

NOTICE OF ANNUAL GENERAL MEETING

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 10:00 a.m. on Thursday, 27 April 2023, at Lifelong Learning Institute, 11 Eunos Road 8, Singapore 408601, Room TR1-1 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 2022 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect Sho Kian Hin who was appointed on 30 May 2022 and is retiring pursuant to Article 114 and Article 110 of the Company’s constitution (“**Constitution**”) as a director of the Company (“**Director**”). **(Resolution 2)**
See Explanatory Note (i)
3. To re-elect Ng Boon Eng who was appointed on 30 May 2022 and is retiring pursuant to Article 114 and Article 110 of the Company’s Constitution as a Director of the Company. **(Resolution 3)**
See Explanatory Note (ii)
4. To re-elect Thomas Tan Gim Chua who was appointed on 30 May 2022 and is retiring pursuant to Article 114 of the Company’s Constitution as a Director of the Company. **(Resolution 4)**
See Explanatory Note (iii)
5. To re-elect Ng Fook Ai Victor who was appointed on 30 May 2022 and is retiring pursuant to Article 114 of the Company’s Constitution as a Director of the Company. **(Resolution 5)**
See Explanatory Note (iv)
6. To approve the payment of Directors’ fees of S\$145,000 for the financial year ended on 31 December 2022 (FY2021: US\$146,584 approximately S\$195,177). **(Resolution 6)**
See Explanatory Note (v)
7. To approve the payment of Directors’ fees of S\$145,000 for the financial year ending on 31 December 2023 to be paid quarterly in arrears. **(Resolution 7)**
See Explanatory Note (vi)
8. To re-appoint Moore Stephens LLP as the Company’s Auditors and to authorise the Directors to fix the remuneration. **(Resolution 8)**
9. To transact any other ordinary business that may be properly transacted at an annual general meeting.

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AS SPECIAL BUSINESS

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

10. Authority to Allot and Issue Shares

(Resolution 9)

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 Catalist of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**"), the Directors be empowered 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;

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

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(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 annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (vii)]

11. **Authority to allot and issue shares under 2014 QTV Employee Share Option Scheme, QT Vascular Ltd 2013 Share Plan and the TriReme Medical, LLC 2005 Stock Plan (collectively, the "Option Schemes") (Resolution 10)**

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 Schemes ("**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 (viii)]

12. **Authority to allot and issue shares under the QT Vascular Restricted Share Plan 2015 (the "Share Plan") (Resolution 11)**

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 Award granted by the Directors in accordance with the Share Plan while this Resolution was in force,

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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 (ix)]

By Order of the Board

Lee Pih Peng
Company Secretary
12 April 2023

Explanatory Notes:

- (i) Article 114 of the Constitution requires Directors who were appointed to fill a causal vacancy to hold office only until the next annual general meeting of the Company and as all the existing Directors of the Company were appointed in conjunction with the incorporation of the Company on 30 May 2022 and the upcoming AGM is the first AGM of the Company, all the existing Directors of the Company are seeking re-election pursuant to Article 114 of the Constitution, including Sho Kian Hin and Ng Boon Eng who will be seeking re-election pursuant to Article 110 of the Constitution which provides for retirement and re-election of Directors by rotation on an annual basis at each annual general meeting of the Company.

Resolution 2, if passed, will re-appoint Sho Kian Hin, as Director of the Company. Sho Kian Hin, who was appointed on 30 May 2022, will retire and seek re-appointment pursuant to Article 114 and Article 110 of the Company's Constitution at the upcoming AGM which will be the first AGM of the Company. Sho Kian Hin is an independent non-executive Director. Sho Kian Hin will, upon re-election, remain as the Chairman of the Audit Committee and a member of the Remuneration Committee. The Board considers Sho Kian Hin to be independent for the purpose of Rule 704(7) of the Catalist Rules. Further information on Sho Kian Hin is set out under the sections entitled "Board of Directors" and "Report on Corporate Governance" of the Company's annual report.

- (ii) Resolution 3, if passed, will re-appoint Ng Boon Eng, as Director of the Company. Ng Boon Eng, who was appointed on 30 May 2022, will retire and seek re-appointment pursuant to Article 114 and Article 110 of the Company's Constitution at the upcoming AGM which will be the first AGM of the Company. Ng Boon Eng is an independent non-executive Director. Ng Boon Eng will upon the re-election, remain as a Chairman of the Nominating Committee and member of the Audit and Remuneration Committees. The Board considers Ng Boon Eng to be independent for the purpose of Rule 704(7) of the Catalist Rules. Further information on Ng Boon Eng is set out under the sections entitled "Board of Directors" and "Report on Corporate Governance" of the Company's annual report.

