



PROPOSED PRIVATISATION OF TALKMED GROUP LIMITED BY WAY OF A SCHEME OF ARRANGEMENT – NOTICE OF COURT HEARING DATE TO SANCTION THE SCHEME

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 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 Singapore Code on Take-overs and Mergers; and
- (b) the announcement dated 15 July 2025 released by the Company in relation to the approval of the Scheme by the requisite majority of the Shareholders at the Scheme Meeting held on 15 July 2025.

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

2. NOTICE OF COURT HEARING DATE TO SANCTION THE SCHEME

- 2.1 As stated in the Composite Document, upon the Scheme being approved by a majority in number of Shareholders representing at least seventy-five (75) per cent. in value of the Shares held by Shareholders present and voting either in person or by proxy at the Scheme Meeting, an application will be made to Court by the Company for an order of the Court sanctioning the Scheme (the “**Scheme Court Order**”).
- 2.2 In light of the approval of the Scheme by the Shareholders at the Scheme Meeting held on 15 July 2025, the Board wishes to announce that:
 - (a) the Company has filed summons HC/SUM 1997/2025 in HC/OA 569/2025 (the “**Scheme Sanction Application**”) on 16 July 2025 in the Court to apply for the Scheme Court Order; and
 - (b) the Court has directed that the Scheme Sanction Application be fixed for hearing on 18 August 2025 at 4 p.m. (the “**Court Hearing Date**”).

2.3 The Court has also directed that:

- (a) any reply affidavit is to be filed by 4 p.m. on 4 August 2025; and
- (b) written submissions and bundles of authorities are to be filed and served by 4 p.m. on 11 August 2025.

2.4 Subject to the grant of the Scheme 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 Scheme Court Order with ACRA.

2.5 A copy of the Scheme Sanction Application will be made available for inspection by Shareholders during normal business hours at the registered office of the Company at 101 Thomson Road, #09-02 United Square, Singapore 307591 from the date of this Announcement up to and including the Court Hearing Date.

3. INDICATIVE TIMELINE FOR THE SCHEME

Subject to the satisfaction (or where applicable, waiver) of all the Scheme Conditions in accordance with the terms of the Implementation Agreement, Shareholders should note the updated dates for the following events in relation to the Scheme:

Court Hearing Date	: 18 August 2025
Expected last day of trading of the Shares	: On or around 21 August 2025 ⁽¹⁾
Expected Books Closure Date	: 1 September 2025, 5 p.m. ⁽²⁾
Expected Effective Date	: 2 September 2025 ⁽³⁾
Expected date for the payment of the Scheme Consideration	: By 11 September 2025 ⁽⁴⁾
Expected date for delisting of the Shares from the SGX-ST	: By 15 September 2025 ⁽⁵⁾

Notes:

- (1) Assuming that all the Scheme Conditions (other than those to be satisfied as at the Books Closure Date) have been satisfied or waived, as the case may be.
- (2) No transfer of the Shares may be effected after 5 p.m. on the Books Closure Date.
- (3) The Scheme will only become effective and binding upon the lodgement of the Scheme Court Order with ACRA. The Scheme 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 2 September 2025.
- (5) The delisting of the Company is subject to and conditional upon the SGX-ST confirming that it has no objections to the delisting of the Company.

Save for the Court Hearing Date, 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. The Directors jointly and severally accept responsibility accordingly.

Where any information in this Announcement has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source, 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.

By Order of the Board

Ang Peng Tiam
Chief Executive Officer
22 July 2025

