

CIRCULAR DATED 30 MARCH 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of TalkMed Group Limited (the “**Company**”) held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular with the Notice of Extraordinary General Meeting (“**EGM**”) and the attached proxy form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular and accompanying documents to be sent to the purchaser or transferee. If you have sold or transferred all your shares represented by physical share certificate(s), you should immediately forward this Circular with the Notice of EGM and the attached proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

This Circular has been reviewed by the Company’s sponsor, Hong Leong Finance Limited (the “**Sponsor**”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and the SGX-ST assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Mr Kaeson Chui, Vice President, at 16 Raffles Quay, #01-05 Hong Leong Building, Singapore 048581, telephone: (65) 6415 9886.



TALKMED GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 201324565Z)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO:

THE PROPOSED TRANSFER OF THE LISTING OF THE COMPANY FROM THE CATALIST TO THE MAINBOARD OF THE SGX-ST

Important Dates and Times

Last date and time to submit questions for the Virtual Information Session (“ VIS ”)	:	7 April 2022 at 6.00 p.m.
Last date and time to register to attend the VIS	:	7 April 2022 at 6.00 p.m.
Date and time of the VIS	:	11 April 2022 at 5.30 p.m.
Last date and time to register to attend the EGM	:	18 April 2022 at 6.00 p.m.
Last date and time for lodgement of Proxy Form	:	19 April 2022 at 6.30 p.m.
Date and time of EGM	:	21 April 2022 at 6.30 p.m. (or such earlier or later time 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)
Place of EGM	:	By way of electronic means

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DEFINITIONS

In this Circular, unless the context otherwise requires, the following terms or expressions shall have the following meanings:

“Board”	:	The board of directors of the Company as at the date of this Circular
“Catalist”	:	The sponsor-supervised listing platform of the SGX-ST
“Catalist Rules”	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as may be amended, modified or supplemented from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 30 March 2022
“Companies Act”	:	The Companies Act 1967, as amended or modified from time to time
“Company”	:	TalkMed Group Limited (Company Registration Number: 201324565Z), a company incorporated in the Republic of Singapore with its registered office at 101 Thomson Road, #09-02, United Square, Singapore 307591
“Directors”	:	The directors of the Company as at the date of this Circular
“EGM”	:	The extraordinary general meeting of the Company, to be convened for the purposes of considering and, if thought fit, passing with or without modifications, the Proposed Transfer as set out in the Notice of EGM
“FY”	:	Financial year ended 31 December
“Group”	:	The Company and its subsidiaries, collectively
“Latest Practicable Date”	:	28 March 2022, being the latest practicable date prior to the issuance of this Circular
“Listing Manual”	:	Catalist Rules or Mainboard Rules (as the case may be), as amended, modified or supplemented from time to time
“Mainboard”	:	The mainboard of the SGX-ST
“Mainboard Rules”	:	The rules of the Listing Manual applicable to issuers listed on the Mainboard, as amended, modified or supplemented from time to time
“Notice of EGM”	:	The notice of EGM which is as set out on pages N-1 to N-4 of this Circular

DEFINITIONS

“Proposed Transfer”	:	The proposed transfer of the listing of the Company from the Catalist to the Mainboard, more particularly described in Section 2 of this Circular
“SFA”	:	Securities and Futures Act 2001, as amended or modified from time to time
“SGX-ST” or “Exchange”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Persons (other than CDP) who are for the time being registered as holders of Shares in the register of members maintained by the Company and Depositors who have Shares entered against their names in the Depository Register
“Shares”	:	Ordinary shares in the issued share capital of the Company
“Special Resolution”	:	A resolution proposed and passed as such by a majority consisting at least 75% of the total number of votes cast for and against such resolution at a meeting of Shareholders
“Sponsor”	:	Hong Leong Finance Limited
“S\$” and “cents”	:	Singapore dollars and cents respectively, being the lawful currency of the Republic of Singapore
“VIS”	:	The virtual information session to be held prior to the closing date and time for the lodgement of the proxy forms before the EGM
“%” or “per cent.”	:	Percentage or per centum

The terms **“Depositor”**, **“Depository”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The terms **“associates”** and **“controlling shareholders”** shall have the meanings ascribed to them respectively in the Catalist Rules.

The terms **“subsidiaries”** and **“Substantial Shareholders”** shall have the meanings ascribed to them respectively in the Companies Act.

Any reference in this Circular to **“Section”** is a reference to the relevant section of this Circular, unless otherwise stated or as the context permits.

Any reference in this Circular to **“Rule”** or **“Chapter”** is a reference to the relevant rule or chapter in the Listing Manual, unless otherwise stated.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.

DEFINITIONS

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures that precede them.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Listing Manual or such statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Companies Act, the Listing Manual or any statutory modification thereof, as the case may be.

Any reference to a time of day and date in this Circular shall be a reference to Singapore time and date respectively, unless otherwise stated.

