



QUANTUM HEALTHCARE LIMITED
(Company Registration No. 202218645W)
(Incorporated in Singapore)

UPDATE IN RELATION TO QT VASCULAR LTD'S SHAREHOLDING INTEREST IN TRIREME MEDICAL LLC

1. The Board of Directors ("**Directors**" or "**Board**") of Quantum Healthcare Limited ("**Company**") refers to the Company's announcements dated 17 February 2023 and 6 December 2023 ("**Earlier Announcements**"), the circular dated 24 January 2024 ("**Circular**"), and the extraordinary general meeting held on 8 February 2024 ("**EGM**"), in relation to the purported dilution of the 50% plus one share shareholding interest of QT Vascular Ltd, the Company's wholly-owned subsidiary, ("**QTV**") in TriReme Medical LLC ("**TriReme**"), arising from two purported capital calls carried out by TriReme which TriReme claims QTV purportedly did not participate in (the "**Purported Dilution**"). The Purported Dilution purportedly resulted in QTV's shareholding interest in TriReme to be diluted from 50% plus one share to approximately 20.19%.

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings ascribed to them in the Circular.

2. **RESPONSE FROM TRIREME**

The Company wishes to inform Shareholders that it had on 16 February 2024, received a letter dated 15 February 2024 from TriReme's USA legal advisor, in response to the Company's Demand Letter dated 6 December 2023, wherein TriReme denied that the Intercompany Loan was owing by TriReme to QTV, *inter alia*, as it alleged that the obligation to pay the Former CEO the Outstanding Amount was solely an obligation of QTV, and not of TriReme, and reiterated its position that QTV's shareholding in TriReme had been diluted to approximately 20.19% since QTV did not provide the cash amounts requested under the Purported Capital Calls to maintain its shareholding interest in TriReme ("**TriReme Response**").

The Company is reviewing the TriReme Response and will update Shareholders in due course if there are any material developments in relation to the same.

3. **ACCEPTANCE OF THE PURPORTED DILUTION**

- 3.1. The Board notes that Shareholders have approved, *inter alia*, the Proposed Ratification of the Purported Dilution at the EGM convened on 8 February 2024 and the rationale for the Board seeking Shareholders' approval for the Proposed Ratification of the Purported Dilution has been further elaborated in section 5.5 of the Circular.
- 3.2. The TriReme Response was received after the conclusion of the EGM and it would appear from the TriReme Response that TriReme is challenging QTV's participation in the Purported Capital Calls, *inter alia*, by alleging that the obligation to pay the Former CEO the Outstanding Amount was solely an obligation of QTV, and not of TriReme, and there was thereby no resulting Intercompany Loan as between QTV and TriReme and/or that there was no agreement or

understanding for such Intercompany Loan to be applied in settlement and satisfaction of the Purported Capital Calls and QTV did not pay any cash amount to participate in the Purported Capital Calls.

- 3.3. Such allegations, which QTV denies (save for the allegation that QTV did not pay any cash amount to participate in the Purported Capital Calls), if duly established or accepted by a court of law, would mean that the Purported Dilution had taken place, and QTV's shareholding interest in TriReme would have been diluted and reduced to approximately 23.75%, following the completion of the First Capital Call in or around early January 2022, and further diluted and reduced to approximately 20.19% following the completion of the Second Capital Call in or around mid-September 2022.
- 3.4. Taking the foregoing into consideration, the Board has, after due and careful deliberations, decided and resolved that it would be in the interests of the Group and Shareholders for QTV to accept the Purported Dilution at this juncture, particularly as any further uncertainty on the actual level of QTV's shareholding interest in TriReme would have an impact on the preparation of the unaudited and audited financial statements of the Company and Group for the financial year ended 31 December 2023 ("FY2023").
- 3.5. The acceptance of the Purported Dilution would mean, *inter alia*, that TriReme has to be recognised as an associated company of QTV since early January 2022, and the upcoming unaudited and audited financial statements of the Company and the Group for FY2023 has to be presented, and the audited financial statements of the Company and the Group for the financial year ended 31 December 2022 ("FY2022") has to be restated accordingly on such basis ("FY2022 Prior Year Adjustment"). Shareholders should refer to the Company's announcement of the FY2023 unaudited financial statements to be released in due course for further details of the FY2022 Prior Year Adjustment.
- 3.6. For the avoidance of doubt, QTV's acceptance of the Purported Dilution as aforesaid does not amount to an admission or acceptance of the allegations made in the TriReme Response in relation to the Intercompany Loan, and the Company and QTV will be taking the necessary steps to reserve its rights to take further action, including legal recourse, to pursue their claims in relation thereto.

4. **FURTHER INFORMATION**

The Company will make the appropriate announcements, where relevant or required, as and when there are material developments in relation to the Purported Dilution and the Possible Further Future Dilution(s) and/or the Intercompany Loan. Shareholders should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions that they should take.

By Order of the Board of Directors

QUANTUM HEALTHCARE LIMITED

Thomas Tan Gim Chua

Chief Executive Officer and Executive Director

28 February 2024

*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. ("**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

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