QT VASCULAR LTD.

Company Registration No. 201305911K
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of QT Vascular Ltd will be held at 3A International Business Park, #09-10/11/12 ICON @ IBP Tower B, Singapore 609935 on Thursday, 28 April 2016 at 9.30 a.m. ("**AGM**") for the purpose of considering and, if thought fit, passing with or without modifications, the following Resolutions:

ORDINARY BUSINESS

AS ORDINARY RESOLUTIONS

1. To receive and adopt the Directors' Report and Audited Financial Statements of the Company for the financial year ended 31 December 2015 together with the Auditors' Report thereon. (Resolution 1)
2. To approve the payment of Directors' fees of US$222,000 for the financial year ended 31 December 2015. (Resolution 2)
3. To re-elect Mr Gregory David Casciaro, a Director of the Company, who is retiring pursuant to Article 98 of the Company's Constitution.
(See explanatory note 1) (Resolution 3)
4. To re-elect Mr Toe Teow Heng, a Director of the Company, who is retiring pursuant to Article 102 of the Company's Constitution.
(See explanatory note 2) (Resolution 4)
5. To re-elect Mr Sho Kian Hin, a Director of the Company, who is retiring pursuant to Article 102 of the Company's Constitution.
(See explanatory note 3) (Resolution 5)
6. To re-elect Mr Gary Ng Sin Tong, a Director of the Company, who is retiring pursuant to Article 102 of the Company's Constitution.
(See explanatory note 4) (Resolution 6)
7. To re-appoint KPMG LLP as the Company's auditors for the financial year ending 31 December 2016 and to authorise the Directors to fix their remuneration. (Resolution 7)
8. To transact any other ordinary business which may be properly transacted at the AGM.

SPECIAL BUSINESS

AS ORDINARY RESOLUTIONS

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

9. Authority to allot and issue shares

THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**"), the Directors of the Company be authorised and empowered to:

(I) (a) allot and issue ordinary 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

(II) (notwithstanding that 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 to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution), shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) (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 the existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares) (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 manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (a) above, the percentage of the issued Shares shall be based on the total number of issued Shares (excluding treasury shares) at the time this Resolution is passed, 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 and/or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) 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;

(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 has been waived by the SGX-ST), and all applicable legal requirements under the Act and the Company's Constitution for the time being; and

(d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the Company's next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

(See explanatory note 5) (Resolution 8)

10. Authority to allot and issue shares under the QTV 2013 Share Plan ("QTV 2013 Share Plan"), the TriReme Medical, LLC 2005 Stock Plan ("2005 Stock Plan") and the Quattro Vascular Pte. Ltd. 2010 Equity Incentive Plan ("2010 Equity Incentive Plan")

THAT pursuant to Section 161 of the 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 under the QTV 2013 Share Plan, the 2005 Stock Plan and the 2010 Equity Incentive Plan, such authority (unless revoked or varied by the Company in general meeting) to 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 6) (Resolution 9)

11. Authority to allot and issue Shares under the 2014 QTV Employee Share Option Scheme

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

(I) offer and grant options to purchase Shares ("**Options**") in accordance with the provisions of the 2014 QTV Employee Share Option Scheme;

(II) pursuant to Section 161 of the 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 Options; and

(III) (notwithstanding the authority conferred by this Resolution may have ceased to be in force), pursuant to Section 161 of the Act, allot and issue fully paid-up Shares pursuant to the exercise of any Options granted by the Directors in accordance with the 2014 QTV Employee Share Option Scheme while this Resolution was in force,

such authority to 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 7) (Resolution 10)

12. Authority to allot and issue Shares under the QT Vascular Restricted Share Plan 2015 ("Share Plan")

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

(I) grant awards of Shares ("**Awards**") in accordance with the provisions of the Share Plan;

(II) pursuant to Section 161 of the 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 vesting of the Awards; and

(III) (notwithstanding the authority conferred by this Resolution may have ceased to be in force), pursuant to Section 161 of the Act, allot and issue fully paid-up Shares pursuant to the vesting of any Award 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 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 8) (Resolution 11)

For Resolutions 12 to 16 below, all capitalised terms in this Notice shall have the same meanings ascribed to them in the Appendix to Shareholders of the Company dated 13 April 2016 (the "Appendix"), unless otherwise defined herein or where the context otherwise requires.

