



PROPOSED PRIVATISATION OF TALKMED GROUP LIMITED BY WAY OF A SCHEME OF ARRANGEMENT – WAIVER OF RULE 705(3)(B) OF THE LISTING MANUAL OF THE SGX-ST (“LISTING MANUAL”)

1. INTRODUCTION

The board of directors (the “**Board**” or “**Directors**”) of TalkMed Group Limited (the “**Company**”) refers to:

- (a) the composite document (the “**Composite Document**”) dated 30 June 2025 to the shareholders of the Company (the “**Shareholders**”) in relation to the proposed acquisition by TW Troy Limited of all the issued and fully paid-up shares in the capital of the Company (the “**Shares**”), which will be effected by way of a scheme of arrangement (the “**Scheme**”) in accordance with Section 210 of the Companies Act 1967 of Singapore, the Singapore Code on Take-overs and Mergers;
- (b) the announcement dated 15 July 2025 released by the Company in relation to the approval of the Scheme by the requisite majority of the Shareholders at the Scheme Meeting held on 15 July 2025; and
- (c) the announcement dated 22 July 2025 released by the Company in relation to the court hearing date fixed for 18 August 2025 to sanction the Scheme (the “**Court Hearing Date**”).

Unless otherwise defined, capitalised terms used in this announcement (the “**Announcement**”) shall bear the same meanings as set out in the Composite Document.

2. RULE 705(3)(B) OF THE LISTING MANUAL

- 2.1 Under Rule 705(3)(b) of the Listing Manual, an issuer is required to announce the financial statements for the first half of the financial year immediately after the figures are available, but in any event not later than 45 days after the relevant financial period.
- 2.2 The most recently completed financial year of the Company ended on 31 December 2024. In view of Rule 705(3)(b) of the Listing Manual, the Company is required to announce the first half financial statements for the half year ended 30 June 2025 (“**1H 2025**”) immediately after the figures are available, but in any event not later than 14 August 2025, being 45 days after 1H 2025.

3. APPLICATION FOR WAIVER OF RULE 705(3)(B) OF THE LISTING MANUAL

- 3.1 The Company had on 24 July 2025 submitted an application to the SGX-ST seeking a waiver from the requirement to comply with Rule 705(3)(b) of the Listing Manual to announce the financial statements for 1H 2025 ("**Rule 705(3)(b) Waiver**").
- 3.2 The Rule 705(3)(b) Waiver was sought from the SGX-ST on the basis that the Scheme has been approved by the requisite majority of Shareholders at the Scheme Meeting that was held on 15 July 2025. Subject to confirmation from the SGX-ST that it has no objection to granting the Company's intended separate application to seek the approval of, and confirmation from, the SGX-ST for the proposed delisting of the Company, and subject to the Scheme becoming effective and binding in accordance with its terms, the Company is expected to be delisted on or around 15 September 2025.

4. CONDITIONAL RULE 705(3)(B) WAIVER

- 4.1 The Board wishes to announce that the SGX-ST has on 31 July 2025 advised that it has no objections to the Company's application for the Rule 705(3)(b) Waiver, subject to the following:
- (a) the court sanctioning the Scheme and all other Scheme Conditions being met;
 - (b) in the event that the Court rejects the Scheme, the Company shall announce the results for 1H 2025 within seven days from the date of rejection; and
 - (c) the Company announcing the Rule 705(3)(b) Waiver granted, the reasons for seeking the Rule 705(3)(b) Waiver, the conditions as required under Rule 107 of the Listing Manual and if the Rule 705(3)(b) Waiver conditions have been satisfied. If the Rule 705(3)(b) Waiver conditions have not been met on the date of the announcement, the Company must make an update announcement when the conditions have all been met.
- 4.2 As previously announced, the Court Hearing Date is fixed for 18 August 2025. There are also other Scheme Conditions that have not yet been met as at the date of this Announcement. As a result, the condition in paragraph 4.1(a) or paragraph 4.1(b) above (as applicable) has not yet been fulfilled as at the date of this Announcement.
- 4.3 The disclosures required under the condition in paragraph 4.1(c) above have been set out in this Announcement.
- ### **5. FURTHER ANNOUNCEMENTS**
- 5.1 The Company will make further announcements on whether the Scheme has been sanctioned by the Court.
- 5.2 As not all of the conditions to the Rule 705(3)(b) Waiver have been satisfied as at the date of this Announcement, the Company will make a further announcement if and when the remaining condition in paragraph 4.1(a) or 4.1(b) (as applicable) of this Announcement has been met.

6. INDICATIVE TIMELINE FOR THE SCHEME

Shareholders are reminded to note the following indicative timetable in relation to the Scheme:

Court Hearing Date	: 18 August 2025
Expected last day of trading of the Shares	: On or around 21 August 2025 ⁽¹⁾
Expected Books Closure Date	: 1 September 2025, 5 p.m. ⁽²⁾
Expected Effective Date	: 2 September 2025 ⁽³⁾
Expected date for the payment of the Scheme Consideration	: By 11 September 2025 ⁽⁴⁾
Expected date for delisting of the Shares from the SGX-ST	: By 15 September 2025 ⁽⁵⁾

Notes:

- (1) Assuming that all the Scheme Conditions (other than those to be satisfied as at the Books Closure Date) have been satisfied or waived, as the case may be.
- (2) No transfer of the Shares may be effected after 5 p.m. on the Books Closure Date.
- (3) The Scheme will only become effective and binding upon the lodgement of the Court Order with ACRA. The Court Order will be lodged with ACRA after the satisfaction (or, where applicable, waiver) of all the Scheme Conditions, a list of which is set out in Appendix F to the Composite Document.
- (4) Assuming that the Effective Date is on 2 September 2025.
- (5) The delisting of the Company is subject to and conditional upon the SGX-ST confirming that it has no objections to the delisting of the Company.

Save for the Court Hearing Date, the above dates are indicative only and may be subject to change. Please refer to future announcement(s) by the Company and/or SGX-ST for the exact dates of these events.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading. The Directors jointly and severally accept responsibility accordingly.

Where any information in this Announcement has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

By Order of the Board

Ang Peng Tiam
Chief Executive Officer
1 August 2025

