
NOTICE OF ANNUAL GENERAL MEETING



QUANTUM HEALTHCARE LIMITED

(Company Registration Number: 202218645W)
(Incorporated in the Republic of Singapore)
(the “Company”)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of QUANTUM HEALTHCARE LIMITED (the “Company” and together with its subsidiaries, the “Group”) will be held at 02:00 p.m. on Monday, 29 April 2024, at 745 Lorong 5 Toa Payoh, Singapore 319455 for the purposes of considering and, if though fit, passing with or without amendments, the resolutions as set out below (“Notice”).

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2023 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect Thomas Tan Gim Chua who was appointed on 27 April 2023 and is retiring pursuant to Article 110 of the Company’s constitution (“Constitution”) as a director of the Company (“Director”). **(Resolution 2)**
[See Explanatory Notes (i) and (ii)]
3. To re-elect Ng Fook Ai Victor who was appointed on 27 April 2023 and is retiring pursuant to Article 110 of the Company’s Constitution as a Director of the Company. **(Resolution 3)**
[See Explanatory Notes (i) and (iii)]
4. To approve the payment of Directors’ fees of S\$145,000 for the financial year ending on 31 December 2024 to be paid quarterly in arrears. (FY2023: S\$145,000) **(Resolution 4)**
[See Explanatory Note (iv)]
5. To re-appoint Mazars LLP as the auditors of the Company (“Auditors”) and to authorise the Directors to fix their remuneration. **(Resolution 5)**
[See Explanatory Note (v)]
6. To transact any other ordinary business that may be properly transacted at an AGM.

AS SPECIAL BUSINESS

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

7. **Authority to Allot and Issue Shares Pursuant to the Share Issue Mandate** **(Resolution 6)**
That pursuant to Section 161 of the Companies Act 1967 of Singapore (“Companies Act”) and Rule 806 of the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited (“Catalist Rules”), authority be and is hereby given to the Directors (the “Share Issue Mandate”) to:
 - (a) allot and issue shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
 - (b) 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;

NOTICE OF ANNUAL GENERAL MEETING

At any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion deem fit and, notwithstanding the authority conferred by this Resolution may have ceased to be in force, issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:

- (a) the aggregate number of shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred percent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;
- (b) subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for:
 - (i.) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii.) new Shares arising from exercising of share options or vesting of share awards which are outstanding or subsisting at the time of passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii.) any subsequent bonus issue, consolidation or subdivision of Shares;any adjustments in accordance with (i) and (ii) are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.
- (c) In exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance is waived by the SGX-ST) and the Constitution of the Company; and
- (d) Unless revoked or varied by the Company in a general meeting, such authority 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 the earlier.

[See Explanatory Note (vi)]

8. **Authority to allot and issue shares under 2014 QTV Employee Share Option Scheme (the “Option Scheme”) (Resolution 7)**

That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to allot and issue from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the exercise of options granted under the Option Scheme (“**Options**”), such authority (unless revoked or varied by the company in a general meeting) to 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.

[See Explanatory Note (vii)]

NOTICE OF ANNUAL GENERAL MEETING

9. **Authority to allot and issue shares under the QT Vascular Restricted Share Plan 2015 (the “Share Plan”) (Resolution 8)**

THAT the directors of the Company be and are hereby authorised to:

- (a) Grant awards of Shares (“**Awards**”) in accordance with the provisions of the Share Plan as from time to time amended, modified or supplemented and approved by shareholders in a general meeting;
- (b) Pursuant to Section 161 of the Companies Act, allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the exercise of the Awards; and
- (c) (notwithstanding the authority conferred by this Resolution may have ceased to be in force), pursuant to Section 161 of the Companies Act, allot and issue fully paid-up Shares pursuant to the exercise of any Awards granted by the Directors in accordance with the Share Plan while this Resolution was in force,

such authority to 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 the earlier.

