

**CIRCULAR DATED 11 MARCH 2023**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

This Circular is issued by Quantum Healthcare Limited (“Company”).

**If you are in any doubt as to the action that 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 held through CDP, you need not forward this Circular, the Notice of EGM and the attached Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular, the Notice of EGM and the attached Proxy Form to be sent to the purchaser or transferee. If you have sold or transferred all your Shares represented by physical share certificate(s) which are not held through CDP, please forward this Circular, the Notice of EGM and the attached Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular has been made available on SGXNet and the Company’s website and may be accessed at the URL: <https://quantumhealthcare.com.sg/>. A printed copy of this Circular, the Notice of EGM and the Proxy Form will NOT be despatched to Shareholders.

Your attention is drawn to the Section titled ‘Actions to be taken by Shareholders’ of this Circular in respect of actions to be taken if you wish to participate at the EGM.

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

The contact person for the Sponsor is Ms Lim Hui Ling, 16 Collyer Quay, #10-00, Collyer Quay Centre, Singapore 049318, [sponsorship@ppcf.com.sg](mailto:sponsorship@ppcf.com.sg).



**QUANTUM HEALTHCARE LIMITED**

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

**PROPOSED PLACEMENT OF UP TO 571,428,600 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT A PLACEMENT PRICE OF \$0.0035 PER SHARE**

Placement Agent to the Company in respect of the Proposed Placement



**PRIMEPARTNERS CORPORATE FINANCE PTE. LTD.**

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200207389D)

**IMPORTANT DATES AND TIMES**

- |  |   |   |
|--|---|---|
| Last date and time for lodgement of Proxy Form | : | 24 March 2023 at 10 a.m.                                    |
| Date and time of EGM                           | : | 27 March 2023 at 10 a.m.                                    |
| Place of EGM                                   | : | The EGM will be held at 130 Joo Seng Road, Singapore 368357 |

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## DEFINITIONS

The following definitions apply throughout the Circular unless otherwise stated or the context otherwise requires:

<b>“Act”</b>	:	The Companies Act 1967 of Singapore, as amended or modified from time to time
<b>“AIP”</b>	:	Has the meaning defined in Section 5.1 of this Circular
<b>“Announcements”</b>	:	The Company’s announcements on 27 January 2023 and 2 March 2023 in relation to the Proposed Placement
<b>“Board”</b>	:	The board of Directors
<b>“Business Day”</b>	:	A day (other than Saturday, Sunday and gazetted public holidays) on which banks are open for business in Singapore
<b>“Catalist”</b>	:	Catalist, the sponsor supervised board of the SGX-ST
<b>“Catalist Rules”</b>	:	The listing manual Section B: Rules of Catalist of the SGX-ST, as amended or modified from time to time
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“CEO”</b>	:	The Chief Executive Officer of the Company
<b>“Chairman of the EGM”</b>	:	The person appointed as the chairperson of the EGM
<b>“Circular”</b>	:	This circular to Shareholders dated 11 March 2023
<b>“Code”</b>	:	The Singapore Code on Take-overs and Mergers, as amended or modified from time to time
<b>“Company”</b>	:	Quantum Healthcare Limited (Company Registration No. 202218645W), a public company limited by shares incorporated in Singapore, with its registered office at 130 Joo Seng Road, Singapore 368357
<b>“Completion Date”</b>	:	Has the meaning defined in Section 2.6 of this Circular
<b>“COVID-19 Order”</b>	:	The COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, as amended, modified or supplemented from time to time, which was gazetted on 13 April 2020 and deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, inter alia, the general meetings of companies.
<b>“Cut-Off Date”</b>	:	Has the meaning defined in Section 2.6 of this Circular
<b>“December 2021 Circular”</b>	:	Has the meaning defined in Section 3.1 of this Circular
<b>“Directors”</b>	:	The directors of the Company (whether executive or non-executive) and the term <b>“Directors”</b> shall be construed accordingly
<b>“EGM”</b>	:	The extraordinary general meeting of the Company to be held on 27 March 2023 at 130 Joo Seng Road, Singapore 368357, notice of which is set out on page N-1 of this Circular
<b>“Enlarged Share Capital”</b>	:	The enlarged share capital of the Company upon completion of the

