



PROPOSED PRIVATISATION OF TALKMED GROUP LIMITED BY WAY OF A SCHEME OF ARRANGEMENT – ELECTRONIC DISSEMINATION OF COMPOSITE DOCUMENT AND UPDATE ON INFORMATION ON THE OFFEROR GROUP

1. INTRODUCTION

The Board of Directors (the "**Board**" or "**Directors**") of TalkMed Group Limited (the "**Company**") refers to:

- (a) the joint announcement dated 23 December 2024 (the "**Joint Announcement**") made by the Company and TW Troy Limited (the "**Offeror**"), in relation to the proposed acquisition of all the issued and paid-up ordinary shares in the capital of the Company (the "**Shares**") by the Offeror, which will be effected by way of a scheme of arrangement in accordance with Section 210 of the Companies Act 1967 of Singapore, the Singapore Code on Take-overs and Mergers (the "**Code**") and the terms of the Implementation Agreement; and
- (b) the order of the Court dated 17 June 2025 granting leave to the Company to convene the Scheme Meeting for the purposes of considering, and if thought fit, approving (with or without modification) the Scheme and containing further orders in relation to the conduct of the Scheme Meeting.

All capitalised terms used but not defined in this announcement ("**Announcement**") shall have the meanings ascribed to them in the Composite Document (as defined below).

2. ELECTRONIC DISSEMINATION OF THE COMPOSITE DOCUMENT

2.1 Electronic Dissemination of the Composite Document

The Company wishes to announce that it has today disseminated to Shareholders a composite document (the "**Composite Document**") dated 30 June 2025 by electronic means via publication on SGXNet at <https://www.sgx.com/securities/company-announcements> and the website of the Company at <https://www.talkmed.com.sg/category/announcements/>.

The Composite Document contains, among others, the following:

- (a) details of the Scheme, including the advice of the IFA to the Independent Directors and the recommendations of the Independent Directors on the Scheme and Management Arrangements respectively;
- (b) the notice of the EGM to be convened and held in a wholly physical format at Hotel Royal, 36 Newton Road, Singapore 307964 on **15 July 2025 at 4 p.m.** (the "**Notice of EGM**") for the purpose of considering, and if thought fit, approving (with or without modification) the ordinary resolution to approve the proposed Management

Arrangements referred to in the notice of the EGM (the "**Management Arrangements Resolution**");

- (c) the notice of the Scheme Meeting to be convened and held in a wholly physical format 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 EGM to be held on the same day and at the same venue (the "**Notice of Scheme Meeting**"), for the purpose of considering, and if thought fit, approving (with or without modification) the resolution to approve the Scheme referred to in the Notice of Scheme Meeting (the "**Scheme Meeting Resolution**"); and
- (d) the EGM Proxy Form and Scheme Meeting Proxy Form.

2.2 Electronic Copies of the Composite Document

Pursuant to the Public Statement on the Further Extension of the Temporary Measure to Allow for Electronic Despatch of Take-Over Documents under the Code issued by the Securities Industry Council of Singapore on 29 June 2021 (the "**SIC Public Statement on Electronic Despatch**"), documents related to a take-over or merger transaction under the Code may be despatched electronically to Shareholders through publication on SGXNet and on the corporate website of the Company.

In line with the SIC Public Statement on Electronic Despatch, **no printed copies of the Composite Document will be despatched to the Shareholders (unless upon request).** Instead, only printed copies of the Notice of EGM, the Notice of Scheme Meeting, the EGM Proxy Form, the Scheme Meeting Proxy Form and the Request Form (collectively, the "**Notices and Forms**") will be despatched to the Shareholders.

Electronic copies of the Composite Document (together with the Notices and Forms) have been made available on:

- (a) the SGXNet at <https://www.sgx.com/securities/company-announcements/>; and
- (b) the website of the Company at <https://www.talkmed.com.sg/category/announcements/>.

