee. Mr Sitoh Yih Pin was re-designated as a Non-Executive Director on 1 January 2024, having served on the Board for an aggregate period of more than 9 years, and will not be considered independent after the conclusion of this AGM pursuant to Rule 210(5)(d)(iv) and Rule 704(8) of the Listing Manual of the SGX-ST.
- (iii) Key information on Prof Leong Ching Ching, 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" of the Annual Report. Prof Leong Ching Ching will, upon re-election as Director of the Company, remain as an Independent Director and Chairman of the Remuneration Committee of the Company. There are no relationships (including immediate family relationships) between Prof Leong Ching Ching and the other Directors, the Company or its substantial shareholders.
- (iv) Key information on Mr Lam Kok Shang, who is seeking re-election as a Director of the Company under Ordinary Resolution 7, is found under the sections headed "Board of Directors" and "Additional Information on Directors Seeking Re-Election" of the Annual Report. Mr Lam Kok Shang will, upon re-election as Director of the Company, remain as an Independent Director, Chairman of the Audit and Risk Committee, and a member of the Nominating Committee, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including immediate family relationships) between Mr Lam Kok Shang and the other Directors, the Company or its substantial shareholders.
- (v) Key information on Dr Tan Khai Tong, who is seeking re-election as a Director of the Company under Ordinary Resolution 8, is found under the sections headed "Board of Directors" and "Additional Information on Directors Seeking Re-Election" of the Annual Report. Dr Tan Khai Tong will, upon re-election as Director of the Company, remain as an Independent Director and a member of the Remuneration Committee of the Company. There are no relationships (including immediate family relationships) between Dr Tan Khai Tong and the other Directors, the Company or its substantial shareholders.
- (vi) Key information on Mr Peter Sim Swee Yam, 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" of the Annual Report. Mr Peter Sim Swee Yam will, upon re-election as Director of the Company, remain as an Independent Director, Chairman of the Nominating Committee and a member of the Audit and Risk Committee of the Company, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including immediate family relationships) between Mr Peter Sim Swee Yam and the other Directors, the Company or its substantial shareholders.
- (vii) 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.

## Notes:

1. The members of the Company are invited to attend physically at the AGM. There will be no option for Shareholders to participate virtually. Printed copies of this Notice and Proxy Form will be sent to members. This Notice and Proxy Form 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.
  - (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his/her/its name in the Depository Register and any second named proxy as an alternate to the first named.
  - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

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\* Pursuant to Section 181 of the Singapore 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.

3. A proxy need not be a member of the Company.

Where a member (whether individual or corporate) appoints a proxy or proxies 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 a proxy or proxies for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 8 April 2024.

4. The instrument appointing a proxy or proxies 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](mailto: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.

5. The 2023 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>. In line with the Company's environmental sustainability efforts, printed copies of the 2023 Annual Report will not be sent to members. Members who wish to receive a printed copy of the 2023 Annual Report will need to complete and submit a Request Form (which can be found in the letter to Shareholders dated 3 April 2024) to the Company by 10 April 2024. The printed copies of the letter to Shareholders dated 3 April 2024 (enclosing the Request Form) will be sent to members together with the Notice of AGM and Proxy Form. The letter to Shareholders dated 3 April 2024 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>.
6. The Company shall be entitled to reject the instrument appointing a proxy or proxies 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 a proxy or proxies (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 a proxy or proxies 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 a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents and service providers) for the purpose of the processing, administration and analysis by the Company (or its agents and service providers) of the proxies and representatives appointed 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 and service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents and service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents and service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.