## DEFINITIONS

		allotment and issuance of the Placement Shares
“Executive Director”	:	An executive Director of the Company
“Group”	:	In relation to the period prior to the completion of the Restructuring, QT Vascular and its subsidiaries, and in relation to the period after the completion of the Restructuring, the Company and its subsidiaries
“January 2022 Subscription Gross Proceeds”	:	Has the meaning defined in Section 3.1 of this Circular
“LPD”	:	9 March 2023, being the latest practicable date prior to the date of issue of this Circular
“LPS”	:	Has the meaning defined in Section 4.1 of this Circular
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“MAS”	:	Monetary Authority of Singapore
“Material Adverse Effect”	:	Material adverse change on (i) the conditions (financial or otherwise), results of operations, financial position, management, assets, prospects and/or business of the Group, taken as a whole whether or not arising in the ordinary course of business, or (ii) the ability of the Company to perform in any material respect its obligations under or with respect to, or to consummate the transactions contemplated by the Placement Agreement
“Net Proceeds”	:	Has the meaning defined in Section 3.2 of this Circular
“Notice of EGM”	:	The notice of EGM as set out in the Section titled ‘ <i>Notice of Extraordinary General Meeting</i> ’ of this Circular
“NTL”	:	Has the meaning defined in Section 4.1 of this Circular
“Ordinary Resolution”	:	A resolution to be passed by not less than 50% in value of Shareholders present and voting by proxy at the EGM
“Original Placement Agreement”	:	The placement agreement entered into between the Company and Placement Agent dated 27 January 2023
“Placement Agent”	:	PrimePartners Corporate Finance Pte. Ltd
“Placement Price”	:	S\$0.0035 for each Placement Share
“Placement Agreement”	:	The Original Placement Agreement as amended, varied and supplemented by the Supplemental Placement Agreement
“Proposed Placement”	:	The Proposed Placement of the Placement Shares at the Placement Price for each Placement Share, amounting to an aggregate subscription consideration of approximately S\$2,000,000, on the terms and subject to the conditions of the Placement Agreement
“Placement Shares”	:	up to 571,428,600 new Shares to be offered under the Proposed Placement
“QT Vascular”	:	QT Vascular Ltd.

## DEFINITIONS

<b>“Restructuring”</b>	:	The restructuring of the Company and its subsidiaries pursuant to a scheme of arrangement under section 210 of the Act dated 1 June 2022 upon the completion of which inter alia, (i) QT Vascular became a wholly owned subsidiary of the Company; (ii) the shares of QT Vascular were delisted from the SGX-ST on 29 July 2022; and (iii) the trading of the shares of the Company on the SGX-ST commenced on 29 July 2022
<b>“SFA”</b>	:	The Securities and Futures Act 2001 of Singapore, as amended or modified from time to time
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited
<b>“Share(s)”</b>	:	Ordinary share(s) in the issued and paid-up share capital of the Company
<b>“Shareholders”</b>	:	The registered holders of the Shares in the register of members of the Company, except where the registered holder is CDP, the term <b>“Shareholders”</b> shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with such Shares
<b>“SRS”</b>	:	The Supplementary Retirement Scheme
<b>“SRS Investors”</b>	:	Investors who have purchased Shares using their SRS contributions pursuant to the SRS
<b>“Substantial Shareholder”</b>	:	A person (including a corporation) who holds directly or indirectly 5% or more of the issued and paid up share capital in the Company
<b>“Supplemental Placement Agreement”</b>	:	The supplemental placement agreement entered into between the Company and Placement Agent dated 2 March 2023
<b>“VWAP”</b>	:	Volume weighted average price of the Shares traded on Catalist
<b>Currencies, Units and Others</b>		
<b>“S\$” and “cents”</b>	:	Singapore dollars and cents, the lawful currency of Singapore
<b>“%” or “per cent”</b>	:	Per centum or percentage

The terms “*Depositor*”, “*Depository Agent*” and “*Depository Register*” shall have the same meanings defined for them, respectively, in section 81SF of the SFA. The term “*Direct Account Holder*” shall have the same meaning defined for the term “account holder” in section 81SF of the SFA.

The term “*subsidiary*” shall have the meaning ascribed to it in section 5 of the Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing one gender shall, where applicable, include all other and neuter genders. References to natural persons shall, where applicable, include corporations.

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

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Act, the SFA, Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the meanings ascribed to it under the Act, the SFA, Catalist Rules or any modification thereof, as the case may be, unless otherwise provided.