LETTER TO SHAREHOLDERS

TALKMED GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 201324565Z)

Board of Directors:

Mr S. Chandra Das (Non-Executive Chairman and Independent Director)
Dr Ang Peng Tiam (Executive Director and Chief Executive Officer)
Dr Khoo Kei Siong (Executive Director and Chief Operating Officer)
Mr Sitoh Yih Pin (Independent Non-Executive Director)
Mr Dan Yock Hian (Independent Non-Executive Director)
Mr Lim Jen Howe (Non-Independent Non-Executive Director)
Mr Lim Teong Jin George (Non-Independent Non-Executive Director)
Ms Leong Ching Ching (Non-Independent Non-Executive Director)

Registered Office:

101 Thomson Road
#09-02 United Square
Singapore 307591

30 March 2022

To: The Shareholders of TalkMed Group Limited

Dear Sir/Madam,

THE PROPOSED TRANSFER OF THE LISTING OF THE COMPANY FROM THE CATALIST TO THE MAINBOARD OF THE SGX-ST

1. INTRODUCTION

- 1.1 The Directors are convening the EGM to seek the approval of Shareholders for the proposed transfer of the listing of the Company from the Catalist to the Mainboard of the SGX-ST (the “**Proposed Transfer**”).
- 1.2 The purpose of this Circular is to provide Shareholders with relevant information relating to, and the rationale for, the Proposed Transfer and to seek Shareholders’ approval in respect of the same at the EGM. The Notice of EGM is set out on pages N-1 to N-4 of this Circular.

2. THE PROPOSED TRANSFER

2.1 Announcement

On 28 March 2022, the Directors announced that the Company had obtained the approval in-principle from the SGX-ST in relation to the Proposed Transfer. The approval in-principle is subject to:

- (a) compliance with the SGX-ST’s listing requirements;
- (b) Shareholders’ approval being obtained for the Proposed Transfer via a Special Resolution under Catalist Rule 408(5);
- (c) an immediate announcement via SGXNET of the Proposed Transfer; and

LETTER TO SHAREHOLDERS

- (d) submission of:
- (i) a written undertaking from the Company in the format set out in Appendix 2.3.1 of the Mainboard Rules to comply with all of the SGX-ST's requirements and policies applicable to issuers listed on the Mainboard;
 - (ii) a written undertaking by the Company and the Sponsor that they are not aware of any material information which has not been previously announced via SGXNET which will affect the Company's suitability for the transfer to the Mainboard;
 - (iii) a written undertaking from each of the Directors in the form set out in Appendix 7.7 of the Mainboard Rules and an undertaking from the Company to procure the same written undertaking from any new director appointed to the Company's Board after the Proposed Transfer takes place; and
 - (iv) a written confirmation from the Company that it is in compliance with all applicable Catalist Rules.

The approval in-principle from the SGX-ST is not to be taken as an indication of the merits of the Proposed Transfer, the Company, its subsidiaries or its securities.

2.2 Rationale of the Proposed Transfer

The Directors are of the view that the Proposed Transfer would enhance the long-term value for Shareholders for the reasons set out below.

- (a) The Directors believe that public investors tend to accord a premium to Mainboard listed companies as compared to companies listed on the Catalist. Accordingly, listing on the Mainboard would provide the Company with greater visibility and recognition in the capital markets and amongst public investors, which could result in better liquidity and improve the performance of its shares;
- (b) Listing on the Mainboard would provide the Company with access to a wider and more diverse investor base as certain institutional and international investors may be less inclined to invest in companies listed on the Catalist. This could facilitate and enable the Company to better tap into both the equity and debt capital markets to meet the Group's future funding requirements and provide the Group with greater flexibility to pursue further growth opportunities so as to expand both its geographical reach and diversify its revenue streams; and
- (c) It would enhance the image and profile of the Company both locally and overseas, and strengthen the Company's branding, thereby improving the Company's ability to attract talent and increase business opportunities.

In view of the Group's existing business strategies and geographical reach, the Directors are of the opinion that the Proposed Transfer is timely and appropriate.

LETTER TO SHAREHOLDERS

2.3 Requirements for the Proposed Transfer

A transfer from the Catalist to the Mainboard is governed by Catalist Rule 408 and part IV of Chapter 2 of the Mainboard Rules. As shown in the following table, the Company has met all the requirements for the Proposed Transfer, save for the requirement for Shareholders' approval, which is the subject of this Circular.