A Shareholder will need an internet browser and PDF reader to view these documents on the SGXNet announcement page of the Company and the corporate website of the Company.

2.3 Request for Printed Copies of the Composite Document

Shareholders (including Overseas Shareholders) may obtain printed copies of the Composite Document by submitting the Request Form to the Company, either:

- (a) via e-mail to main@zicoholdings.com; or
- (b) via post to TalkMed Group Limited, 101 Thomson Road, #09-02 United Square, Singapore 307591,

in each case, by no later than 4 p.m. on 10 July 2025, being three (3) Market Days before the EGM and Scheme Meeting.

Printed copies of the Composite Document will be sent by ordinary post to the Shareholder's last known Singapore address as appearing in the Registers, up to three (3) Market Days prior to the date of the EGM and the Scheme Meeting.

It is the responsibility of any Overseas Shareholder who wishes to request for the Composite Document and any related documents or participate in the Scheme to satisfy himself/herself/itself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements. In requesting for the Composite Document and any related documents or participating in the Scheme, the Overseas Shareholder represents and warrants to the Offeror and the Company that he/she/it is in full observance of the laws of the relevant jurisdiction in that connection, and that he/she/it is in full compliance with all necessary formalities or legal requirements.

If any Overseas Shareholder is in any doubt about his/her/its position, he/she/it should consult his/her/its professional adviser in the relevant jurisdiction.

3. NOTICES, PROXY FORMS AND REQUEST FORM

Printed copies of the Notices and Forms will be despatched to the Shareholders. The Notices and Forms are also available on SGXNet at <https://www.sgx.com/securities/company-announcements/> and the website of the Company at <https://www.talkmed.com.sg/category/announcements/>.

4. DATE, TIME AND CONDUCT OF THE EGM AND THE SCHEME MEETING

- 4.1 The EGM and the Scheme Meeting will be convened and held in a wholly physical format at Hotel Royal, 36 Newton Road, Singapore 307964 on **15 July 2025 at 4 p.m.** (in the case of the EGM), and **4.30 p.m.** or as soon thereafter following the conclusion of the EGM to be held on the same day and at the same venue (in the case of the Scheme Meeting). **There will be no option for Shareholders to participate in the EGM and/or the Scheme Meeting virtually.**
- 4.2 Mr S. Chandra Das, the Non-Executive Chairman of the board of directors of the Company, or failing him, any other director of the Company, shall be appointed the Chairman of the EGM and Scheme Meeting.
- 4.3 The Company will publish the minutes of the EGM and the Scheme Meeting on the SGXNet announcement page of the Company and the Company's corporate website within one (1) month from the date of the EGM and the Scheme Meeting, and the minutes will include the responses to the substantial and relevant questions which are addressed during the EGM and the Scheme Meeting.

5. ACTION TO BE TAKEN BY SHAREHOLDERS

- 5.1 A Shareholder who wishes to exercise his/her/its voting rights at the EGM and the Scheme Meeting may: (a) vote at the EGM and the Scheme Meeting in person; or (b) appoint a proxy to vote on his/her/its behalf at the EGM and the Scheme Meeting.
- 5.2 Shareholders who are unable to attend the EGM and the Scheme Meeting are requested to complete the EGM Proxy Form and the Scheme Meeting Proxy Form in accordance with the instructions printed thereon and lodge them with the Company in the following manner:
- (a) via e-mail to main@zicoholdings.com; or
 - (b) via post to TalkMed Group Limited, 101 Thomson Road, #09-02 United Square, Singapore 307591,

in either case, by 13 July 2025 at 4 p.m. (in relation to the EGM Proxy Form) and by 13 July 2025 at 4.30 p.m. (in relation to the Scheme Meeting Proxy Form).