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## DEFINITIONS

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Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

Any discrepancies in this Circular between the sum of the figures stated and the total thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures which precede them.

Altum Law Corporation has been appointed as the legal adviser to the Company as to Singapore law in relation to the preparation of this Circular in connection with the Proposed Placement.

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## CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

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All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “expect”, “anticipate”, “believe”, “estimate”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “if”, “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements.

Shareholders should not place undue reliance on such forward-looking statements. Further, the Company disclaim any responsibility to update or revise any forward-looking statements for any reason, even if new information becomes available or other events occur in the future, subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any other regulatory or supervisory body or agency.

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## LETTER TO SHAREHOLDERS

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### QUANTUM HEALTHCARE LIMITED

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

#### Board of Directors

Mr Ng Fook Ai Victor (Independent Non-Executive Chairman)  
Mr Thomas Tan Gim Chua (Chief Executive Officer and Executive Director)  
Mr Sho Kian Hin (Independent Non-Executive Director)  
Mr Ng Boon Eng (Independent Non-Executive Director)

#### Registered Office

8 Temasek Boulevard  
Level 42, Suntec Tower Three,  
Singapore 038988

11 March 2023

To: The Shareholders of Quantum Healthcare Limited

Dear Shareholder

### PROPOSED PLACEMENT OF UP TO 571,428,600 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT A PLACEMENT PRICE OF \$0.0035 PER SHARE

#### 1. INTRODUCTION

- 1.1 On 27 January 2023, the Company announced that it had entered into the Original Placement Agreement with the Placement Agent. On 2 March 2023, the Company announced that it had entered into the Supplemental Placement Agreement with the Placement Agent to amend, vary and supplement the terms of the Original Placement Agreement, *inter alia*, by increasing the size of the Proposed Placement.
- 1.2 Pursuant to the Original Placement Agreement, the Company has agreed to offer, by way of placement, and the Placement Agent has agreed, on a best-efforts basis, to procure subscribers for, an aggregate of up to 285,714,300 new Shares at the Placement Price for each Shares and pursuant to the Supplemental Placement Agreement, the Company has agreed to offer, by way of placement, and the Placement Agent has agreed, on a best-efforts basis, to procure subscribers for up to an additional 285,714,300 new Shares at the Placement Price for each Shares.
- 1.3 The Board is seeking the approval of Shareholders at the EGM for the Proposed Placement and the purpose of this Circular is to provide Shareholders with relevant information on the Proposed Placement. Shareholders' approval for the Proposed Placement shall be sought by way of the Ordinary Resolution as set out in the Notice of EGM.

#### 2. THE PROPOSED PLACEMENT

- 2.1 **Background.** As disclosed in the Announcements, the Company intends to carry out the Proposed Placement for the proposed allotment and issuance of up to 571,428,600 Placement Shares at the Placement Price.
- 2.2 **Placement Agent.** The Company has appointed PrimePartners Corporate Finance Pte. Ltd. as the placement agent for the Proposed Placement to procure subscribers on a best-efforts basis.
- 2.3 **Size of the Proposed Placement.** On the assumption that the Proposed Placement is fully subscribed, the Placement Shares represent approximately 8.3% of the existing issued and paid-up share capital of the Company comprising 6,893,072,508 Shares as at LPD (excluding treasury shares) and will represent approximately 7.7% of the Company's Enlarged Share Capital (excluding treasury shares) of 7,464,501,108 Shares.
- 2.4 **Placement Price.** The Placement Price was arrived at pursuant to discussions by the Company and the Placement Agent, taking into account, *inter alia*, the prevailing market price of the Shares and represents, (a) a discount of approximately 30.0% to the VWAP of S\$0.0050 for trades in the Shares on Catalist on the Market Day the Original Placement Agreement was executed and (b) a discount of approximately



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## LETTER TO SHAREHOLDERS

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20.5% to the VWAP of S\$0.0044 for trades in the Shares on Catalist on 28 February 2023, being the latest preceding Market Day up to the day the Supplemental Placement Agreement was executed. In arriving at the discount for the Placement Price, the Board wishes to highlight that after taking into consideration the current market conditions and the Company's share price performance, every change of S\$0.001 would result in an approximate 22.73% change from the VWAP of S\$0.0044 in relation to the Supplemental Placement Agreement. Hence the Board is of the view that the aforementioned discounts to the VWAPs in arriving at the Placement Price can help to entice investors' interests. Please refer to Section 7 of this Circular titled '*Shareholding Effects of the Proposed Placement*' for shareholding effects of the Proposed Placement on the shareholding of the existing Shareholders.