Catalist Rule	Provision of Catalist Rule	Compliance by the Company
Rule 408(1)	The issuer must be listed on SGX-ST Catalist for at least two years.	<p>The Company was listed on the Catalist on 30 January 2014. Therefore, it has met the requirement for being listed on the Catalist for at least two (2) years.</p> <p>Accordingly, Catalist Rule 408(1) has been complied with.</p>
Rule 408(2)	<p>(a) The Company must meet the following minimum quantitative requirements:</p> <p style="margin-left: 40px;">(i) Mainboard Rules 210(2)(a) and 210(3); or</p> <p style="margin-left: 40px;">(ii) Mainboard Rules 210(2)(b) and 210(3); or</p> <p style="margin-left: 40px;">(iii) Mainboard Rules 210(2)(c) and 210(4)(a); and</p> <p>(b) The Company must meet other listing requirements that the Exchange may prescribe (either generally or in any particular case).</p> <p>When determining whether the issuer complies with the market capitalisation requirement in Mainboard Rule 210(2)(b) or Mainboard Rule 210(2)(c), the Exchange will take into account the issuer's average daily market capitalisation for one month preceding the application date.</p>	<p>The Company complies with the quantitative requirements specified under Catalist Rule 408(2)(a)(ii) on the following grounds:</p> <p><u>Compliance with Mainboard Rule 210(2)(b)</u></p> <p>(a) Based on the audited consolidated financial statements of the Group for FY2019, FY2020 and FY2021, the Group recorded pre-tax profits of approximately S\$41.3 million, S\$24.8 million and S\$27.3 million respectively. Hence, the Group has an operating track record of at least three (3) years.</p> <p>(b) The Company's average daily market capitalisation for one (1) month prior to the Company's application to the SGX-ST for the Proposed Transfer was S\$526.1 million. The Company's average daily market capitalisation for one (1) month preceding the Latest Practicable Date was S\$516.2 million.</p>

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Catalist Rule	Provision of Catalist Rule	Compliance by the Company
		<p><u>Compliance with Mainboard Rule 210(3)</u></p> <p>(a) The Group has been engaged in substantially the same business of being primarily a premier provider of medical oncology, stem cell transplants and palliative care services, serving patients in Singapore and the region, during the period for which the profit test applies. The Company has also been under substantially the same management throughout the period for which the three (3) years operating track record applies.</p> <p>(b) The Group has been profitable and did not make losses in the last two (2) financial years before the Proposed Transfer.</p> <p>(c) The Company did not take into account exceptional or non-recurrent income and extraordinary items in determining its profit.</p> <p>(d) The Group has not changed its financial year end for the past three (3) financial years and is not proposing to change its financial year end going forward.</p> <p>Accordingly, Catalist Rule 408(2) has been complied with.</p>
Rule 408(3)	The issuer has to provide the Exchange with an undertaking to comply with all the Exchange's requirements and policies applicable to issuers listed on the SGX Mainboard (the " Undertaking "). The Undertaking must be in the form set out in Appendix 2.3.1 of the Mainboard Rules.	<p>The Company has provided the Undertaking in the form set out in Appendix 2.3.1 of the Mainboard Rules.</p> <p>Accordingly, Catalist Rule 408(3) has been complied with.</p>
Rule 408(4)	An offer information statement required by the SFA (meeting the requirements in the Sixteenth Schedule) must be lodged with the Authority if the issuer intends to offer additional securities on SGX Mainboard, or a draft shareholder's circular to approve the transfer must be submitted to the Exchange where there is no additional offer of securities.	<p>The Company currently does not intend to offer additional securities in conjunction with the Proposed Transfer. This Circular is being provided to Shareholders to, <i>inter alia</i>, provide them with the requisite information relating to the Proposed Transfer.</p> <p>Accordingly, Catalist Rule 408(4) has been complied with.</p>