[See Explanatory Note (viii)]

10. **Proposed Renewal of the Share Buy-Back Mandate (Resolution 9)**

THAT:

- (a) for the purposes of the Companies Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued Shares not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to but not exceeding the Maximum Price (as hereafter defined), whether by way of
 - (i.) market purchase(s) (“**Market Purchase(s)**”) on the SGX-ST transacted through the SGX-ST trading system and/or any other securities exchange on which the Shares may for the time being be listed and quoted (the “**Other Exchange**”); and/or
 - (ii.) off-market purchase(s) (“**Off-Market Purchase(s)**”) (if effected otherwise than on the SGX-ST or, as the case may be, the Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and the Catalist Rules or, as the case may be, the Other Exchange, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”);

- (b) unless revoked or varied by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
 - (i.) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Company at general meeting (if so varied or revoked prior to the next AGM); and
 - (ii.) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated;

NOTICE OF ANNUAL GENERAL MEETING

(c) in this Resolution:

“Maximum Limit” means that number of Shares representing ten percent (10%) of the total issued Shares of the Company (excluding any treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as hereafter defined), in which event the total number of Shares of the Company shall be taken to be the total number of Shares of the Company as altered after such capital reduction (excluding any treasury shares and subsidiary holdings that may be held by the Company from time to time);

“Relevant Period” means the period commencing from the date on which the last AGM of the Company was held and expiring on the date of the next AGM of the Company is held or is required to be held, or the date on which the purchases of the Shares are carried out to the full extent mandated, whichever is earlier, unless prior to that, it is varied or revoked by resolution of the shareholders of the Company in general meeting;

“Maximum Price” in relation to a Share to be purchased, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) not exceeding:

- (i.) in the case of a Market Purchase, one hundred and five percent (105%) of the Average Closing Price; and
- (ii.) in the case of an Off-Market Purchase, one hundred and twenty percent (120%) of the Average Closing Price, where:

“Average Closing Price” means the average of the closing market prices of a Share over the last five (5) Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the Catalist Rules, for any corporate action that occurs after the relevant five (5) Market Day period and the day on which the purchases are made;

“date of the making of the offer” means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

“Market Day” means a day on which the SGX-ST is open for trading in securities;

(d) the Directors and/or any of them be and are hereby authorised and empowered to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

[See Explanatory Note (ix)]