- 2.5 **Placement Commission.** The Company shall pay to the Placement Agent, a placement commission of 3.5% of the Placement Price for each Placement Share, multiplied by the relevant number of Placement Shares allotted and issued by the Company under the Proposed Placement for which the Placement Agent has procured subscribers. Should the Company procure its own subscribers for the Placement Shares, the Company shall pay to the Placement Agent a placement commission of 1.5% of the Placement Price for each Placement Share, multiplied by the relevant number of Placement Shares allotted and issued by the Company under the Proposed Placement for which the Company has procured subscribers.
- 2.6 **Completion of the Proposed Placement.** Subject to the terms and conditions of the Placement Agreement, allotment and issuance of the Placement Shares subscribed pursuant to the Proposed Placement shall take place on the date no later than five (5) business days after the EGM, or such other date as the Company and the Placement Agent may agree ("**Completion Date**"), but in any event being a date not later than the date falling eight (8) weeks after the date of the Supplemental Placement Agreement or such other date as the Company and the Placement Agent may mutually agree ("**Cut-Off Date**").
- 2.7 **Status and Ranking of the Placement Shares.** The Placement Shares shall be allotted and issued (a) free from all claims, pledges, mortgages, charges, liens and encumbrances, (b) ranking *pari passu* in all respects with and carry all rights and entitlements similar to the existing Shares, except that they will not rank for any dividend, right, allotment or other distribution, accruing on a record date which falls on or before the Completion Date.
- 2.8 **SFA.** Pursuant to the terms of the Placement Agreement, the Proposed Placement, including the allotment and issuance of the Placement Shares will be made by way of an exempt offering by the Placement Agent in Singapore in accordance with section 274 (institutional investors) and/or section 275 (accredited investors and certain other persons) of the SFA and in compliance with the applicable conditions of such exemptions in the SFA. As such, no prospectus, offer document or offer information statement will be issued by the Company or registered with the MAS in connection with the Proposed Placement.
- 2.9 **Authority.** The Placement Shares will not be allotted and issued pursuant to the general mandate for Share issuances approved by the Shareholders at the annual general meeting of the Company held on 29 April 2022. Rule 811(1) of the Catalist Rules requires that an issue of shares must not be priced at more than a 10.0% discount to the weighted average price for trades done on the SGX-ST for the full Market Day on which the placement or subscription agreement is signed. Rule 811(3) provides that Rule 811(1) is not applicable if specific shareholders' approval is obtained for the issuance of shares at a greater discount than 10.0%. As the Placement Shares will be issued at the Placement Price, which is at 30.0% discount to, and hence more than a 10.0% discount to the VWAP for trades in the Shares on Catalist on the Market Day the Original Placement Agreement was executed, the Company is seeking the specific approval of Shareholders at the EGM for the allotment and issuance of the Placement Shares in accordance with section 161 of the Act and Rule 811(3) read with Rule 805(1) of the Catalist Rules.
- 2.10 **Selling Restrictions.** Pursuant to the terms of the Placement Agreement, the Proposed Placement is subject to the following selling restrictions:
- (a) the Placement Agent will not offer the Placement Shares for sale to, or procure subscriptions of or make an invitation for the Placement Shares to or by, any person who is a Director or a Substantial Shareholder of the Company, an interested person as defined in Chapter 9 of the Catalist Rules or

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## LETTER TO SHAREHOLDERS

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any other person in the categories set out in Rule 812(1) of the Catalist Rules, save for the exceptions specified in Rule 812(3) or unless such subscription is otherwise agreed to by the SGX-ST;