- 5.3 The completion and lodgement of the EGM Proxy Form and the Scheme Meeting Proxy Form will not prevent Shareholders from attending and voting in person at the EGM and the Scheme Meeting if he/she/they subsequently wish to do so. In such event, the relevant EGM Proxy Form and/or the Scheme Meeting Proxy Form will be deemed to be revoked.
- 5.4 SRS Investors who wish to attend the Scheme Meeting are advised to consult their SRS Agent Banks for further information and if they are in any doubt as to the action they should take, SRS Investors should seek independent professional advice.

6. SUBMISSION OF QUESTIONS

- 6.1 Shareholders, including SRS Investors, may submit questions related to the Management Arrangements Resolution and Scheme Meeting Resolution to be tabled for approval at the EGM and Scheme Meeting, in advance of the EGM and Scheme Meeting (as applicable). 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.
- 6.2 Shareholders, including SRS Investors, who submit questions must provide (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).
- 6.3 The Company will endeavour to address all substantial and relevant questions received in advance of the EGM and the Scheme Meeting from the Shareholders, prior to or during the EGM and the Scheme Meeting, and the Company's responses will be posted on SGXNet and the Company's corporate website. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- 6.4 At the EGM or Scheme Meeting (as applicable), Shareholders (including SRS Investors) or, where applicable, their appointed proxy, may also ask the Chairman of the EGM or the Scheme Meeting substantial and relevant questions related to the Management Arrangements Resolution or Scheme Meeting Resolution.

7. KEY DATES/DEADLINES

The table below sets out the key dates/deadlines for Shareholders to note:

Last date and time for submission of questions in advance of the EGM and Scheme Meeting: 7 July 2025 at 4 p.m.

Last date and time for lodgement of EGM Proxy Form: 13 July 2025 at 4 p.m.

Last date and time for lodgement of Scheme Meeting Proxy Form: 13 July 2025 at 4.30 p.m.

Date, time and venue of EGM: 15 July 2025, 4 p.m. at Hotel Royal, 36 Newton Road, Singapore 307964

Date, time and venue of Scheme Meeting: 15 July 2025, 4.30 p.m. or as soon thereafter following the conclusion of the EGM (or its

adjournment thereof) at Hotel Royal, 36 Newton Road, Singapore 307964

An indicative timetable for the events which are scheduled to take place after the EGM and the Scheme Meeting is set out in the Composite Document.

8. UPDATE ON INFORMATION ON THE OFFEROR GROUP

As disclosed in the Joint Announcement, the Offeror is indirectly wholly-owned by Tamarind, a pan-Asian oncology-focused group headquartered in Singapore and controlled by the Templewater Entities. Further to the disclosures set out in paragraphs 3.2 and 3.3 of the Joint Announcement, one of the Templewater Entities, TW Pengu Group II Limited, intends to subscribe for additional shares in the capital of Tamarind (the "**TW Entity Subscription**") on or around the Effective Date, subject to the Scheme becoming effective and binding in accordance with its terms.

Based on the information available to the Company as at the date of this Announcement, immediately following the completion of the TW Entity Subscription, the 65EP Subscription and the Reinvestment, the voting structure of Tamarind is envisaged to be as follows:

Name	Voting Interest in Tamarind (%)
Templewater Entities	51.5
65EP	18.0
Doctor shareholders	30.5
Total	100.0

Further details of the Offeror Group, the TW Entity Subscription and the voting structure of Tamarind following the completion of the TW Entity Subscription, the 65EP Subscription and the Reinvestment are set out in the Composite Document.

9. FURTHER INFORMATION

For more information, Shareholders can refer to the website of the Company at <https://www.talkmed.com.sg/category/announcements/>.

10. 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. Subject to the paragraph below, the Directors jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including the Offeror), including but not limited to the information set out at paragraph 8, 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. The Directors do not accept any responsibility for any information relating to the Offeror or any opinion expressed by the Offeror, including but not limited to the information set out at

paragraph 8.

By Order of the Board

Ang Peng Tiam
Chief Executive Officer
30 June 2025

