

TALKMED GROUP LIMITED

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

MINUTES of the Twelfth Annual General Meeting of the Company (the “AGM” or “Meeting”) held at Hotel Royal, 36 Newton Road, Singapore 307964 on Tuesday, 29 April 2025 at 6.00 p.m..

Present

Shareholders/Proxies

The full attendance list of shareholders and proxies is separately maintained by the Company Secretary.

Board of Directors

Mr S. Chandra Das	-	Non-Executive Chairman
Dr Ang Peng Tiam	-	Chief Executive Officer and Executive Director
Prof Leong Ching Ching	-	Independent Director
Mr Lam Kok Shang	-	Independent Director
Mr Peter Sim Swee Yam	-	Independent Director
Dr Tan Khai Tong	-	Independent Director

Absent with apologies

Mr Sitoh Yih Pin	-	Non-Executive Non-Independent Director
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Group Key Management Personnel

Dr Khoo Kei Siong	-	Chief Operating Officer
Mr Lee Boon Yong	-	Chief Financial Officer and Joint Company Secretary

Independent Scrutineer

CACS Corporate Advisory Pte. Ltd.

In Attendance/ By Invitation

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 of the Company, called the Meeting to order at 6.00 p.m.. The Chairman extended a warm welcome to all members attending 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 the Meeting would be conducted by way of poll. CACS Corporate Advisory 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, 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.

After the presentation, shareholders were invited to raise questions on the presentation. There being no questions, the Chairman proceeded with the businesses to be transacted at the Meeting.

ORDINARY BUSINESS

RESOLUTION 1 – DIRECTORS’ STATEMENT AND AUDITED FINANCIAL STATEMENTS

The Chairman addressed the first item on the agenda of the Meeting 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 2024, together with the Auditor’s Report thereon, had been circulated to members for the prescribed period. Shareholders were invited to raise questions on the proposed resolution, if any. The questions raised by the shareholders and the responses/explanation given are set out in Appendix 1 of these minutes.

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

“That the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2024, together with the Auditor’s Report thereon, be hereby received and adopted.”

RESOLUTION 2 – APPROVAL OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2025

The Board had recommended the payment of S\$510,000 as Directors’ fees for the financial year ending 31 December 2025 which will be paid quarterly in arrears.

Shareholders were invited to raise questions on the proposed resolution, if any. There being no question, the following motion was duly proposed by the Chairman and seconded by Dr Ang Peng Tiam:

“That the payment of Directors’ fees of S\$510,000 for the financial year ending 31 December 2025, to be paid quarterly in arrears, be and is hereby approved.”

RESOLUTION 3 – RE-ELECTION OF DR ANG PENG TIAM

The Meeting was informed that Dr Ang Peng Tiam, who was retiring at the Meeting under 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 an Executive Director and Chief Executive Officer, and a Member of the Nominating Committee of the Company.

Shareholders were invited to raise questions on the proposed resolution, if any. There being no question, the following motion was duly proposed by the Chairman and seconded by Mr Lee Boon Yong:

“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 4 – RE-ELECTION OF MR S. CHANDRA DAS

As Resolution 4 concerned the re-election of Mr S. Chandra Das, he handed over the conduct of the Meeting to Dr Ang Peng Tiam.

The Meeting was informed that Mr S. Chandra Das, who was retiring at the Meeting under Regulation 91 of the Company's Constitution, had offered himself for re-election.

Upon re-appointment as a Director of the Company, Mr S. Chandra Das will remain as Non-Executive Chairman and a Member of the Remuneration Committee of the Company.

Shareholders were invited to raise questions on the proposed resolution, if any. There being no question, the following motion was duly proposed by Dr Ang Peng Tiam and seconded by Mr Lee Boon Yong:

“That Mr S. Chandra Das 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.”

Dr Ang Peng Tiam handed the chair back to Mr S. Chandra Das to continue with the Meeting.

RESOLUTION 5 – RE-ELECTION OF DR TAN KHAI TONG

The Meeting was informed that Dr Tan Khai Tong, who was retiring at the Meeting under Regulation 91 of the Company's Constitution, had offered himself for re-election.

Upon re-appointment as a Director of the Company, Dr Tan Khai Tong will remain as an Independent Director and a member of the Remuneration Committee of the Company.

Shareholders were invited to raise questions on the proposed resolution, if any. There being no question, the following motion was duly proposed by the Chairman and seconded by Dr Ang Peng Tiam:

“That Dr Tan Khai Tong 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-APPOINTMENT OF AUDITOR

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

Shareholders were invited to raise questions on the proposed resolution, if any. There being no question, the following motion was duly proposed by the Chairman and seconded by Dr Ang Peng Tiam:

“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 7 – 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.

Shareholders were invited to raise questions on the proposed resolution, if any. There being no question, the following motion was duly proposed by the Chairman and seconded by Dr Ang Peng Tiam:

“That the Ordinary Resolution as set out in item 6 of the Notice convening this Meeting dated 14 April 2025 be approved.”

As all the motions on the resolutions to be considered at the Meeting had been duly proposed and seconded, the meeting proceeded to vote on the resolutions by poll. Following the submission of the poll voting slips, the Chairman announced that the voting had closed and requested that the Meeting be adjourned to allow time for the counting of the votes by the Scrutineer. Accordingly, the Meeting was adjourned at 6.20 p.m..

RESULTS OF MEETING

The Meeting resumed at 6.30 p.m. for the results of the votes cast on the resolutions and the polling results were handed over to the Chairman after being duly verified by the Scrutineer. The polling results which were projected on the screen for shareholders to view were as follows:

For Ordinary Resolution No. 1, 1,117,372,246 votes have been cast FOR the Resolution, and with 600,000 voting AGAINST the Resolution.

For Ordinary Resolution No. 2, 1,117,372,246 votes have been cast FOR the Resolution, and with 600,000 voting AGAINST the Resolution.

For Ordinary Resolution No. 3, 1,117,372,246 votes have been cast FOR the Resolution, and with 600,000 voting AGAINST the Resolution.

For Ordinary Resolution No. 4, 1,117,372,246 votes have been cast FOR the Resolution, and with 600,000 voting AGAINST the Resolution.

For Ordinary Resolution No. 5, 1,117,372,246 votes have been cast FOR the Resolution, and with 600,000 voting AGAINST the Resolution.

For Ordinary Resolution No. 6, 1,117,372,246 votes have been cast FOR the Resolution, and with 600,000 voting AGAINST the Resolution.

For Ordinary Resolution No. 7, 1,116,319,146 votes have been cast FOR the Resolution, and with 1,653,100 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 Chairman declared the Meeting closed at 6.32 p.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings held

Mr S. CHANDRA DAS
Chairman
29 April 2025

APPENDIX 1

Questions and Answers at the Annual General Meeting held on 29 April 2025

Question 1 : When will the proposed privatisation of the Company be completed? Will there be a court hearing?

Dr Ang Peng Tiam (CEO) : It is likely to be completed this year, but there is no definitive timeline for it as of now. There will be a court hearing in due course.

Question 2 : If there is a general meeting to be held after this meeting, could you schedule the time of the meeting before 6.00 pm?

Mr S. Chandra Das (Chairman) : We will take note of your request.