By Order of the Board

Lee Pih Peng
Company Secretary
12 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- (i) Pursuant to Article 110 of the Constitution, at least one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third), selected in accordance with Article 111, are to retire from office by rotation at each AGM of the Company. Pursuant to Article 111, Directors who wish to retire and not to offer himself for re-election and Directors who have been longest in office since their last re-election or appointment or have been in office for the three (3) years since their last election shall be selected to retire. Between Directors who were re-elected on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election. As all of the Directors were re-appointed during the last AGM held on 27 April 2023, Thomas Tan Gim Chua and Ng Fook Ai Victor have elected to retire and offer themselves for re-election pursuant to Article 110.
- (ii) Resolution 2, if passed, will re-appoint Thomas Tan Gim Chua, as a Director of the Company. Thomas Tan Gim Chua, who was re-appointed during the last AGM held on 27 April 2023, will retire and seek re-appointment pursuant to Article 110 of the Company's Constitution at the upcoming AGM. Thomas Tan Gim Chua is the Executive Director and Chief Executive Officer of the Company. Thomas Tan Gim Chua will upon the re-election, remain as a member of the Nominating Committee. Further information on Thomas Tan Gim Chua is set out under the sections entitled "Board of Directors" and "Report on Corporate Governance" of the Company's annual report for FY2023 ("**Annual Report**").
- (iii) Resolution 3, if passed, will re-appoint Ng Fook Ai Victor, as a Director of the Company. Ng Fook Ai Victor who was re-appointed during the last AGM held on 27 April 2023, will retire and seek re-appointment pursuant to Article 110 of the Company's Constitution at the upcoming AGM. Ng Fook Ai Victor is an Independent Non-Executive Director. Ng Fook Ai Victor will upon the re-election, remain as Independent Non-Executive Chairman of the Board and the Remuneration Committee, and a member of the Audit and Nominating Committees. The Board considers Ng Fook Ai Victor to be independent for the purpose of Rule 704(7) of the Catalist Rules. Further information on Ng Fook Ai Victor is set out under the sections entitled "Board of Directors" and "Report on Corporate Governance" of the Annual Report.
- (iv) Resolution 4, if passed, will allow for payment of Directors' fees in respect of the financial year ending 31 December 2024, payable quarterly in arrears which will be computed based on a basic fee and the number of chairmanships and memberships held on Board and the Board committees of the Company and assuming that all non-executive Directors will hold office for the full year. The Directors' fees payable to the non-executive Director shall be pro-rated accordingly should any Director cease to hold office prior to the end of the financial year ending 31 December 2024.
- (v) Mazars LLP was appointed as the Company's Auditors on 8 February 2024 following the completion of the extraordinary general meeting held on the same date, whereupon shareholders had granted their approval to appoint Mazars LLP as the Company's Auditors to hold office until the conclusion of the upcoming AGM, to be held on 29 April 2024, further details of which can be found in this Notice. Resolution 5, if passed, will re-appoint Mazars LLP as the Company's Auditors until the conclusion of the next AGM of the Company for the financial year ending on 31 December 2024 and authorise the Directors to fix the remuneration of the Auditors.
- (vi) Resolution 6, if passed, will authorise the Directors, from the date of the AGM until (a) the conclusion of the next AGM, or (b) the date by which the next AGM is required to be held pursuant to the Constitution of the Company or any applicable laws of Singapore, or (c) it is carried out to the full extent mandated, or (d) the date on which such authority is varied or revoked by ordinary resolution of the shareholders in a general meeting, whichever is the earliest, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to an amount not exceeding, in total, one hundred percent (100%) of the issued share capital of the Company (excluding treasury shares and subsidiary holdings), of which up to fifty percent (50%) may be issued other than on a pro-rata basis to existing shareholders of the Company. As at the date of this **Notice, the total number of issued Shares in the Company is 8,014,501,108 Shares.**
- (vii) Pursuant to the scheme of arrangement under Section 210 of the Companies Act, which was carried out on the terms of the scheme document dated 1 June 2022 ("**Scheme**"), the Company had assumed all liabilities and obligations of QT Vascular Ltd, its wholly-owned subsidiary, in connection with the outstanding Options granted by QT Vascular Ltd to the Options holders under the Option Scheme. Resolution 7, if passed, will authorise the Directors, from the date of the AGM 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 or such authority is varied and revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares to holders of outstanding Options which were awarded under the Option Scheme pursuant to the exercise of such outstanding Options.
- (viii) Pursuant to the Scheme, the Company had assumed all liabilities and obligations of QT Vascular Ltd, its wholly-owned subsidiary in connection with the outstanding Awards granted by QT Vascular Ltd to the Awards holders under the Share Plan. Resolution 8, if passed, will authorise the Directors, from the date of the AGM 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 or such authority is varied and revoked by the Company in a general meeting, whichever is the earlier, to (i) grant awards under the terms of the Share Plan and (ii) allot and issue Shares pursuant to the vesting of the Awards to be granted under the Share Plan.
- (ix) Resolution 9, if passed, will renew the Share Buyback Mandate which authorises the Company to purchase or otherwise acquire issued Shares by way of Market Purchases or Off-Market Purchases, in accordance with the terms and conditions set out in the Resolution 9 and the Appendix to the Annual Report dated 12 April 2024 ("**Appendix**"). Please refer to the Appendix for additional information in relation to the proposed renewal of the Share Buyback Mandate

Notes:

1. The AGM will be held at 02:00 p.m. on Monday, 29 April 2024, at 745 Lorong 5 Toa Payoh, Singapore 319455. **There will be no option for shareholders to participate virtually.** Printed copies of this Notice, the Proxy Form and the request form for members to request for physical copies of the Annual Report ("**Request Form**") will be sent to the members at their addresses registered with the Company's Share Registrar, Tricor Barbinder Share Registration Services. The Company will **NOT** be sending printed copies of the Annual Report 2023 to members. This Notice, the Proxy Form, the Request Form and the Annual Report and the Appendix will be made available to members on the website of the SGX-ST at its URL <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company's website at its URL <https://www.quantumhealthcare.com.sg/>.
2. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member's Proxy Form appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.

NOTICE OF ANNUAL GENERAL MEETING

3. A member who is a relevant intermediary is entitled to appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where a relevant intermediary appoints more than 2 proxies, separate Proxy Form should be used.
4. **“Relevant intermediary”** has the meaning ascribed to it in section 181(6) of the Companies Act.
5. Members (whether individuals or corporates) exercising their voting rights at the AGM may do so by attending and voting at the AGM themselves personally or through their duly appointed proxy(ies) or may appoint the Chairman of the AGM as their proxy to attend, speak and vote on their behalf at the AGM. In appointing the Chairman of the AGM as proxy, members (whether individuals or corporates) must give specific instructions as to voting, or abstentions from voting, in the Proxy Form, failing which the appointment will be treated as invalid.
6. For investors who have used their Supplementary Retirement Scheme (“**SRS**”) monies to buy Shares in the Company (“**SRS Investors**”), who wish to vote should approach their respective SRS operators to submit their votes by 5:00 p.m. on 18 April 2024, in order to allow sufficient time for their respective SRS operators to in turn submit a Proxy Form to vote on their behalf by the cut-off date as stated below.
7. A proxy, including the Chairman of the AGM, need not be a member of the Company.
8. The duly executed Proxy Form must:
 - (a) if sent personally or by post, be received by the Company’s Share Registrar, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01, Republic Plaza Tower I, Singapore 048619; or
 - (b) if submitted by email, be received by the Company’s Share Registrar, Tricor Barbinder Share Registration Services by email at sg.is.proxy@sg.tricorglobal.com,
in either case no later than 02:00 p.m. on 26 April 2024, and in default the Proxy Form shall not be treated as valid. A member who wishes to submit a Proxy Form 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.
9. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or signed on its behalf by a duly authorised officer or attorney. A copy of the power of attorney or such other authority must be submitted together with the Proxy Form, failing which the Proxy Form may be treated as invalid.
10. 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 AGM, as certified by The Central Depository (Pte) Limited to the Company.
11. Shareholders may submit questions which are substantial and relevant to the proposed resolutions tabled for approval at the AGM as set out in this Notice, by writing to the Company in advance of the AGM. Alternatively, shareholders may also pose such questions during the AGM. Substantial and relevant questions related to the agenda of the AGM must be submitted in the following manner:
 - (a) via email to ir.sg@quantumhealthcare.com.sg; or
 - (b) via post to the business office of the Company at 745 Lorong 5 Toa Payoh #01-00, Singapore 319455
in either case, by 21 April 2024 for the purposes of the AGM.
12. For verification purposes, when submitting any questions via email, members MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held), failing which the submission will be treated as invalid.
13. The Company will endeavour to address the substantial and relevant questions (as determined by the Company in its sole discretion) pertinent to the resolutions to be tabled for approval at the AGM as received from shareholders by 02:00 p.m. on 24 April 2024 (that is, at least 48 hours prior to the closing date and time for the lodgement of the Proxy Form) The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNet and the Company’s website.
14. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form (such as in the case where the appointor submits more than one Proxy Form).
15. Any reference to a time of day is made by reference to Singapore time.

PERSONAL DATA PRIVACY:

By submitting a Proxy Form 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) for the purpose of the processing and administration by the Company (or its agents) 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) 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), 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) 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.