13. Proposed renewal of the Share Buy-Back Mandate

THAT:

(a) for the purposes of Sections 76C and 76E of the Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

(i) market purchase(s) (each a "**Market Purchase**") on the SGX-ST transacted through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

(ii) off-market purchase(s) (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with an equal access scheme as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Catalist Rules and the Act,

on the terms of the Appendix and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Constitution of the Company and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buy-Back Mandate**");

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the Relevant Period (as hereinafter defined) and expiring on the earliest of:

(i) the conclusion of the next annual general meeting of the Company is held or date by which such annual general meeting is required to be held;

(ii) the date on which the share buy-backs are carried out to the full extent of the Share Buy-Back Mandate; or

(ii) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked;

(c) for purposes of this ordinary resolution:

"**Maximum Limit**" means ten per cent. (10%) of the total issued Shares of the Company as at the date of the passing of this ordinary resolution, unless the Company has effected a reduction of the share capital of the Company (other than a reduction by virtue of a share buy-back) in accordance with the applicable provisions of the Act, at any time during the Relevant Period (as hereinafter defined) in which event the issued Shares of the Company shall be taken to be the total number of the issued Shares as altered by such capital reduction (the total number of Shares shall exclude any Shares that may be held as treasury shares by the Company from time to time);

"**Relevant Period**" means the period commencing from the date of the passing of this ordinary resolution and expiring on the earliest of the date on which the next annual general meeting of the Company is held or is required by law to be held, the date on which the share buy-backs are carried out to the full extent of the Share Buy-Back Mandate, or the date the said mandate is revoked or varied by the Company in a general meeting;

"**Maximum Price**", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

(i) in the case of a Market Purchase, five per cent. (5%) above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded before the day on which the Market Purchase was made by the Company and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period; and

(ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, ten per cent. (10%) above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded before the day on which the Company makes an announcement of an offer under the Off-Market Purchase scheme stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period; and

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

(d) the number of Shares which may in aggregate be purchased or acquired by the Company during the Relevant Period shall be subject to the Maximum Limit;

(e) the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased by the Company, pursuant to the Share Buy-Back Mandate in any manner as they think fit, which is permitted under the Act; and

(f) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.

(See Explanatory Note 9) (Resolution 12)

14. Proposed Issuance of Exchangeable Bonds and Exchange Shares to Luminor Pacific Fund 2 Ltd.

THAT for the purposes of Rule 812(1) and Rule 812(2) of the Catalist Rules, the proposed creation and issuance of 8% exchangeable bonds ("**Exchangeable Bonds**") with a principal amount of US$1.86 million due in 2017/2018 by the Company's wholly-owned subsidiary, the Quattro Vascular Pte. Ltd. ("**Quattro Vascular**"), which is exchangeable into 20,053,125 ordinary shares in the capital of the Company ("**Exchange Shares**") at a conversion price of S$0.128 per Share based on the currency exchange rate of S$1.38 to US$1.00, on the terms and conditions of the exchangeable bonds subscription agreement dated 27 January 2016 entered into between Luminor Pacific Fund 2 Ltd. and the Company ("**Exchangeable Bonds Agreement**") and all transactions contemplated thereunder, be and are hereby approved, and for this purpose, approval be and is hereby given to the Directors:

(a) for the Company to create and issue the Exchangeable Bonds, such Exchangeable Bonds to be exchangeable at the option of the holder thereof, into the Exchange Shares in accordance with the Exchangeable Bonds Agreement; and

(b) to allot and issue such number of Exchange Shares as may be required or permitted to be allotted or issued on the exchange of the Exchangeable Bonds to the holders of the Exchangeable Bonds on the exchange thereof, subject to and otherwise in accordance with the terms and conditions of the Exchangeable Bonds Agreement; and

the Directors of the Company and each of them be and are hereby authorised and empowered to do all such acts and things (including executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to this Resolution.