- (iii) Resolution 4, if passed, will re-appoint Thomas Tan Gim Chua, as Director of the Company. Thomas Tan Gim Chua, who was appointed on 30 May 2022, will retire and seek re-appointment pursuant to Article 114 of the Company's Constitution at the upcoming AGM which will be the first AGM of the Company. Thomas Tan Gim Chua is an executive Director and the 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.

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- (iv) Resolution 5, if passed, will re-appoint Ng Fook Ai Victor, as Director of the Company. Ng Fook Ai Victor who was appointed on 30 May 2022, will retire and seek re-appointment pursuant to Article 114 of the Company's Constitution at the upcoming AGM which will be the first AGM of the Company. 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 Company's annual report.
- (v) Resolution 6, if passed, will allow for payment of the Directors' fees payable to the non-executive Directors for the financial year ended 31 December 2022, which has been computed based on a basic fee and the number of chairmanships and memberships held on the Board and the Board committees of the Company, and pro-rated for the period from the date of their appointment on 30 May 2022 up to and including 31 December 2022 as well as to include compensation for their services rendered in respect of the tenure of their appointment on the board and board committees of QT Vascular Ltd (which was formerly listed and became a wholly owned subsidiary of the Company following the completion of the Scheme (as defined below)) for the period commencing from 1 January 2022 up to and including 29 July 2022. The amount of Directors' fees of S\$195,177 paid to the non-executive Directors for FY2021 was compensation for their services rendered in respect of the tenure of their appointment on the Board and Board committees of QT Vascular Ltd for the period commencing from 1 January 2021 up to and including 31 December 2021.
- (vi) Resolution 7, if passed, will allow for payment of Directors' fees in respect of the financial year ending 31 December 2023, 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 2023.
- (vii) Resolution 9, if passed, will empower the Directors from the date of the Annual General Meeting until (a) the conclusion of the next annual general meeting of the Company, or (b) the date by which the next annual general meeting of the Company 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.
- (viii) 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 Schemes. Resolution 10, if passed, will empower the Directors, from the date of the AGM until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting 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 Schemes pursuant to the exercise of such outstanding Options.

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- (ix) 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 11, if passed, will empower the Directors, from the date of the AGM until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting 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.

Notes:

1. The Annual General Meeting ("AGM") will be held at Room TR1-1 11 Eunos Road 8, Singapore 408601 on Thursday, 27 April 2023 at 10:00 a.m. **There will be no option for Shareholders to participate virtually.** Printed copies of this Notice and the Proxy Form and any other documents related to the AGM including the Annual Report will not be sent to members. Instead, this Notice, and the Proxy Form will be made available to members on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company's website at the 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 instrument 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 instrument.
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 Forms 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 form of proxy, failing which the appointment will be treated as invalid.
6. SRS Investors who wish to appoint the Chairman of the AGM (and not third-party proxy(ies)) as proxy should approach their SRS operators to submit their votes by 10:00 a.m. (Singapore Time) on 18 April 2023. Operators acting on the request of SRS Investors who wish to attend the AGM as observers are required to submit in writing, a list with details of the investors' names, NRIC/Passport numbers, addresses and numbers of shares held. The list, signed by an authorised signatory of the operator, should reach the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #02-00, Singapore 068898 or be scanned and sent to the Company's Share Registrar, Tricor Barbinder Share Registration Services by email at sg.is.proxy@sg.tricorglobal.com, not later than seventy-two (72) hours before the time set for the AGM.
7. A proxy, including the Chairman of the AGM, need not be a member of the Company.

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8. The duly executed instrument appointing a proxy (including an instrument appointing the Chairman of the AGM as proxy) must:
- (a) if sent personally or by post, be received by the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #02-00, Singapore 068898; and
 - (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 10:00 a.m. on 24 April 2023, and in default the instrument of proxy 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.

9. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy 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 instrument appointing a proxy, failing which the instrument may be treated as invalid.
10. In the case of shares entered in the Depository Register, the Company may reject an instrument proxy 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 at ir.sg@quantumhealthcare.com.sg; or
 - (b) via post to the business office of the Company at 130 Joo Seng Road, Singapore 368357

in either case, by 10:00 a.m. on 20 April 2023 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 10 a.m. on 22 April 2023 (that is, at least 48 hours prior to the closing date and time for the lodgment of the instrument of proxy). For substantial and relevant comments, queries and/or questions which the Company is unable to address prior to the AGM, the Company will address them at the AGM.
14. 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. The minutes will include the responses to the substantial and relevant questions raised during the AGM.

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15. The Company shall be entitled to reject the instrument appointing a proxy 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 instrument appointing the proxy (such as in the case where the appointor submits more than one instrument of proxy).

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.