

TALKMED GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 201324565Z)

**FORM OF PROXY FOR USE AT THE SCHEME MEETING
(OR ANY ADJOURNMENT THEREOF) OF THE SHAREHOLDERS**

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

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TALKMED GROUP LIMITED

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

SCHEME MEETING PROXY FORM

(Please read the notes overleaf before completing this Form)

IMPORTANT:

1. A Shareholder who is not a relevant intermediary may only appoint one (1) proxy to attend, speak and vote at the Scheme Meeting. Where a Shareholder who is not a relevant intermediary appoints more than one (1) proxy, such additional appointments shall be invalid. 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 (please see Notes 3 and 4).
2. For SRS Investors who have used their SRS monies to buy the Company's shares (the "**Shares**"), this Scheme Meeting Proxy Form is not valid for use by SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. SRS Investors should contact their respective SRS Agent Banks if they have any queries regarding their appointment as proxies. SRS Investors who wish to appoint the Chairman of the Scheme Meeting as proxy should approach their respective SRS Agent Banks to submit their votes by 4.30 p.m. on 3 July 2025.

I/We, _____ (Name) _____ (NRIC/Passport No./UEN No.)

of _____ (Address)

being a member/members of TALKMED GROUP LIMITED (the "**Company**"), hereby appoint:

Name	NRIC/Passport No./UEN No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No./UEN No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing the person, or either or both of the persons, referred to above, the Chairman of the Scheme Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Scheme Meeting to 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) and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against, or abstain from voting on, the Scheme Meeting Resolution as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Scheme Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her/their discretion.

THE SCHEME MEETING RESOLUTION	*For	*Against	*Abstain
To approve the Scheme			

* Voting will be conducted by poll. In respect of any resolution, if you wish to exercise all your votes "**For**", "**Against**" or "**Abstain**", please tick (✓) within the relevant box provided. Alternatively, please indicate the number of votes as appropriate within the relevant box.

Dated this _____ day of _____, 2025

Total number of Shares In:	No. of Shares
(a) Depository Register	
(b) Register of Members	

Signature(s) or Common Seal of member(s)

IMPORTANT: Please read notes overleaf

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this proxy form will be deemed to relate to all the Shares held by you.
2. This proxy form may be accessed at the Company's website at the URL <https://www.talkmed.com.sg/category/announcements/>, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints a proxy or proxies, 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 proxy for that resolution will be treated as invalid.
3. (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 Note 3(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 Note 3(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 of Singapore ("**Companies Act**"), a "**relevant intermediary**" is:

- (i) a banking corporation licensed under the Banking Act 1970 of Singapore 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 under the Securities and Futures Act 2001 of Singapore 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.
4. 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 Note 3(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 Note 3(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 Note 3(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;

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The Company Secretary
TALKMED GROUP LIMITED
101 Thomson Road
#09-02 United Square
Singapore 307591

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- (c) subject to Note 4(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 Note 3(b)(ii) above and without submitting to the Share Registrar the information required under Note 4(c) above, without prejudice to the treatment of any proxies appointed in accordance with Note 3(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.
5. A member can appoint the Chairman of the Scheme Meeting as his/her/its proxy, but this is not mandatory.
 6. A proxy need not be a member of the Company.
 7. 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.
 8. The instrument appointing a proxy or proxies must be under the hand of the appointor or by his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
 9. 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.
 10. All capitalised terms not otherwise defined herein shall have the meanings given to them in the TalkMed Composite Document dated 30 June 2025.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Scheme Meeting dated 30 June 2025.