- (b) the Placement Agent will offer the Placement Shares only to institutional investor(s) pursuant to and in accordance with section 274 of the SFA and/or accredited investors or relevant person pursuant(s) to and in accordance with section 275(1) of the SFA and/or persons to whom an offer referred to section 275(1A) of the SFA is to be made;
- (c) the Placement Agent will not offer or sell or procure subscriptions or make an invitation for or in respect of the Placement Shares in any jurisdictions or under any circumstances in which such offer, subscription or invitation is unlawful or not authorised;
- (d) the Placement Agent will not, in procuring subscribers for the Placement Shares, represent itself or hold itself out as an agent of the Company nor make any representation or enter into any agreement for and on behalf of the Company, provided always that it shall be permitted to refer to itself as the Placement Agent;
- (e) the Placement Agent will not offer any benefit to any of the subscribers procured by it for the Placement Shares other than by the placement of the Placement Shares to them;
- (f) the Placement Agent will not place such number of Placement Shares to a subscriber which will result in the subscriber becoming a Substantial Shareholder of the Company or result in a transfer of controlling interest of the Company; and
- (g) the Placement Agent, on its own or through its appointed sub-placements (if any) will save for subscribers who may be identified by the Company, identify the subscribers for the Placement Shares and not through a third-party introducer.

### 2.11 Confirmation by Placement Agent

The Placement Agent has confirmed, amongst other things, that:

- (a) other than the end-places which may be procured by the Company, each of the end-places will be identified by the Placement Agent and not through a third-party introducer;
- (b) there are no share borrowing arrangements entered into to facilitate the Proposed Placement;
- (c) the Placement Shares will not be placed to any person who is a director or a substantial shareholder or any other person in the categories set out in Catalist Rule 812(1) to subscribe for any of the Placement Shares, unless such subscription is otherwise approved by the SGX-ST, or interested persons as defined under Chapter 9 of the Catalist Rules;
- (d) in the event the number of Placement Shares placed to the end-places (including those end-places which may be procured by the Company) results in any end-placee becoming a substantial shareholder, the Placement Agent will inform the Company so that the Company can make the necessary announcement(s) in a timely manner;
- (e) the placement of Placement Shares to such end-placee (including those end-places which may be procured by the Company) will not result in the transfer of a controlling interest as defined in Catalist Rule 803;
- (f) the commission payable by the Company to the Placement Agent in respect of the Proposed Placement will not be shared with any of the end-places (including those end-places which may be procured by the Company) of the Proposed Placement; and
- (g) it will obtain representations from the end-places (including those end-places which may be procured by the Company) that such end-placee is not acting in concert (as defined under the Singapore Code on Take-overs and Mergers) with any other party in their acquisition of the Placement Shares.

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## LETTER TO SHAREHOLDERS

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When procuring end-placers for the Placement Shares, the Placement Agent shall ensure that each of such end-placers and its directors and substantial shareholders (to the extent applicable) do not have any connection (including any business relationship) with the Company, its Directors and its Substantial Shareholders. In the event that there are such connections, the Company, after being so informed by the Placement Agent, will disclose such information in the shareholders' circular or completion announcement (as the case may be) to be released by the Company for the Proposed Placement in due course.

2.12 **Conditions precedent.** Completion of the Proposed Placement pursuant to the terms of the Placement Agreement is conditional upon certain conditions, including *inter alia*, the following:

- (a) approval in-principle granted by SGX-ST for the listing and quotation of the Placement Shares on Catalist and such approval not having been revoked or amended and, where such approval is subject to conditions, to the extent that any conditions for the listing and quotation of the Placement Shares on Catalist are required to be fulfilled on or before Completion Date, they are so fulfilled;
- (b) approval from Shareholders at the EGM for the Ordinary Resolution to approve the Proposed Placement;
- (c) the relevant exemptions under sections 274 and 275 of the SFA, being applicable to the Proposed Placement under the Placement Agreement;
- (d) the offer, allotment, issue and subscription of the Placement Shares not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Placement Agreement by any legislative, executive or regulatory body or authority of Singapore or any other jurisdiction, which is applicable to the Company or the Placement Agent;
- (e) there not having occurred, in the opinion of the Placement Agent, any Material Adverse Effect, or any development involving a prospective material adverse change in the condition (financial or otherwise) of the Company and/or the Group as a whole, whether or not arising from transactions in the ordinary course of business, subsequent to the date of the Placement Agreement which, in the opinion of the Placement Agent, is or is reasonably likely to be materially adverse in the context of the Proposed Placement or is reasonably likely to prejudice materially the success of the Proposed Placement or dealings in the Placement Shares in the secondary market; and
- (f) the representations, warranties and undertakings in the Placement Agreement remaining true and correct in all material respects as at the Completion Date and the Company having performed all of its obligations hereunder to be performed on or before the Completion Date.