LETTER TO SHAREHOLDERS

Catalist Rule	Provision of Catalist Rule	Compliance by the Company															
Rule 408(5)	The issuer's shareholders have approved the Proposed Transfer by way of a special resolution.	<p>The Directors are convening the EGM to seek the approval of Shareholders for the Proposed Transfer by way of a Special Resolution.</p> <p>Accordingly, upon the approval of Shareholders being obtained at the EGM for the Proposed Transfer, Catalist Rule 408(5) will be complied with.</p>															
Rule 408(6)	The issuer is in compliance with all applicable Catalist Rules.	<p>The Company has confirmed that it is in compliance with all applicable Catalist Rules.</p> <p>Accordingly, Catalist Rule 408(6) has been complied with.</p>															
Rule 408(7)	<p>For the purpose of the Proposed Transfer, the issuer may be required to increase the proportion of its issued and paid-up capital held in public hands to meet the minimum shareholding spread requirements applicable to SGX Main Board listing applicants set out in Main Board Listing Rule 210(1).</p> <p>Pursuant to Mainboard Listing Rule 210(1)(a), the following shareholding spread requirements must be met:</p> <p style="text-align: center;">PUBLIC FLOAT</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Market Capitalisation (S\$ million) ("M")</th> <th style="text-align: center;">Proportion of post- invitation share capital in public hands</th> <th style="text-align: center;">Number of shareholders</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">M < 300</td> <td style="text-align: center;">25%</td> <td style="text-align: center;">500</td> </tr> <tr> <td style="text-align: center;">300 ≤ M < 400</td> <td style="text-align: center;">20%</td> <td style="text-align: center;">500</td> </tr> <tr> <td style="text-align: center;">400 ≤ M < 1000</td> <td style="text-align: center;">15%</td> <td style="text-align: center;">500</td> </tr> <tr> <td style="text-align: center;">M ≥ 1000</td> <td style="text-align: center;">12%</td> <td style="text-align: center;">500</td> </tr> </tbody> </table>	Market Capitalisation (S\$ million) ("M")	Proportion of post- invitation share capital in public hands	Number of shareholders	M < 300	25%	500	300 ≤ M < 400	20%	500	400 ≤ M < 1000	15%	500	M ≥ 1000	12%	500	<p>The Company complies with the requirements under Mainboard Rule 210(1) on the following grounds:</p> <p>(a) The Company's market capitalisation as at the Latest Practicable Date is S\$528,821,822, as determined by multiplying the 1,322,054,556 Shares in issue (the "Issued Shares") by the latest trading price of the Shares of approximately S\$0.40 on the Latest Practicable Date.</p> <p>(b) As at the Latest Practicable Date, the number of Shares held by public shareholders is approximately 210,658,933 Shares, which comprises 15.93% of the 1,322,054,556 Issued Shares. As such, the Company has met the requirement of a public float of not less than 15% under Mainboard Rule 210(1)(a).</p> <p>(c) As at the Latest Practicable Date, the Company has a total of 906 Shareholders. This meets the requirement of at least 500 shareholders under Mainboard Rule 210(1)(a).</p> <p>Accordingly, Catalist Rule 408(7) has been complied with.</p>
Market Capitalisation (S\$ million) ("M")	Proportion of post- invitation share capital in public hands	Number of shareholders															
M < 300	25%	500															
300 ≤ M < 400	20%	500															
400 ≤ M < 1000	15%	500															
M ≥ 1000	12%	500															

LETTER TO SHAREHOLDERS

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

3.1 Interests of Directors and Substantial Shareholders in the Shares

As at the Latest Practicable Date, the interests (both direct and indirect interests) of the Directors and Substantial Shareholders in the Shares of the Company are as follows:

	Direct Interest		Deemed Interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
<u>Directors</u>				
Mr S. Chandra Das	–	–	999,000	0.08
Dr Ang Peng Tiam ⁽²⁾	–	–	858,912,000	64.97
Dr Khoo Kei Siong ⁽³⁾	69,360,000	5.25	30,000,000	2.27
Mr Sitoh Yih Pin	–	–	–	–
Mr Dan Yock Hian	–	–	–	–
Mr Lim Jen Howe	–	–	–	–
Mr Lim Teong Jin George	–	–	–	–
Ms Leong Ching Ching ⁽⁴⁾	180,000	0.01	120,000	0.01
<u>Substantial Shareholders (other than Directors)</u>				
Ladyhill Holdings Pte. Ltd. ⁽⁵⁾	–	–	858,912,000	64.97
Dr Teo Cheng Peng ⁽⁶⁾	–	–	98,256,000	7.43
Mdm Chua Siok Lin ⁽⁷⁾	–	–	858,912,000	64.97

Notes:

- (1) Based on 1,322,054,556 Shares in the issued and paid-up share capital of the Company (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.
- (2) By virtue of Section 7 of the Companies Act, Dr Ang Peng Tiam is deemed to be interested in all the Shares held by Ladyhill Holdings Pte. Ltd.
- (3) Dr Khoo Kei Siong is deemed interested in the 10,000,000 Shares and 20,000,000 Shares held through Raffles Nominees (Pte.) Limited and HSBC (Singapore) Nominees Pte Ltd respectively.
- (4) Ms Leong Ching Ching is deemed to be interested in the 120,000 Shares held under the name of her nominee, Phillip Securities Pte. Ltd.
- (5) Ladyhill Holdings Pte. Ltd. is deemed interested in the 858,912,000 Shares held through Citibank Nominees Singapore Pte Ltd.
- (6) Dr Teo Cheng Peng is deemed interested in the 78,604,800 Shares and 19,651,200 Shares held through Citibank Nominees Singapore Pte Ltd and Raffles Nominees (Pte.) Limited respectively.
- (7) Mdm Chua Siok Lin is the spouse of Dr Ang Peng Tiam. By virtue of Section 7 of the Companies Act, Mdm Chua Siok Lin is deemed to be interested in all the Shares held by Ladyhill Holdings Pte. Ltd.

3.2 Interests of Directors and Substantial Shareholders in the Proposed Transfer

None of the Directors or Substantial Shareholders of the Company or their respective associates has any interest, direct or indirect, in the Proposed Transfer, other than through their respective shareholdings in the Company (as the case may be).

