

## TALKMED GROUP LIMITED

(the “Company”)

(Company Registration No. 201324565Z)

(Incorporated in the Republic of Singapore)

**MINUTES** of the Eleventh Annual General Meeting of the Company (the “AGM” or “Meeting”) held at Function Room 503 – 504, RELC International Hotel, 30 Orange Grove Road, Singapore 258352 on Thursday, 18 April 2024 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
Mr Sitoh Yih Pin	-	Non-Executive Non-Independent Director
Prof Leong Ching Ching	-	Independent Director
Mr Peter Sim Swee Yam	-	Independent Director
Mr Lam Kok Shang	-	Independent Director
Dr Tan Khai Tong	-	Independent Director

#### Group Key Management Personnel

Mr Lee Boon Yong	-	Chief Financial Officer and Joint Company Secretary
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#### 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.. Prior to the passing of resolutions to be proposed at the Meeting, 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 (“**Dr Ang**”), 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. The questions raised by the shareholders and the responses/ explanation given are set out in Appendix 1 of these minutes.

## **ORDINARY BUSINESS**

### **RESOLUTION 1 – DIRECTORS’ STATEMENT AND AUDITED FINANCIAL STATEMENTS**

The Chairman addressed the first item on the agenda of the Meeting (“**Agenda**”) 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 2023 (“**FY23**”), together with the Auditor’s Report thereon, had been circulated to members for the prescribed period.

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

“That the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2023, together with the Auditor’s Report thereon, be hereby received and adopted.”

### **RESOLUTION 2 – DECLARATION AND APPROVAL OF A ONE-TIER TAX-EXEMPT DIVIDEND**

The Board had recommended a final one-tier tax-exempt dividend of 1.30 Singapore cents per ordinary share in respect of FY23.

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

“That the payment of a final one-tier tax-exempt dividend of 1.30 Singapore cents per ordinary share in respect of the financial year ended 31 December 2023, be and is hereby approved.”

### **RESOLUTION 3 – APPROVAL OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2024**

The Board had recommended the payment of S\$510,000 as Directors’ fees for the financial year ending 31 December 2024 which will be paid quarterly in arrears (“**FY24 Directors’ Fees**”).

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

“That the payment of Directors’ fees of S\$510,000 for the financial year ending 31 December 2024, to be paid quarterly in arrears, be and is hereby approved.”

#### **RESOLUTION 4 – 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.

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 5 – RE-ELECTION OF MR SITOH YIH PIN**

The Meeting was informed that Mr Sitoh Yih Pin, 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 Sitoh Yih Pin will remain as a Non-Executive Director and a Member of the Audit and Risk Committee.

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

“That Mr Sitoh Yih Pin 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-ELECTION OF PROF LEONG CHING CHING**

The Meeting was informed that Prof Leong Ching Ching, who was retiring at the Meeting under Regulation 91 of the Company's Constitution, had offered herself for re-election.

Upon re-appointment as a Director of the Company, Prof Leong Ching Ching will remain as an Independent Director and Chairman of the Remuneration Committee of the Company.

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

“That Prof Leong Ching Ching 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 7 – RE-ELECTION OF MR LAM KOK SHANG**

The Meeting was informed that Mr Lam Kok Shang, who was retiring at the Meeting under Regulation 97 of the Company's Constitution, had offered himself for re-election.

Upon re-appointment as a Director of the Company, Mr Lam Kok Shang will remain as an Independent Director, Chairman of the Audit and Risk Committee, and a Member of the Nominating Committee of the Company.

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

“That Mr Lam Kok Shang who retires pursuant to Regulation 97 of the Constitution of the Company, and being eligible for re-election, be and is hereby re-elected as Director of the Company.”

### **RESOLUTION 8 – RE-ELECTION OF DR TAN KHAI TONG**

The Meeting was informed that Dr Tan Khai Tong, who was retiring at the Meeting under Regulation 97 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.

