

TALKMED GROUP LIMITED

(the “**Company**”)

(Company Registration No. 201324565Z)

(Incorporated in the Republic of Singapore)

MINUTES of the Sixth Annual General Meeting of the Company (the “**Meeting**”) held at Alumni Association, The Alumni Medical Centre, 2 College Road, Singapore 169850 on Thursday, 25 April 2019 at 6.00 p.m.

PRESENT

As per attendance lists attached hereto.

CHAIRMAN OF THE MEETING

Mr. S. Chandra Das (“**SCD**” or the “**Chairman**”), the Non-Executive Chairman and Independent Director 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, SCD extended a warm welcome to all members present at 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, be taken as read.

The Chairman informed the Meeting that voting on the proposed resolutions at this Meeting would be conducted by way of poll. This was in line with the code of corporate governance and for better corporate transparency. Messrs Zico BPO Pte. Ltd. was appointed as the scrutineer (the “**Scrutineer**”) for the conduct of the poll.

The Chairman invited Dr Ang Peng Tiam (“**Dr Ang**”), the Chief Executive Officer of the Company, to do a presentation on the financial performance, key business and corporate update and the outlook of the Company.

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

SCD addressed the first item on the Agenda and proposed that it be taken as read with the concurrence of the Meeting as the Directors’ Statement and Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2018 together with the Auditor’s Report thereon had been circulated to members for the prescribed period.

There being no question, it was duly proposed by Mr. Kwok Yue Meng (“**Mr. Kwok**”) and seconded by Ms. Mak Sook Mei (“**Ms. Mak**”), the following motion:

“That the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2018 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 1.065 Singapore cents per ordinary share in respect of the financial year ended 31 December 2018.

There being no question, the motion was duly proposed by Mr. Sim Chor Chye (“**Mr. Sim**”) and seconded by Mr. Kwok:

“That the payment of a final one-tier tax-exempt dividend of 1.065 Singapore cents per ordinary share in respect of the financial year ended 31 December 2018, be and is hereby approved.”

RESOLUTION 3 – APPROVAL OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2019

The Board had recommended the payment of S\$380,000 as Directors’ fees for the financial year ending 31 December 2019 which will be paid quarterly in arrears.

There being no question, the motion was duly proposed by Ms. Tay Sok Har (“**Ms. Tay**”) and seconded by Mr. Sim:

“That the payment of Directors’ fees of S\$380,000 for the financial year ending 31 December 2019, to be paid quarterly in arrears, be and is hereby approved.”

RESOLUTION 4 – RE-ELECTION OF DR KHOO KEI SIONG

The Meeting was informed that Dr Khoo Kei Siong who was retiring pursuant to Article 91 of the Company’s Constitution had offered himself for re-election.

Upon re-appointment as a Director of the Company, Dr Khoo Kei Siong will remain as an Executive Director and Chief Operating Officer of the Company.

There being no question, the motion was duly proposed by Mr. Kwok and seconded by Ms. Mak:

“That Dr Khoo Kei Siong who retires pursuant to Article 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. DAN YOCK HIAN

The Meeting was informed that Mr. Dan Yock Hian who was retiring pursuant to Article 91 of the Company’s Constitution had offered himself for re-election.

Upon re-appointment as a Director of the Company, Mr. Dan Yock Hian will remain as an Independent Director, a member of the Audit and Risk Committee and a member of the Nominating Committee of the Company.

There being no question, the motion was duly proposed by Mr. Kwok and seconded by Ms. Mak:

“That Mr. Dan Yock Hian who retires pursuant to Article 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 MR. LIM JEN HOWE

The Meeting was informed that Mr. Lim Jen Howe who was retiring pursuant to Article 91 of the Company's Constitution had offered himself for re-election.

Upon re-appointment as a Director of the Company, Mr. Lim Jen Howe will remain as a Non-Executive Director and a member of the Audit and Risk Committee of the Company.

There being no question, the motion was duly proposed by Mr. Sim and seconded by Ms. Tay Sok Har:

“That Mr. Lim Jen Howe who retires pursuant to Article 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-APPOINTMENT OF AUDITORS

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

There being no question, the motion was duly proposed by Ms. Mak and seconded by Mr. Kwok:

“That Messrs Ernst & Young LLP be and is hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors.”

SPECIAL BUSINESS

RESOLUTION 8 – AUTHORITY TO ALLOT AND ISSUE SHARES

The next item of the Agenda sought from the shareholders is a general mandate to authorise and empower the Directors to issue shares in the capital of the Company and/or instruments.

There being no question, the motion was duly proposed by Mr. Sim and seconded by Ms. Tay:

“That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- (a) (1) issue shares in the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (2) 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

- (b) (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:

- (1) 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 and subsidiary holdings, if any) 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 and subsidiary holdings) of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (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 and subsidiary holdings) of the Company at the time of the passing of this Resolution, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of the Instruments;
 - (ii) 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 Chapter 8 of the Catalist Rules of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Catalist 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
- (4) 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 AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.”