LETTER TO SHAREHOLDERS

4. DIRECTORS' RECOMMENDATIONS

Having considered and reviewed the rationale for and benefits of the Proposed Transfer, the Directors are of the opinion that the Proposed Transfer is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the Special Resolution relating to the Proposed Transfer, as set out in the Notice of EGM.

The Directors, in rendering their recommendation, have not had regard to the specific investment objectives, financial situation, tax position and/or unique needs and constraints of any Shareholder. As different Shareholders would have different investment objectives, the Directors recommend that any individual Shareholder who may require specific advice in relation to the Proposed Transfer should consult his stockbroker, bank manager, solicitor, accountant or other professional advisers.

5. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-4 of this Circular, will be convened and held by way of electronic means (via "live" audio-visual webcast or "live" audio-only stream) on 21 April 2022 at 6.30 p.m. (or such earlier or later time 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) for the purpose of considering and, if thought fit, passing (with or without any modification) the Special Resolution set out in the Notice of EGM.

6. ACTIONS TO BE TAKEN BY SHAREHOLDERS

6.1 No Despatch of Printed Copies of Notice of EGM, Circular and Proxy Form

Printed copies of the Notice of EGM, this Circular and the Proxy Form will not be sent to Shareholders. Instead, the Notice of EGM, this Circular and the Proxy Form may be accessed at the Company's website at the URL <https://www.talkmed.com.sg/>, and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

6.2 Attendance at the EGM

In view of the ongoing COVID-19 situation in Singapore, the EGM will be held by way of electronic means and Shareholders will not be able to attend the EGM in person. Instead, Shareholders will be able to watch the proceedings of the EGM via a "live" audio-visual webcast or "live" audio-only stream ("**Live Webcast**"). Shareholders who wish to participate in the EGM via Live Webcast must register by 18 April 2022, 6.00 p.m. via the Company's registration website at the URL <https://www.talkmed.com.sg/>. Following the verification of their status as Shareholders, authenticated Shareholders will receive an email by 19 April 2022, 6.00 p.m., containing instructions to access the Live Webcast of the EGM proceedings (the "**Confirmation Email**").

6.3 Participation at the EGM

Alternative arrangements have been made by the Company to allow Shareholders to participate at the EGM by way of electronic means, including the following:

- (a) arrangements by which Shareholders may stream the EGM proceedings via Live Webcast;

LETTER TO SHAREHOLDERS

- (b) arrangements by which Shareholders may submit comments, queries and/or questions to the Company prior to the EGM;
- (c) arrangements by which Shareholders may have their comments, queries and/or questions addressed by the Board and the management of the Company at a virtual information session (“VIS”) to be held prior to the closing date and time for the lodgement of the proxy forms before the EGM; and
- (d) arrangements by which Shareholders may appoint the chairman of the EGM (the “**Chairman of the EGM**”) as his/her/its proxy to vote on his/her/its behalf at the EGM.

Details of the steps for registration to participate in the EGM via Live Webcast, submission of comments, queries and/or questions prior to the EGM and submission of Proxy Forms to appoint the Chairman of the EGM to vote at the EGM are set out in the Notice of EGM.

6.4 Summary of Key Deadlines for Shareholders

Key Deadlines	Dates and Times
Deadline for Shareholders to: <ul style="list-style-type: none"> (a) register for the VIS; and (b) submit comments, queries and/or questions for the VIS 	7 April 2022, 6.00 p.m.
Deadline for Shareholders to receive the confirmation email for the VIS	8 April 2022, 6.00 p.m.
Date and time of VIS	11 April 2022, 5.30 p.m.
Deadline for Shareholders to register for the EGM	18 April 2022, 6.00 p.m.
(a) Deadline for Shareholders to receive the Confirmation Email	19 April 2022, 6.00 p.m.
(b) Deadline for Shareholders to submit Proxy Form to appoint the Chairman of the EGM to vote on their behalf at the EGM	19 April 2022, 6.30 p.m.
Date and time of EGM	21 April 2022, 6.30 p.m. (or such earlier or later time 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)

LETTER TO SHAREHOLDERS

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular, and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Transfer and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from these sources and/or reproduced in the Circular in its proper form and context.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 101 Thomson Road, #09-02, United Square, Singapore 307591 during normal business hours for a period of three (3) months from the date of this Circular:

- (a) the annual report of the Company for FY2021; and
- (b) the Constitution of the Company.

Pursuant to the relevant health and safety measures imposed in respect of the COVID-19 pandemic, all Shareholders are to register their intention to inspect these documents at least five (5) business days before the date of their appointment, via the Company's email address at enquiries@talkmed.com.sg. The Company shall be entitled to reject requests for inspection as it deems necessary to comply with the relevant laws and regulations relating to the COVID-19 pandemic.