Unless waived by the Placement Agent in accordance with its rights under the Placement Agreement, if any of the conditions of the Placement Agreement have not been satisfied on or before the Cut-Off Date, the Placement Agreement shall terminate and shall be of no further effect and no party to the Placement Agreement shall be under any liability to the other in respect of the Placement Agreement save that the Company shall, remain liable for indemnities and the reimbursement of costs and expenses incurred by the Placement Agent in respect of the placement of the Placement Shares up to the date of such termination under the Placement Agreement.

### 3 RATIONALE OF THE PROPOSED PLACEMENT AND USE OF PROCEEDS

3.1 **Rationale.** For illustrative purposes, information in this Section has been presented assuming that all of the 571,428,600 Placement Shares are subscribed for at the Placement Price. Shareholders should note that the foregoing terms are only indicative, as the obligation of the Placement Agent to procure subscribers for the Proposed Placement is on a best-efforts basis. The actual number of Placement Shares subscribed for will depend on various factors such as market conditions, as well as potential investors' interest in the Shares. There is no certainty or assurance that all the conditions of the Placement Agreement can be fulfilled nor certainty or assurance that the Company, through the Placement Agent, will be able to place out all or any of the Placement Shares and raise the gross proceeds therefrom.

## LETTER TO SHAREHOLDERS

The Proposed Placement will help to strengthen the financial position and capital base of the Group and is in line with the Company's intention to improve its working capital position as set out in the Company's results announcement for the year ended 31 December 2022.

The utilisation of the gross proceeds from QT Vascular's issuance of 4,055,555,556 Shares as announced in the Company's circular dated 24 December 2021 ("**December 2021 Circular**") and completed on 13 January 2022 ("**January 2022 Subscription Gross Proceeds**") are as follows.

*Unless otherwise defined herein, all capitalised terms used in this Section 3 of this Circular shall bear the same meanings as defined in the December 2021 Circular.*

	<b>Allocation of January 2022 Subscription Gross Proceeds per December 2021 Circular  S\$'000</b>	<b>Re-allocated amount<sup>2</sup>  S\$'000</b>	<b>Amount utilised  S\$'000</b>	<b>Balance  S\$'000</b>
General working capital purposes <sup>1</sup>	4,300*	(1,233)	(3,067)	-
Partial payment to Dr Jimmy Gian for the first instalment of the Earn-Out Amount in relation to the Proposed Acquisition <sup>2</sup>	-	1,233	(450)	783
Partial financing of the acquisition of dental group	3,000	-	(3,000)	-
<b>Total</b>	<b>7,300</b>	<b>-</b>	<b>(6,517)</b>	<b>783</b>

**Note:**

\*Includes estimated expenses of S\$1.1 million in relation to the acquisition of Asia Dental Group Pte Ltd. and its subsidiaries and the share subscription as announced in the December 2021 Circular.

- (1) A breakdown on the January 2022 Subscription Gross Proceeds utilised for general working capital purposes is as follows:

	<b>S\$'000</b>
Payment of salaries and wages	654
Payment to suppliers	1,653
Repayment of loan	760
<b>Total</b>	<b>3,067</b>

- (2) The variance of the above use of proceeds compared to the Company's proposed use of funds as set out in the December 2021 Circular was due to the partial payment of the first instalment of the Earn-Out Amount to Dr Jimmy Gian of S\$1,383,333.33. An amount of S\$450,000 has been paid to Dr Jimmy Gian and the remaining S\$933,333.33 will be paid in the next few months via the balance of January 2022 Subscription Gross Proceeds and internally generated funds.

The rationale for the re-allocation was due to the Group's acquisition of the business of the Eastern Dental Surgery Group completed on 31 March 2022 in line with the Group's growth plans. Due to the increased cash flow requirements from the additional activities in the Group, the Group does not have sufficient funds available

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## LETTER TO SHAREHOLDERS

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to fulfil the first instalment of the Earn-Out Amount to Dr Jimmy Gian.

- 3.2 **Use of proceeds.** The estimated net proceeds from the Proposed Placement after deducting estimated expenses of approximately S\$80,000 (including listing and application fees, the placement commission payable to the Placement Agent, professional fees and other miscellaneous expenses), is approximately S\$1,920,000 ("**Net Proceeds**"), which is intended to be utilised by the Company in the following manner:

Use of Net Proceeds	% of Net Proceeds
Working capital	100%

The Group expects to use the Net Proceeds to fund the increased cash flow requirements from the operations of the Group for general working capital purposes for payments such as salaries, rent, payment to suppliers, interests, costs and finance fees and to meet general overheads and other operating expenses of the Group.

