

IN THE GENERAL DIVISION OF THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

HC/OA 569/2025

In the Matter of Section 210
of the Companies Act 1967

And

In the Matter of
TALKMED GROUP LIMITED
(Company Registration No.: 201324565Z)

... Applicant

SCHEME OF ARRANGEMENT

Under Section 210 of the Companies Act 1967

Between

TalkMed Group Limited

And

Shareholders (as defined herein)

And

TW Troy Limited

NOTICE OF SCHEME MEETING

NOTICE IS HEREBY GIVEN that by an Order of Court dated 17 June 2025 made in the above matter, the High Court of the Republic of Singapore (the “**Court**”) has directed a meeting (the “**Scheme Meeting**”) of the shareholders (“**Shareholders**”) of TalkMed Group Limited (the “**Company**”) to be convened and such Scheme Meeting will be held at Hotel Royal, 36 Newton Road, Singapore 307964, on 15 July 2025 at 4.30 p.m. (or as soon thereafter following the conclusion of the extraordinary general meeting of the Company to be held at 4 p.m. on the same day and at the same venue (the “**EGM**”)), for the purpose of considering and, if thought fit, passing with or without modification, the following resolution. All references to the TalkMed Composite Document in this Notice of Scheme Meeting shall mean the TalkMed Composite Document to the Shareholders dated 30 June 2025. All capitalised terms not otherwise defined herein shall have the meanings given to them in the TalkMed Composite Document.

RESOLUTION

RESOLVED THAT subject to the passing of the ordinary resolution at the EGM to approve the Management Arrangements, the scheme of arrangement dated 30 June 2025 (“**Scheme**”) proposed to be made pursuant to Section 210 of the Companies Act 1967 of Singapore, between (i) the Company, (ii) the Shareholders and (iii) TW Troy Limited, a copy of which has been circulated with this Notice of Scheme Meeting convening the Scheme Meeting, be and is hereby approved.

By the said Order of Court, the Court has appointed Mr S. Chandra Das, or failing him, any director of the Company, to act as Chairman of the Scheme Meeting and has directed the Chairman to report the results thereof to the Court.

The said scheme of arrangement will be subject to, inter alia, the subsequent sanction of the Court.

Notes:–

1. A copy of the said Scheme and a copy of the Explanatory Statement required to be furnished pursuant to Section 211 of the Companies Act 1967 of Singapore, are incorporated in the TalkMed Composite Document of which this Notice of Scheme Meeting forms part.
2. The members of the Company are invited to attend physically at the Scheme Meeting. There will be no option for Shareholders to participate virtually. Printed copies of this Notice of Scheme Meeting and Scheme Meeting Proxy Form will be sent to members. This Notice of Scheme Meeting and Scheme Meeting Proxy Form will also be published on the Company’s website at the URL <https://www.talkmed.com.sg/category/announcements/>, and on SGX-ST’s website at the URL <https://www.sgx.com/securities/company-announcements>.
3. Shareholders, including SRS Investors, may submit questions related to the Scheme Meeting Resolution to be tabled for approval at the Scheme Meeting in advance of the Scheme Meeting. To do so, all questions must be submitted via the online portal accessible at: <https://www.talkmed.com.sg/submission-of-questions-to-the-company> by 4 p.m. on 7 July 2025.
4. Shareholders, including SRS Investors, who submit questions must provide the following information:
 - (a) the Shareholder’s full name;
 - (b) the Shareholder’s full address; and
 - (c) the manner in which the Shareholder holds Shares in the Company (e.g. via CDP, scrip or SRS).
5. The Company will endeavour to address all substantial and relevant questions received in advance of the Scheme Meeting from the Shareholders, prior to or during the Scheme Meeting, and the Company’s responses will be posted on the SGXNET and the Company’s corporate website.

Alternatively, Shareholders and proxies will be able to ask questions during the Scheme Meeting. The Company will, within one (1) month after the date of the Scheme Meeting, publish the minutes of the Scheme Meeting on the SGXNET announcement page of the Company and the Company’s corporate website, and the minutes will include the responses to the substantial and relevant questions which are addressed during the Scheme Meeting.
6. Shareholders (including SRS Investors) or, where applicable, their appointed proxy, may also ask the Chairman of the Scheme Meeting substantial and relevant questions related to the Scheme Meeting Resolution to be tabled for approval at the Scheme Meeting, at the Scheme Meeting.
7. The Company will publish the minutes of the Scheme Meeting on the Company’s website and on SGXNET within one (1) month from the date of the Scheme Meeting, and the minutes will include the responses to the substantial and relevant questions received from Shareholders which are addressed during the Scheme Meeting.
8. A Shareholder who wishes to exercise his/her/its voting rights at the Scheme Meeting may: (a) vote at the Scheme Meeting in person; or (b) appoint a proxy to vote on his/her/its behalf at the Scheme Meeting.