Yours faithfully

For and on behalf of the Board of Directors of
TALKMED GROUP LIMITED
Ang Peng Tiam
Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING

TALKMED GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 201324565Z)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of TalkMed Group Limited (the “**Company**”) will be held by way of electronic means on 21 April 2022 at 6.30 p.m. (or such earlier or later time 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) (Singapore time) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

*All capitalised terms in this Notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 30 March 2022 (the “**Circular**”).*

SPECIAL RESOLUTION

THE PROPOSED TRANSFER OF THE LISTING OF THE COMPANY FROM THE CATALIST TO THE MAINBOARD OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (“SGX-ST**”)**

THAT:

- (a) approval be and is hereby given for the Company to transfer its listing from the Catalist to the Mainboard of the SGX-ST (the “**Proposed Transfer**”); and
- (b) the Directors and each of them be and is hereby authorised to complete and do all such acts and things (including executing all such documents and ancillary agreements and to make all such amendments thereto as may be required in connection with the Proposed Transfer) as they or he/she may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed Transfer.

BY ORDER OF THE BOARD
TALKMED GROUP LIMITED

Ang Peng Tiam
Chief Executive Officer
30 March 2022

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTES:

Due to the current COVID-19 restriction orders in Singapore, Shareholders will NOT be allowed to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM via a "live" audio-visual webcast or "live" audio-only stream ("**Live Webcast**"), and Shareholders may elect at their discretion.

1. Registration to participate in the EGM via Live Webcast

Shareholders must follow these steps to participate in the EGM:

- (a) Shareholders who wish to participate in the EGM via Live Webcast must register by **18 April 2022, 6.00 p.m.** via the Company's registration website at the URL <https://www.talkmed.com.sg/> (the "**Registration Deadline**") for the Company to verify their status as Shareholders;
- (b) corporate shareholders must also submit an electronic copy of its Corporate Representative Certificate to the Company at enquiries@talkmed.com.sg in addition to the registration procedures as set out in paragraph (a) above, by the Registration Deadline, for verification purpose;
- (c) authenticated Shareholders will receive an email by **19 April 2022, 6.00 p.m.**, containing instructions to access the Live Webcast of the EGM proceedings (the "**Confirmation Email**"). Shareholders must not forward the link or their log-in details to third persons who are not shareholders and who are not entitled to attend the EGM. This is also to avoid any technical disruptions or overload to the Live Webcast;
- (d) Shareholders who do not receive the Confirmation Email by **19 April 2022, 6.00 p.m.** but have registered before the Registration Deadline should email to: enquiries@talkmed.com.sg for assistance, with the following details included: (i) Shareholder's full name; (ii) NRIC/FIN/Passport no. (if the Shareholder is an individual) or the Company Registration No. (if the Shareholder is a corporation); and (iii) manner in which the Shares are held (e.g. via Central Depository/scrip/Central Provident Fund ("**CPF**")/Supplementary Retirement Scheme ("**SRS**")), for verification purposes; and
- (e) Shareholders, whose Shares are not held under CPF or SRS and are registered under Depository Agents, must also contact their respective Depository Agents to indicate their interest as soon as possible in order for their Depository Agents to make the necessary arrangements for them to participate in the Live Webcast before the Registration Deadline.

2. Submission of questions in advance for the VIS

Shareholders will NOT be able to speak and/or raise questions during the Live Webcast of the EGM proceedings to avoid any technical disruption and interference to the Live Webcast. Therefore, it is important for Shareholders who have any questions to submit such questions in advance for the VIS.

All questions must be submitted **by no later than 7 April 2022, 6.00 p.m.** (the "**VIS Questions Deadline**") to the Company:

- (a) **via the registration link for the Company's VIS** at the URL <https://www.talkmed.com.sg/>;
- (b) **via email** to: enquiries@talkmed.com.sg; or
- (c) **via post** to the registered office of the Company located at 101 Thomson Road, #09-02 United Square, Singapore 307591.

For verification purposes, Shareholders must identify themselves when submitting any questions by providing the following details:

- (a) full name (for individuals)/company name (for corporates);
- (b) NRIC/FIN/Passport no. (for individuals) or the Company Registration No. (for corporates);
- (c) email address and/or contact number; and
- (d) the manner in which the Shares are held (e.g. via Central Depository/scrip/CPF/SRS).

The Company will endeavour to respond to substantial and relevant queries:

- (a) received by the VIS Questions Deadline, during the VIS which is scheduled on **11 April 2022, 5.30 p.m.**, and the Company shall publish the minutes of the VIS by **16 April 2022, 6.30 p.m.**; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) received after the VIS, and publish the responses to such questions on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.talkmed.com.sg> by **16 April 2022, 6.30 p.m.**

Shareholders, whose Shares are not held under CPF or SRS and are registered under Depository Agents, who have any question in relation to the agenda item of this notice, must contact their respective Depository Agents to send their queries to the Company as soon as possible, in order for their Depository Agents to make the necessary arrangements for them to send their questions to the Company before the VIS Questions Deadline.