Pending the utilisation of the Net Proceeds for such purposes, such proceeds may be placed in deposits with banks or financial institutions or invested in short-term money markets or debt instruments or for any other purpose on a short-term basis as the Directors may, in their absolute discretion, deem fit from time to time.

The Company will make periodic announcements on the utilisation of the Net Proceeds from the Proposed Placement as and when such proceeds are materially disbursed and provide a status report of the use of proceeds from the Proposed Placement in the Company's annual report and unaudited results announcements. Where the proceeds have been used for working capital, the Company will provide a breakdown with specific details on how the proceeds have been applied in the announcements and status reports. Where there is a material deviation in the use of Net Proceeds, the Company will also state the reasons for such deviation.

- 3.3 **Director's Confirmation.** The Directors are of the opinion that after taking into consideration the following and subject to no potential liabilities crystallising from the on-going arbitration with InnoRa GmbH as announced by the Company on 12 October 2022:
- (a) the Group has a negative working capital of S\$525,000 as at 31 December 2022 after taking into account the Group's present bank facilities, and the Proposed Placement is being undertaken for the reasons as disclosed in Section 3.1 of this Circular; and
  - (b) the Group's present bank facilities and the Net Proceeds arising from the Proposed Placement, the working capital available to the Group is sufficient to meet its present requirements.

The Directors have taken note of the upcoming payment of the second instalment of the Earn-Out Amount to Dr Jimmy Gian coming due in January 2024 as detailed in the December 2021 Circular for purposes of the statement in paragraph (b) above, although the Directors wish to highlight that the Company is actively pursuing potential corporate actions and fund-raising avenues on an ongoing basis, which if it materialises, may be used for the purposes of meeting such payment obligation, either wholly or partially. The Company would provide further announcements as and when there are material updates in relation to the foregoing.

## 4. FINANCIAL EFFECTS OF THE PROPOSED PLACEMENT

- 4.1 **Financial effects.** The *pro forma* financial effects of the Proposed Placement assuming all of the Placement Shares have been allotted and issued, on the net tangible liabilities ("**NTL**") per Share, loss per Share ("**LPS**") and gearing ratio set out below are for illustrative purposes only and do not necessarily reflect the actual results and financial position of the Group following completion of the Proposed Placement.

The financial effects of the Proposed Placement are prepared based on the latest unaudited financial statement of the Group for the financial year ended 31 December 2022 ("**FY2022**") and based on the bases and assumptions set out in the respective scenarios below.

## LETTER TO SHAREHOLDERS

### 4.2 Share capital.

	As at 31 December 2022	After the Proposed Placement <sup>(1)</sup>
No. of Shares	6,893,072,508 <sup>(2)</sup>	7,464,501,108

**Notes:**

(1) Assuming all of the Placement Shares have been allotted and issued

(2) The Company was incorporated on 30 May 2022, with one issued ordinary share. Under the Restructuring, the Company allotted and issued 6,893,072,507 ordinary shares to the then shareholders of QT Vascular in consideration for their transfers of all of QT Vascular's shares to the Company, on a 1:1 basis.

**4.3 NTL.** The NTL of the Group before and after the allotment and issue of all of the Placement Shares assuming completion of the Proposed Placement had taken place on 31 December 2022 is as follows:

	Before the Proposed Placement	After the Proposed Placement
(NTL) as at 31 December 2022 (S\$'000)	(5,874)	(3,954)
Number of Shares as at 31 December 2022 ('000)	6,893,073	7,464,501
(NTL) per Share as at 31 December 2022 (S\$)	(0.0009)	(0.0005)

**4.4 LPS.** The LPS of the Group before and after the allotment and issue of all of the Placement Shares assuming completion of the Proposed Placement had taken place on 1 January 2022, is as follows:

	Before the Proposed Placement	After the Proposed Placement
Loss of the Group attributable to owners of the Company for FY2022 (S\$'000)	(2,714)	(2,794)
Weighted average number of Shares as at 31 December 2022 ('000)	6,750,607	7,322,036
LPS as at 31 December 2022 (S\$)	(0.0004)	(0.0004)

## 5. ADDITIONAL LISTING APPLICATION

5.1 The Company has, on 6 March 2023, received the approval in-principle ("AIP") for the listing and quotation of the Placement Shares from the SGX-ST, subject to (i) obtaining Shareholders' approval at the EGM for the Proposed Placement; (ii) the Placement Shares being placed out within seven (7) market days from the date of the EGM; and (iii) the Company's compliance with the SGX-ST's listing requirements. The AIP is not to be taken as an indication of the merits of the Proposed Placement, the Placement Shares, the Company, its subsidiaries and their securities.