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 6.45 p.m.

RESULTS OF MEETING

The Meeting resumed at 6.55 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 are as follows:

For Ordinary Resolution No. 1, 1,109,736,300 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 2, 1,109,736,300 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 3, 1,109,736,300 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 4, 1,109,736,300 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 5, 1,109,736,300 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 6, 1,109,736,300 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 7, 1,109,736,300 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

For Ordinary Resolution No. 8, 1,109,736,300 votes have been cast FOR the Resolution, and with none voting AGAINST the Resolution.

The Chairman declared all the Resolutions put to vote at this Meeting were duly passed and carried.

There being no other business, the Meeting concluded and was declared closed at 6.58 p.m. with a vote of thanks to the Chair.

Confirmed as True Record of Proceedings held

Mr S. CHANDRA DAS
Chairman
25 April 2019

APPENDIX 1

Summary of Questions and Answers

Question 1

Lim Bee Kok: When will the necessary license be obtained for the production stem cells and viral vectors and when will the commercial contracts be secured thereafter?

Answer: Dr Ang first explained that stem cells and viral vectors are produced by different laboratories; the former by the laboratory of Stem Med Pte. Ltd. ("**Stem Med**") and the latter by the laboratory of CellVec Pte. Ltd. ("**CellVec**"). While Stem Med has the license to produce stem cells and there is a lot of interest in the use of stem cells, in particular, for aesthetics purposes, the use of stem cells (other than those ancillary to cancer treatments) is presently not allowed in Singapore under the prevailing regulations. For de-regulation by the government to happen, there must be more literature on the subject.

With regard to the production of viral vectors by CellVec, Dr Ang informed that there is no such laboratory established in Singapore. Currently, the Company is waiting for accreditation by the relevant regulatory body to be completed in order for commercial production for human use to commence. Until then, CellVec can produce test batches which are not for human use. Dr Ang informed that by the third quarter of 2019, it is expected that the license will be obtained. Some pharmaceutical companies have taken samples of CellVec's viral vectors for testing and the feedback has been good. He also indicated that CellVec's estimated production capacity was up to 24 batches of viral vectors a year.

Question 2

Lim Bee Kok: Will the license be granted and who will be granting these license?

Answer: Dr Ang responded that the Health Science Authority of Singapore ("**HSA**") would be the relevant regulatory body. While CellVec aims to obtain the requisite licensing from HSA soon, Dr Ang pointed out that there is no precedence for HSA which may not be familiar on how to govern an entity such as CellVec. Dr Ang added that certain pharmaceutical companies with the capabilities to test CellVec's viral vector products had taken samples for their own testing and inspected CellVec's laboratory. While it is important to obtain the license, it is even more important for potential buyers to affirm the quality of CellVec's products.

Question 3

Edwin Lim: Why is there still no indication that stem cells can be used on human?

Answer: Dr Ang replied that there is still insufficient literature to prove the value of the use of stem cells in Singapore, therefore, doctors are not allowed to use it to treat patients.

Question 4

Edwin Lim: Who owns the remaining shareholdings of Stem Med?

Answer: Dr Ang replied that the Company holds 57% in Stem Med, with Dr Lim Zi-Yi and StemCord Pte. Ltd. ("**StemCord**") holding 5% and 38% respectively. Dr Ang stated that he is also a shareholder of StemCord. He informed that StemCord is a private cord blood bank which has been in existence for more than 10 years. It has a huge number of samples of stem cells and storage facilities. The Company had collaborated with StemCord to set up Stem Med and CellVec.

Question 5

Edwin Lim: What is the total amount that the Company has invested in Stem Med to date?

Answer: Dr Ang replied that the Company had invested more than S\$11 million in Stem Med and CellVec, which were considered investments for the future.

Question 6

Edwin Lim: What is the ideal number of doctors that the Company should have?

Answer: Dr Ang responded that the Company would hire a new doctor only if the patient load would justify such a hire as each hire would be expensive. He added that the number of doctors is not important but the Company needs to assess how a doctor could bring in patients and how quickly he could be independently profitable to the Company.

Question 7

Edwin Lim: Why have (employee benefits) expenses increased to around S\$20 million which was a 27% increase from 2017? Will the doctors' remuneration continue to increase moving forward? Why is the performance in the first quarter of 2019 not as good as that in the fourth quarter of 2018?

Answer: Dr Ang replied that if the performance so far could be kept up, revenue is expected to increase for the rest of the year. He added that while employee-related expenses for 2019 were higher than 2018, which was mainly due to Dr Ang's suspension in 2018, the remuneration of the founding doctors would not continue to increase. Dr Ang explained that the fourth quarter of each year is usually the best quarter of the year. The first quarter is generally slower due to the Chinese New Year break. In addition, the performances of both the fourth quarter of 2018 and the first quarter of 2019 had been very encouraging given that they were better than those of the fourth quarters and first quarters of previous years.