(See Explanatory Note 10) (Resolution 13)

15. The Proposed Participation of Mr Mark Allen Wan, a Controlling Shareholder of the Company, in the 2014 QTV Employee Share Option Scheme

THAT:

(a) the participation by Mr Mark Allen Wan, a Controlling Shareholder of the Company, in the 2014 QTV Employee Share Option Scheme be and is hereby approved; and

(b) the Directors of the Company and each of them be and are hereby authorised and empowered to do all such acts and things (including executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to this Resolution.

(See Explanatory Note 11) (Resolution 14)

16. The Proposed Grant of Options to Mr Mark Allen Wan, a Controlling Shareholder of the Company, under the 2014 QTV Employee Share Option Scheme

THAT SUBJECT TO AND CONTINGENT UPON THE PASSING OF ORDINARY RESOLUTION 14 ABOVE:

(a) the proposed grant of options ("**Options**") to Mr Mark Allen Wan, a Controlling Shareholder of the Company, pursuant to and in accordance with the terms under the 2014 QTV Employee Share Option Scheme be and is hereby approved, confirmed and ratified and the Directors and each of them be and are hereby authorized to allot and issue or deliver from time to time such number of Shares upon the exercise of such Options:

i)	Date of Grant	:	14 August 2015
ii)	Exercise price	:	S$0.095
iii)	Number of Shares comprised under the Options	:	817,000 Shares (representing approximately 0.09% of the total issued Shares as at the Latest Practicable Date)
iv)	Vesting period of Options	:	Between one (1) and four (4) year(s), as follows: One fourth (1/4th) of the share options shall vest on the one (1) year anniversary of the vesting commencement date, and an additional one forty-eight (1/48th) of the share options shall vest on the last day of each full calendar month thereafter, subject to the option holder continuing to be a service provider through each such date.
v)	Market price* of the Company's Shares on the date of grant	:	S$0.095 per Share on 14 August 2015 **Market price refers to the weighted average of the last-dealt price for a Share, as determined by reference to the daily Official List published by the SGX-ST for the three (3) consecutive trading days immediately preceding the date of grant of an Option.*
vii)	Validity/term of Options granted	:	Ten (10) years from the date of grant

(b) the Directors of the Company and each of them be and are hereby authorised and empowered to do all such acts and things (including executing all such documents as may be required as they or he may consider expedient or necessary or in the interests of the Company to give effect to this Resolution.

(See Explanatory Note 12) (Resolution 15)

17. The Proposed Amendment(s) to the rules of the 2014 QTV Employee Share Option Scheme

THAT:

(a) the proposed amendment(s) to the Rules of the 2014 QTV Employee Share Option Scheme as set out in paragraph 6 of the Appendix, be and are hereby approved and adopted with immediate effect; and

(b) the Directors of the Company and each of them be and are hereby authorised and empowered to do all such acts and things (including executing all such documents as may be required as they or he may consider expedient or necessary or in the interests of the Company to give effect to this Resolution.

(See Explanatory Note 13) (Resolution 16)

By Order of the Board

Lee Pih Peng
Company Secretary
13 April 2016

THE NOTICE OF ANNUAL GENERAL MEETING ABOVE DOES NOT INCLUDE THE "EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESSES TO BE TRANSACTED". SHAREHOLDERS MAY OBTAIN A FULL VERSION OF THE NOTICE OF ANNUAL GENERAL MEETING TOGETHER WITH EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESSES TO BE TRANSACTED FROM THE ANNUAL REPORT WHICH WAS DISPATCHED VIA POST OR FROM THE COMPANY'S ANNOUNCEMENT MADE VIA SGX-NET AT WWW.SGX.COM

FURTHER NOTES:

1. (a) A member (otherwise than a relevant intermediary) is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of share shall be specified)

"Relevant intermediary" means:

(i) a banking corporation licensed under the Banking Act (Chapter 19) of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

(ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) of Singapore and who holds shares in that capacity; or

(iii) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

2. A proxy need not be a member of the Company.
3. An instrument appointing a proxy must be deposited at 3A International Business Park, #09-10/11/12 ICON @ IBP Tower B, Singapore 609935 not less than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representatives 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.