9. (a) A Shareholder who is not a relevant intermediary may only appoint one (1) proxy to attend, speak and vote at the Scheme Meeting and may only cast all the votes it uses at the Scheme Meeting (whether in person or by proxy) in one (1) way. Where a Shareholder who is not a relevant intermediary appoints more than one (1) proxy, such additional appointments shall be invalid.
- (b) In relation to a Shareholder who is a relevant intermediary:
- (i) subject to paragraph 9(b)(ii) below, a Shareholder who is a relevant intermediary need not cast all the votes it uses in the same way provided that (A) each vote is exercised in relation to a different Share and (B) the voting rights attached to all or any of the Shares in each sub-account maintained by the relevant intermediary may only be cast at the Scheme Meeting in one (1) way, but, for the avoidance of doubt the voting rights of the Shares need not be cast in the same way as the Shares in another sub-account maintained by such relevant intermediary; and
 - (ii) a Shareholder who is a relevant intermediary may appoint more than two (2) proxies in relation to the Scheme Meeting to exercise all or any of the Shareholder's rights to attend and to speak and vote at the Scheme Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by the Shareholder (which number and class of Shares must be specified) provided that no more than one (1) proxy may be given in respect of each sub-account maintained by the relevant intermediary which holds Shares. Where a proxy is appointed in accordance with this paragraph 9(b)(ii) of only one (1) sub-account holder, such proxy may only cast all the votes it uses at the Scheme Meeting in one (1) way.

Pursuant to Section 181 of the Companies Act 1967, a **"relevant intermediary"** is:

- (i) 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
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
 - (iii) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, 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.
10. For the purposes of determining whether the condition under Section 210(3AB)(a) of the Companies Act is satisfied:
- (a) the Company shall treat each proxy appointed in accordance with paragraph 9(a) and who casts a vote in respect of its Shares for or against the Scheme as casting one (1) vote. Where a person has been appointed as proxy of more than one (1) Shareholder to vote at the Scheme Meeting, the votes of such person shall be counted as the votes of the number of appointing Shareholders;
 - (b) the Company shall treat each proxy appointed in accordance with paragraph 9(b)(ii) and who casts a vote in respect of its Shares for or against the Scheme as casting one (1) vote. Where a person has been appointed as proxy in accordance with paragraph 9(b)(ii) of more than one (1) sub-account holder to vote at the Scheme Meeting, the votes of such person shall be counted as the votes of the number of appointing sub-account holders for the purposes of the condition under Section 210(3AB)(a) of the Companies Act;
 - (c) subject to paragraph 10(d) below, where a Shareholder is a relevant intermediary, the Company shall treat each sub-account holder on whose behalf the Shareholder which is a relevant intermediary holds Shares, and which casts a vote in respect of the Shares in such sub-account for or against the Scheme, as casting one (1) vote in number for purposes of the condition under Section 210(3AB)(a) of the Companies Act.
- The Shareholder which is a relevant intermediary shall submit to the Share Registrar the list of these sub-account holder(s) (which sets out the name of each sub-account holder, the number of Shares attributed to each sub-account holder, and whether the sub-account holder has voted in favour of or against the Scheme in respect of such Shares). Each sub-account holder may only vote one (1) way in respect of all or any part of the Shares in such sub-account; and
- (d) where a Shareholder who is a relevant intermediary casts votes both for and against the Scheme otherwise than in accordance with paragraph 9(b)(ii) above and without submitting to the Share Registrar the information required under paragraph 10(c) above, without prejudice to the treatment of any proxies appointed in accordance with paragraph 9(b)(ii) above:
 - (i) the Company shall treat the relevant intermediary as casting one (1) vote in favour of the Scheme if the relevant intermediary casts more votes for the Scheme than against the Scheme;
 - (ii) the Company shall treat the relevant intermediary as casting one (1) vote against the Scheme if the relevant intermediary casts more votes against the Scheme than for the Scheme; and
 - (iii) the Company shall treat the relevant intermediary as casting one (1) vote for and one (1) vote against the Scheme if the relevant intermediary casts equal votes for and against the Scheme.
11. 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.

SRS Investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS Agent Banks to submit their votes by 4.30 p.m. on 3 July 2025, being eight (8) Business Days before the date of the Scheme Meeting.

12. 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 TalkMed Group Limited, 101 Thomson Road, #09-02 United Square, Singapore 307591; or
- (b) if submitted electronically, be submitted via email to the Company at main@zicoholdings.com,

in either case, not less than forty-eight (48) hours before the time appointed for the Scheme Meeting.

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.

13. The TalkMed Composite Document may be accessed at the Company's website at the URL <https://www.talkmed.com.sg/category/announcements/>, and will also be available for viewing and download on SGX-ST'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 TalkMed Composite Document will not be sent to members. Members who wish to receive a printed copy of the TalkMed Composite Document will need to complete and submit a Request Form (which can be found in the TalkMed Composite Document) to the Company by 4 p.m. on 10 July 2025. The printed copy of the Request Form will be sent to members together with the Notice of Scheme Meeting and Scheme Meeting Proxy Form.

14. 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/her/its name in the Depository Register as at forty-eight (48) hours before the time appointed for holding the Scheme Meeting, 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 Scheme Meeting 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 Scheme Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Scheme Meeting (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.

Dated this 30th day of June 2025

Allen & Gledhill LLP
One Marina Boulevard
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Singapore 018989

Solicitors for
TalkMed Group Limited