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

“That Dr Tan Khai Tong who retires pursuant to Regulation 97 of the Constitution of the Company, and being eligible for re-election, be and is hereby re-elected as Director of the Company.”

### **RESOLUTION 9 – RE-ELECTION OF MR PETER SIM SWEE YAM**

The Meeting was informed that Mr Peter Sim Swee Yam, who was retiring at the Meeting under Regulation 97 of the Company's Constitution, had offered himself for re-election.

Upon re-appointment as a Director of the Company, Mr Peter Sim Swee Yam will remain as an Independent Director, Chairman of the Nominating Committee and a Member of Audit and Risk Committee of the Company.

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

“That Mr Peter Sim Swee Yam who retires pursuant to Regulation 97 of the Constitution of the Company, and being eligible for re-election, be and is hereby re-elected as Director of the Company.”

### **RESOLUTION 10 – RE-APPOINTMENT OF AUDITOR**

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

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

“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 11 – 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.

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

“That the Ordinary Resolution as set out in item 8 of the Notice convening this Meeting dated 3 April 2024 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 6.44 p.m..

## **RESULTS OF MEETING**

The Meeting resumed at 7.04 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, 1,115,794,893 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 2, 1,115,805,393 votes have been cast FOR the Resolution, and with 19,500 voting AGAINST the Resolution.

For Ordinary Resolution No. 3, 1,115,775,393 votes have been cast FOR the Resolution, and with 19,500 voting AGAINST the Resolution.

For Ordinary Resolution No. 4, 1,115,824,893 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 5, 1,115,775,393 votes have been cast FOR the Resolution, and with 19,500 voting AGAINST the Resolution.

For Ordinary Resolution No. 6, 1,115,824,893 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 7, 1,115,794,893 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 8, 1,115,794,893 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 9, 1,115,794,893 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 10, 1,115,775,393 votes have been cast FOR the Resolution, and with 19,500 voting AGAINST the Resolution.

For Ordinary Resolution No. 11, 1,115,775,393 votes have been cast FOR the Resolution, and with none 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 7.05 p.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings held

**Mr S. CHANDRA DAS**  
Chairman  
18 April 2024

## APPENDIX 1 Questions and Answers at the Annual General Meeting held on 18 April 2024

- Question 1 : Why did the Board choose to declare a lower final dividend for FY2023 (1.3 cents per share) compared to FY2022 (1.5 cents per share), even though the earnings were better than last year?
- Dr Ang Peng Tiam (CEO) : Other than the actual financial performance, the actual dividends that our Board may recommend or declare in respect of any particular financial year or period will also be subject to other factors including, *inter alia*, the Company's level of cash holdings and retained earnings as well as its future fund needs. Since listing, actual dividends that were paid by the Company had been kept within the net profits attributable to shareholders for that financial year with the exception of FY2022. This will provide the Company with investment and operational flexibility which I will explain in more details in Question 2.
- Question 2 : What is the reason the Management is retaining so much cash on the Balance Sheet?
- Dr Ang Peng Tiam (CEO) : Having a strong cash position allows the Company to capitalise on merger and acquisition opportunities on a timely basis, without having to go through fundraising exercises that often take time.
- Also, it provides liquidity in the event of unexpected business exigencies thus mitigating potential disruptions to our business operations. Lastly, it also allows the Company to make dividend distributions to shareholders, such as those in FY2022, which would otherwise not be possible in the absence of a strong cash balance.
- Question 3 : The Company's return on equity ("ROE") was around 77% in FY2014 and since then, there has been a decrease in ROE. Other than the exceptional time during the COVID-19 period, what factors accounted for the decrease in ROE over the years?
- Mr Lee Boon Yong (CFO) : When the Company first started out in 2014 and 2015, the Group's operations were predominantly the oncology business which was very profitable. However, over the years, the Company had expanded into new businesses including, among others, the businesses of CellVec and China subsidiaries. These new businesses affected the Group's profits and thus resulted in the decrease in ROE.
- Question 4 : What is the ROE for the oncology business, stripping off the non-oncology segments? The rate of return for other investments seemed to have dragged the Group's ROE down.
- Mr Lee Boon Yong (CFO) : We do not have the figures off-hand. However, to be meaningful, we should look at the Group's performance as a whole. Notwithstanding the fact that we have a very strong oncology business, we also leverage on the potential of other businesses. The Group is doing what it is good at but at the same time, look to invest in the future so that it can continue to bring in good returns to shareholders.
- ROE is a measure of financial performance calculated by dividing net income by shareholders' equity. It has been the Group's policy to distribute as much dividend as possible to shareholders.
- Dr Ang Peng Tiam (CEO) : The Company's main profit generator is still the oncology business, but it is very important to consider other opportunities. We had already talked about the value

