



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of TalkMed Group Limited (“**Company**”) will be held at Alumni Association, The Alumni Medical Centre, 2 College Road, Singapore 169850 on 28 April 2016 at 6.30 p.m. (or as soon as practicable following the conclusion of the annual general meeting of the Company to be held at 6.00 p.m. on the same day and at the same venue) for the purpose of considering, and, if thought fit, passing with or without any modifications, the following Ordinary Resolutions:-

ORDINARY RESOLUTION 1 – THE PROPOSED TALKMED GROUP EMPLOYEE SHARE OPTION SCHEME

THAT:-

- (a) the share option scheme to be known as the “TalkMed Group Employee Share Option Scheme” (“**Scheme**”), particulars of which are set out in the circular dated 13 April 2016 (“**Circular**”), under which options (“**Options**”) to subscribe for ordinary shares (“**Shares**”) in the capital of the Company will be granted to selected Employees and Directors of the Company and its Subsidiaries (including Non-Executive Directors) and Controlling Shareholders and/or their Associates be approved;
- (b) the Board of the Company be and is hereby authorised:-
 - (i) to establish and administer the Scheme;
 - (ii) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme;
 - (iii) to offer and grant Options in accordance with the provisions of the Scheme and pursuant to Section 161 of the Companies Act to allot and issue and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the exercise of Options provided that the aggregate number of Shares available pursuant to the Scheme, the Share Plan and any other share-based schemes of the Company, shall not exceed 15% of the total issued Shares of the Company (excluding any shares held in treasury) from time to time; and
 - (iv) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

ORDINARY RESOLUTION 2 – GRANT OF OPTIONS FOR THE SUBSCRIPTION OF SHARES AT A DISCOUNT

THAT subject to and contingent upon the passing of Ordinary Resolution 1 being approved, approval be given for Options to be granted under the Scheme for the subscription of Shares at subscription prices which may, at the discretion of the committee administering the Scheme, be subject to a discount to the Market Price for the Shares prevailing at the Date of Grant of the respective Options (such market price to be determined in accordance with the Rules of the Scheme), provided that the maximum discount which may be given shall not exceed 20% of the relevant market price for the Shares applicable to that Option.

ORDINARY RESOLUTION 3 – PROPOSED PARTICIPATION BY DR ANG PENG TIAM IN THE SCHEME

THAT subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Dr Ang Peng Tiam, who is a Controlling Shareholder (as defined in the Listing Manual) of the Company, in the Scheme in accordance with the Rules of the Scheme on the following terms, be and is hereby approved:-

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| (i) Proposed Date of Grant of Option(s) | : At the discretion of the ESOS Committee pursuant to the proposed Rules of the Scheme appearing in Appendix I |
| (ii) Number of Shares comprised in the proposed Options and the Awards | : Up to 9,857,145 Shares (representing approximately 1.5% of the total issued Shares as the Latest Practicable Date) |
| (iii) Exercise Price per Share for the proposed Options | : At the discretion of the ESOS Committee pursuant to Rule 9 of the proposed Rules of the Scheme appearing in Appendix I |
| (iv) Exercise Period for the proposed Options | : In accordance with Rule 11 of the proposed Rules of the Scheme appearing in Appendix I |

For the avoidance of doubt, any proposed grant of Options under the Scheme to Dr Ang Peng Tiam, who is a Controlling Shareholder of the Company, shall be separately approved by the independent Shareholders at a general meeting of the Company.

ORDINARY RESOLUTION 4 – THE PROPOSED TALKMED GROUP PERFORMANCE SHARE PLAN

THAT:-

- (a) the performance share plan to be known as the “TalkMed Group Performance Share Plan” (“**Share Plan**”) particulars of which are set out in the circular dated 13 April 2016 (“**Circular**”), under which awards (“**Awards**”) of fully paid-up shares in the capital of the Company (“**Shares**”) will be granted, free of charge, to Employees and Directors of the Company and its subsidiaries (including Non-Executive Directors) and Controlling Shareholders and/or their Associates be approved.
- (b) the Board of Directors of the Company be and is hereby authorised:-
 - (i) to establish and administer the Share Plan;
 - (ii) to modify and/or amend the Share Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Plan;
 - (iii) to grant Awards in accordance with the provisions of the Share Plan and pursuant to Section 161 of the Companies Act and to allot and issue, transfer and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered;
 - (iv) pursuant to the vesting of Awards delivered that the aggregate number of Shares available pursuant to the Share Plan, the Scheme and any other share-based schemes of the Company, shall not exceed 15% of the total issued Shares of the Company (excluding any shares held in treasury) from time to time;
 - (v) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Awards granted under the Share Plan; and
 - (vi) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

ORDINARY RESOLUTION 5 – PROPOSED PARTICIPATION BY DR ANG PENG TIAM IN THE SHARE PLAN

THAT subject to and contingent upon the passing of Ordinary Resolution 4, the participation of Dr Ang Peng Tiam, who is a Controlling Shareholder (as defined in the Listing Manual) of the Company, in the Share Plan in accordance with the Rules of the Share Plan on the following terms, be and is hereby approved:-

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| (i) Proposed Award Date | : At the discretion of the PSP Committee pursuant to the proposed Rules of the Share Scheme appearing in Appendix II |
| (ii) Number of Shares comprised in the proposed Options and Awards | : Up to 9,857,145 Shares (representing approximately 1.5% of the total issued Shares as the Latest Practicable Date) |

For the avoidance of doubt, any proposed grant of Awards under the Share Plan to Dr Ang Peng Tiam, who is a Controlling Shareholder of the Company, shall be separately approved by the independent Shareholders at a general meeting of the Company.

BY ORDER OF THE BOARD

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

Notes:-

- (1) A member entitled to attend and vote at the Extraordinary General Meeting (“EGM”) is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A member of the Company which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a shareholder of the Company.
- (2) Where a member appoints two (2) proxies, the appointments shall be invalid unless the shareholder specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy in the proxy form.
- (3) The instrument appointing a proxy or proxies must be deposited at the registered address of the Company (at 101 Thomson Road, #09-02 United Square, Singapore 307591) not less than 48 hours before the time of the EGM.
- (4) The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. If the appointor is a corporation, the instrument appointing a proxy or proxies must be executed by the appointor under its common seal or under the hand of an officer, attorney or other person authorised to sign the same. The power of attorney or other authority (if any) or a duly certified copy thereof must be attached to the instrument of proxy.
- (5) (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the meeting. Where such member’s form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
(b) A member who is a relevant intermediary is entitled to appoint more than two (2) 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 (2) 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.
- (6) A Depositor’s name must appear on the Depository Register maintained by the Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at EGM.
- (7) 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 EGM as certified by The Central Depository (Pte) Limited to the Company.
- (8) 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

Personal Data Privacy:-

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.