VIS

A VIS will be held for Shareholders prior to the EGM on **11 April 2022, 5.30 p.m.** where the Company will endeavour to address all substantial and relevant questions received by the VIS Questions Deadline from Shareholders in relation to the Special Resolution as set out in the Notice of EGM.

Shareholders must follow these steps to participate in the VIS:

- (a) Shareholders who wish to participate in the VIS via Live Webcast must register by **7 April 2022, 6.00 p.m.** (the "**VIS RSVP Deadline**") via the Company's registration website at the URL <https://www.talkmed.com.sg/> for the Company to verify their status as Shareholders. Registration for the VIS is compulsory and any registration received after the VIS RSVP Deadline will not be accepted;
- (b) corporate shareholders must also submit an electronic copy of its Corporate Representative Certificate to the Company at enquiries@talkmed.com.sg in addition to the registration procedures as set out in paragraph (a) above, by the VIS RSVP Deadline, for verification purpose;
- (c) authenticated Shareholders will receive an email by **8 April 2022, 6.00 p.m.**, containing instructions to access the Live Webcast of the VIS. Each set of login details will only allow one person to log in during the Live Webcast for the VIS. Multiple logins using the same set of login details are not allowed. Shareholders are not permitted to appoint a proxy to join the Live Webcast for the VIS on their behalf;
- (d) Shareholders who do not receive the abovementioned email by **8 April 2022, 6.00 p.m.** but have registered before the VIS RSVP Deadline should email to: enquiries@talkmed.com.sg for assistance, with the following details included: (i) Shareholder's full name; (ii) NRIC/FIN/Passport no. (if the Shareholder is an individual) or the Company Registration No. (if the Shareholder is a corporation); and (iii) manner in which the Shares are held (e.g. via Central Depository/scrip/Central Provident Fund ("**CPF**")/Supplementary Retirement Scheme ("**SRS**")), for verification purposes; and
- (e) Shareholders, whose Shares are not held under CPF or SRS and are registered under Depository Agents, must also contact their respective Depository Agents to indicate their interest as soon as possible in order for their Depository Agents to make the necessary arrangements for them to participate in the VIS before the VIS RSVP Deadline.

The Company will publish the minutes of the VIS by **16 April 2022, 6.30 p.m.** on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.talkmed.com.sg/>.

Post-VIS Arrangements

The Company will endeavour to address any further substantial and relevant clarifications or follow-up questions received from Shareholders after the VIS, and publish the responses to such questions on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.talkmed.com.sg/>, by **16 April 2022, 6.30 p.m.**

The Company will also, within one (1) month after the date of the EGM, publish the minutes of the EGM on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.talkmed.com.sg/>.

3. Submission of Proxy Form to Vote

Shareholders will not be able to vote through the Live Webcast and voting is only through submission of the Proxy Form. If a Shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it **must appoint the Chairman of the EGM as his/her/its proxy** to attend and vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, a Shareholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Proxy Form appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:

- (a) if submitted by post, must be deposited at the registered office of the Company located at 101 Thomson Road, #09-02 United Square, Singapore 307591; or
- (b) if submitted electronically, must be submitted via email to the Company at proxyform@talkmed.com.sg,

in either case, by 19 April 2022, 6.30 p.m. being **not less than forty-eight (48) hours** before the time appointed for the EGM (or at any adjournment thereof) and in default the Proxy Form shall not be treated as valid.

A member who wishes to submit an instrument of proxy by (a) or (b) must first download the Proxy Form, which is available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> or the Company's website at the URL <https://www.talkmed.com.sg/>, complete and sign the Proxy Form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed Proxy Forms by post, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

Where this Proxy Form is executed by an individual, it must be executed under the hand of the individual or of his attorney duly authorised. Where this Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where this Proxy Form is executed under the hand of an attorney duly authorised, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with this Proxy Form, failing which this Proxy Form may be treated as invalid.

Shareholders, whose Shares are registered under Depository Agents, who wish to appoint the Chairman of the EGM as their proxy, should contact their respective Depository Agents as soon as possible, in order to allow sufficient time for their Depository Agents to in turn submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date.

Shareholders who hold Shares under CPF or SRS, who wish to appoint the Chairman of the EGM as their proxy, should approach their CPF Agent Banks or SRS Operators (as the case may be) to submit their votes at least seven (7) working days before the EGM (i.e. by 8 April 2022, 6.30 p.m.) in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date.

IMPORTANT REMINDER

Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its arrangements for the EGM at short notice. For latest updates on the arrangements for the EGM, Shareholders are advised to regularly check the Company's website at the URL <https://www.talkmed.com.sg/>. Such updates will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

PERSONAL DATA PRIVACY

By submitting the proxy form appointing the Chairman of the EGM as proxy to attend and vote at the EGM and/or any adjournment thereof, a member of the Company (a) 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 the 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**"), and (b) 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 (c) 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.