of lentivirus in the previous AGMs. The Company produces lentivirus and sells them to research companies. These research companies use the lentivirus for their trials and if any of them succeeds in producing a CAR-T program that is effective in treating a cancer, the Company's value will increase immediately. These investments may turn the Company into a potential biotech company.

- Question 5 : Could you please explain what lentivirus is?
- Dr Ang Peng Tiam (CEO) : There are two viral vectors that are actually used in transporting genetic material into cancer cells. One is adeno-associated viruses and the other is lentivirus. In the whole of Southeast Asia, we are the only company that can produce lentivirus.
- Question 6 : In the area of CAR-T where lentivirus is used, is there any company that has already proceeded to a clinical trial?
- Dr Ang Peng Tiam (CEO) : I believe that these companies are all in clinical trials but we are unable to disclose the names of these companies and their trial stages, as they are confidential information.
- Question 7 : Is the Company involved in the research of lentivirus and getting any grant from the government?
- Dr Ang Peng Tiam (CEO) : We are not directly involved in the research of lentivirus and hence did not receive any government grant for research purposes. We only manufacture lentivirus and sell them to research companies who are the ones carrying out the research.
- Question 8 : Last year the Company was visited by government officials for CAR-T cell. Is there something going on?
- Dr Ang Peng Tiam (CEO) : The government officers came and conducted investigation, as they were concerned that the Company was running clinical trials without a licence, and they had been re-assured after the visit that this was not the case.
- Question 9 : Is stem cell therapy in a similar stage as CAR-T cell?
- Dr Ang Peng Tiam (CEO) : Stem cell therapy is an approved form of treatment. We have been doing stem cell transplants routinely.
- Question 10 : Is the Company's customer base for lentivirus in Southeast Asia?
- Dr Ang Peng Tiam (CEO) : Our customer base is not in Southeast Asia. Our customers are currently from India, America and Australia, hopefully we will be able to have customers from Europe too.
- Question 11 : There is a rumour in the market that someone is interested in a stake in the Company which resulted in the recent movement in its share price.
- Mr S. Chandra Das (Chairman) : This is not a rumour. The Company has made an announcement that it has received indication of interest from persons who are considering acquisition of a stake in the Company. The discussions are preliminary at this stage and there is no assurance that any transaction will take place. The Company will make an announcement to keep shareholders informed as and when there are developments.

- Question 12 : Could management elaborate on the impairment loss of S\$2 million in China?
- Mr Lee Boon Yong (CFO) : Shareholders need not be too concerned about the impairment. We tend to be more prudent from an accounting point of view but having impaired something does not translate into the Company losing confidence in those investments. In particular, for the China subsidiaries, we still believe in the potential size and demand of the market. We will continue to work on it and hopefully update shareholders soon with positive developments.
- Dr Ang Peng Tiam (CEO) : We have two operations in China, one in Beijing and another in Chongqing. Things in China are not going as well as we expected as doing business in China is not as straight forward. Our business in Beijing is purely a private enterprise without collaboration with any government hospital. We did not see the number of patients that we expected to see due to the COVID-19 pandemic. In Chongqing, things have picked up but the margins are very thin. Hence, we believe it is prudent from a financial point of view to make an impairment.