



**TALKMED GROUP LIMITED**  
Registration Number: 201324565Z  
(Incorporated in the Republic of Singapore)

**NOTICE OF THIRD ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of TalkMed Group Limited will be held at Alumni Association, The Alumni Medical Centre, 2 College Road, Singapore 169850 on Thursday, 28 April 2016 at 6:00 p.m., for the following purposes:-

**AS ORDINARY BUSINESS**

- To receive and adopt the Directors' Report and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2015 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a final one-tier tax-exempt dividend of 2.305 Singapore cents per ordinary share in respect of the financial year ended 31 December 2015. **(Resolution 2)**
- To approve the payment of Directors' fees of S\$380,000 for the financial year ending 31 December 2016 to be paid quarterly in arrears. (2015: S\$380,000) **(Resolution 3)**
- To re-appoint Mr S. Chandra Das, the Director who was previously reappointed to hold office until the next Annual General Meeting of the Company pursuant to the then Section 153(6) of the Companies Act, Cap. 50. **(Resolution 4)**  
(Please see Explanatory Note (i))
- To re-elect the following Directors who retire by rotation pursuant to Article 91 of the Company's Constitution:-  
Mr Lim Teong Jin George **(Resolution 5)**  
(Please see Explanatory Note (ii))  
Mr Dan Yock Hian **(Resolution 6)**  
(Please see Explanatory Note (iii)) **(Resolution 7)**
- To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.
- To transact any other ordinary business which may properly be transacted at an annual general meeting.

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:-

- Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual, Section B: Rules of Catalyst (the "Catalist Rules") of Singapore Exchange Securities Trading Limited ("SGX-ST")  
That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Catalyst Rules of the SGX-ST, the Directors of the Company be authorised and empowered to:-
  - issue shares in the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
  - make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instrument made or granted by the Directors of the Company while this Resolution was in force, (the "**Share Issue Mandate**")  
provided that:-
  - the aggregate number of Shares (including the Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including the Shares in pursuance of the Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
  - (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued Shares and Instruments shall be based on the number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:-
    - new Shares arising from the conversion or exercise of the Instruments;
    - new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with part VIII of the Chapter 8 of the Catalyst Rules of the SGX-ST; and
    - any subsequent bonus issue, consolidation or subdivision of Shares;
  - in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Catalyst Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
  - unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.  
(Please see Explanatory Note (iv)) **(Resolution 8)**

BY ORDER OF THE BOARD

LIM HENG CHONG BENNY  
CHIN SU XIAN  
Joint Company Secretaries  
13 April 2016

**Explanatory Notes:-**

- Key information on Mr S. Chandra Das, who is seeking re-appointment as a Director of the Company under Ordinary Resolution 4, is found on page 6 of the Annual Report. Ordinary Resolution 4, if passed, will re-appoint Mr S. Chandra Das as Director of the Company. As Mr S. Chandra Das was re-appointed to hold office until the next Annual General Meeting of the Company pursuant to the then Section 153(6) of the Companies Act Cap. 50, the re-appointment of Mr S. Chandra Das is proposed although he will not be subject to subsequent annual re-appointments with the repeal of Section 153 with effect from 3 January 2016. Mr S. Chandra Das will, upon the re-appointment as Director of the Company, remain as the Chairman of the Board of Directors, Nominating and Remuneration Committees respectively.
- Key information on Mr Lim Teong Jin George, who is seeking re-appointment as a Director of the Company under Ordinary Resolution 5, is found on page 8 of the Annual Report. Mr Lim Teong Jin George will, upon the re-election as Director of the Company, remain as a member of the Remuneration Committee of the Company.
- Key information on Mr Dan Yock Hian, who is seeking re-appointment as a Director of the Company under Ordinary Resolution 6, is found on page 8 of the Annual Report. Mr Dan Yock Hian will, upon the re-election as Director of the Company, remain as a member of the Audit and Risk and Nominating Committees respectively and will be considered as independent for the purposes of Rule 704(7) of the Catalyst Rules of the SGX-ST.
- Ordinary Resolution 8, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, hundred per cent. (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to fifty per cent. (50%) may be issued other than on a pro-rata basis to existing shareholders of the Company.

**Notes:-**

- A Member entitled to attend and vote at the Annual General Meeting ("**AGM**") is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
  - Where a member appoints two proxies, he/she shall specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
  - The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 101 Thomson Road #09-02 United Square Singapore 307591 not less than forty-eight (48) hours before the time appointed for holding the AGM.
  - A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
    - A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
- "**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.
- A member of the Company which is a corporation is entitled to appoint its authorised representatives or proxies to vote on its behalf.
  - This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Hong Leong Finance Limited (the "**Sponsor**"), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this notice.  
This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.  
The contact person for the Sponsor is:-  
Name: Mr. Tang Yeng Yuen, Vice President, Head of Corporate Finance  
Telephone: (65) 6415-9886

- The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register at 48 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.

**Personal Data Privacy:-**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.