PROXY FORM

TALKMED GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 201324565Z)

PROXY FORM EXTRAORDINARY GENERAL MEETING

I/We* _____ (Name), _____ (NRIC/Passport/Company Registration No.) of _____ (Address), being a member/members* of TALKMED GROUP LIMITED (the “**Company**”), hereby appoint the Chairman of the EGM as my/our* proxy/proxies* to attend and vote for me/us* on my/our* behalf at the EGM of the Company to be held by electronic means on 21 April 2022 at 6.30 p.m. (or such earlier or later time 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 any adjournment thereof.

I/We* direct the Chairman of the EGM to vote for, against and/or to abstain from voting on the resolution to be proposed at the EGM as indicated hereunder. **If no specific direction as to voting, or abstentions from voting, is given in respect of the resolution, the appointment of the Chairman of the EGM as proxy for that resolution shall be treated as invalid.**

* Delete as appropriate.

No.	Special Resolution	For [#]	Against [#]	Abstain [#]
1.	To approve the Proposed Transfer of the Listing of the Company from the Catalist to the Mainboard of the Singapore Exchange Securities Trading Limited			

[#] Voting will be conducted by poll. If you wish the Chairman of the EGM as your proxy to exercise all your votes “For” or “Against”, please tick (✓) within the relevant box provided. Alternatively, please indicate the number of votes as appropriate. If you wish the Chairman of the EGM as your proxy to abstain from voting on the resolution, please tick (✓) within the “Abstain” box provided in respect of that resolution. Alternatively, please indicate the number of votes that the Chairman of the EGM as your proxy is directed to abstain from voting in the “Abstain” box provided in respect of that resolution.

Dated this _____ day of _____ 2022

Total Number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Shareholder(s) or
Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF.

PROXY FORM

IMPORTANT:

1. The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of EGM dated 30 March 2022 and this Proxy Form will NOT be despatched to members. Instead, the Notice of EGM and this Proxy Form will be sent to members by electronic means via publication on the Company's website at the URL <https://www.talkmed.com.sg/> and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the EGM via electronic means, submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions prior to the EGM and voting by appointment of the Chairman of the EGM as proxy at the EGM, are set out in the Notice of EGM.
3. **Due to the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe-distancing measures in Singapore, members will not be able to attend the EGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend and vote on his/her/its behalf at the EGM.** In appointing the Chairman of the EGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.
4. For Supplementary Retirement Scheme investors ("**SRS Investors**") and Central Provident Fund investors ("**CPF Investors**"), who wish to appoint the Chairman of the EGM as their proxy, they should approach their SRS Operators or CPF Agent Banks (as the case may be) to submit their votes at least seven (7) working days before the EGM (i.e. by 8 April 2022, 6.30 p.m.) in order to allow sufficient time for their respective SRS Operators or CPF Agent Banks to in turn submit the Proxy Form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date.

NOTES:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the SFA), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the Proxy Form will be deemed to relate to all the Shares held by you.
2. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act), including CPF Investors and SRS Investors, and who wish to participate in the EGM by (a) observing or listening to the EGM proceedings via "live" audio-visual webcast or "live" audio-only stream; (b) submitting questions prior to the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend and vote on their behalf at the EGM, should contact the relevant intermediary (which would include, a banking corporation licensed under the Banking Act 1970 or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity, a capital market license holder which provides custodial services for securities under the SFA and holds in that capacity, or in the case of CPF Investors and SRS Investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM.
3. The Chairman of the EGM, as proxy, need not be a member of the Company.
4. This Proxy Form appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:
 - (a) if submitted by post, must be deposited at the registered office of the Company located at 101 Thomson Road, #09-02 United Square, Singapore 307591; or
 - (b) if submitted electronically, must be submitted via email to the Company at proxyform@talkmed.com.sg, in either case, by 19 April 2022, 6.30 p.m. being not less than forty-eight (48) hours before the time appointed for the EGM (or at any adjournment thereof) and in default the Proxy Form shall not be treated as valid.A member who wishes to submit an instrument of proxy must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed Proxy Forms by post, members are strongly encouraged to submit completed Proxy Forms electronically via email.
5. Where this Proxy Form is executed by an individual, it must be executed under the hand of the individual or of his attorney duly authorised. Where this Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where this Proxy Form is executed under the hand of an attorney duly authorised, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with this Proxy Form, failing which this Proxy Form may be treated as invalid.
6. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act.

GENERAL:

The Company shall be entitled to reject a Proxy Form which 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 Proxy Form. In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time fixed for holding the EGM.

PERSONAL DATA PRIVACY:

By submitting the proxy form appointing the Chairman of the EGM as proxy to attend and vote at the EGM and/or any adjournment thereof, a member of the Company (a) 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 the 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**"), and (b) 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 (c) 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.