



PROPOSED PRIVATISATION OF TALKMED GROUP LIMITED BY WAY OF A SCHEME OF ARRANGEMENT

RESULTS OF THE SCHEME MEETING HELD ON 15 JULY 2025

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 (the "**Offeror**") 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 "**Companies Act**"), the Singapore Code on Take-overs and Mergers and the terms of the Implementation Agreement; and
- (b) the notice of the Scheme Meeting dated 30 June 2025, in relation to the Scheme Meeting Resolution (the "**Notice of Scheme Meeting**").

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

2. RESULTS OF THE SCHEME MEETING

2.1 Results of the Scheme Meeting

The Board wishes to announce that, at the Scheme Meeting convened pursuant to an Order of the Court dated 17 June 2025 and held in a wholly physical format at Hotel Royal, 36 Newton Road, Singapore 307964, on 15 July 2025 at around 4.30 p.m., following the conclusion of the extraordinary general meeting of the Shareholders held at 4 p.m. on the same day and at the same venue, the Shareholders have, by a majority in number of the Shareholders representing at least three-fourths in value of the Shares held by the Shareholders present and voting either in person or by proxy at the Scheme Meeting, **APPROVED** the Scheme Meeting Resolution.

The information as required under Rule 704(16) of the Listing Manual of the Singapore Exchange Securities Trading Limited is set out in this Announcement.

2.2 Breakdown of all valid votes cast at the Scheme Meeting

The results of the Scheme Meeting are set out in the following table:

Resolution		Total number of Shares represented by votes for and against the resolution	For		Against	
			Number of Shares	As a percentage of total number of votes for and against the resolution (%) ⁽¹⁾	Number of Shares	As a percentage of total number of votes for and against the resolution (%) ⁽¹⁾
To approve the Scheme	Shareholders present and voting (either in person or by proxy)	110	98	89.09%	12	10.91%
	Shares represented by votes (either in person or by proxy)	1,184,953,306	1,184,025,406	99.92%	927,900	0.08%

Note:

⁽¹⁾ Rounded to the nearest two (2) decimal places.

Please refer to the Notice of Scheme Meeting for full details of the Scheme Meeting Resolution. As a majority in number of Shareholders representing at least three-fourths in value of the total number of Shares held by Shareholders present and voting either in person or by proxy at the Scheme Meeting, voted in favour of the Scheme Meeting Resolution at the Scheme Meeting, the Scheme was approved at the Scheme Meeting.

2.3 Details of Shareholders who were required to abstain from voting on the Scheme Meeting Resolution

No Shareholder was required to abstain from voting on the Scheme Meeting Resolution at the Scheme Meeting.

2.4 Scrutineer for the Scheme Meeting

CACS Corporate Advisory Pte. Ltd. was appointed as scrutineer for the Scheme Meeting.

2.5 Additional Considerations

Shareholders who are in any doubt as to the course of action they should take should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

3. NEXT STEPS AND INDICATIVE TIMELINE FOR THE SCHEME

In light of the approval by Shareholders of the Scheme, the Company will be submitting its application to the Court for sanction of the Scheme under Section 210 of the Companies Act (the "**Court Order**").

Subject to the grant of the Court Order and the satisfaction (or, where applicable, waiver) of all the Scheme Conditions in accordance with the terms of the Implementation Agreement, the Scheme will become effective and binding upon the lodgement of the Court Order with ACRA.

As set out in the Composite Document, Shareholders should note the following indicative timetable in relation to the Scheme:

Event	Date
Expected date of Court hearing of the application to sanction the Scheme	On or around 5 August 2025 ⁽¹⁾
Expected last day of trading of the Shares	On or around 8 August 2025 ⁽²⁾
Expected Books Closure Date	19 August 2025, 5 p.m. ⁽²⁾
Expected Effective Date	20 August 2025 ⁽³⁾
Expected date for the payment of the Scheme Consideration	By 29 August 2025 ⁽⁴⁾
Expected date for delisting of the Shares from the SGX-ST	By 2 September 2025 ⁽⁵⁾

Notes:

⁽¹⁾ The date of the Court hearing of the application to sanction the Scheme will depend on the date that is allocated by the Court.

⁽²⁾ No transfer of the Shares may be effected after 5 p.m. on the Books Closure Date, subject to the availability of the Court hearing date as stated above.

- (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 20 August 2025.
- (5) An application will be made by the Company to seek approval from the SGX-ST to delist and remove the Company from the Official List of the SGX-ST. The delisting will be conditional upon the receipt of confirmation from the SGX-ST that it has no objections to the delisting of the Company subject to, *inter alia*, the Scheme becoming effective and binding in accordance with its terms.

Shareholders should note that 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.

4. 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), 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.

By Order of the Board

Ang Peng Tiam
Chief Executive Officer
15 July 2025