## 6. DIRECTORS' RECOMMENDATIONS

## LETTER TO SHAREHOLDERS

- 6.1 Having considered, *inter alia*, the rationale and benefits of the Proposed Placement, the Directors are of the opinion that the Proposed Placement is beneficial to and in the best interests of the Company and enables the Group to improve its working capital position and accordingly recommend that Shareholders vote in favour of the Proposed Placement.

### 7. SHAREHOLDING EFFECTS OF THE PROPOSED PLACEMENT

- 7.1 As at the LPD, the interests of the Directors and Substantial Shareholders are as follows:

	Before Proposed Placement		After Proposed Placement	
	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(2)</sup>
<b>Directors</b>				
Thomas Tan Gim Chua	1,698,721,462	24.64%	1,698,721,462	22.39%
Ng Fook Ai Victor	2,000,000	0.03%	2,000,000	0.03%
Sho Kian Hin	— <sup>(3)</sup>	— <sup>(4)</sup>	— <sup>(3)</sup>	— <sup>(4)</sup>
Ng Boon Eng	—	—	—	—
<b>Substantial Shareholders (other than Directors)</b>				
Quek Chin Thean	1,302,353,150	18.89%	1,302,353,150	17.45%
Chong Leong Fah Derrick	1,132,480,974	16.43%	1,132,480,974	15.17%
Gian Siong Lim Jimmy	418,977,778	6.08%	418,977,778	5.61%

**Notes:**

- (1) Based on the Company's issued and paid-up share capital of 6,893,072,508 Shares before the Proposed Placement.
- (2) Based on the Company's enlarged issued and paid-up share capital of 7,464,501,108 Shares after the Proposed Placement, assuming all of the Placement Shares have been allotted and issued.
- (3) Less than 1,000 Shares.
- (4) Less than 0.01%.

### 8. INTERESTS OF THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

- 8.1 None of the Directors or their associates has any interest, direct or indirect, in the Proposed Placement, other than through their respective shareholdings and/or directorships in the Company.
- 8.2 To the best knowledge of the Company, none of the existing Substantial Shareholders as at the LPD has any interest, direct or indirect, in the Proposed Placement, other than through their respective shareholdings in the Company.

### 9. ACTIONS TO BE TAKEN BY SHAREHOLDERS

- 9.1 **Appointment of Proxies**

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## LETTER TO SHAREHOLDERS

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Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf are requested to complete, sign and return the Proxy Form attached to the Notice of EGM in accordance with the instructions printed thereon as soon as possible and by completing and submitting the duly completed Proxy Form to the Company's Share Registrar, Tricor Barbinder Share Registration Services in the following manner:

- (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; or
- (b) if submitted by email, be sent as a clearly readable image to Company's Share Registrar, Tricor Barbinder Share Registration Services by email at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com),

in either case, by 10 a.m. (Singapore Time) on 24 March 2023. A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email. The completion and return of the Proxy Form by such Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes.

### 9.2 When Depositor regarded as Shareholder

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 as certified by CDP at least 72 hours before the time fixed for holding the EGM.

### 9.3 Submission of Questions in advance of the EGM

Shareholders may submit questions which are substantial and relevant to the Ordinary Resolution tabled for approval at the EGM by writing to the Company in advance of the EGM. Alternatively, Shareholders may also pose such questions during the EGM.

Substantial and relevant questions related to the agenda of the EGM must be submitted in the following manner:

- (a) via email at [ir.sg@quantumhealthcare.com.sg](mailto: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 a.m. on 20 March 2023 on for the purposes of the EGM.

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.

Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for shareholders to submit their questions by post, Shareholders are strongly encouraged to submit their questions electronically via email.

For questions submitted in advance of the EGM, the Company will endeavour to address the questions which are substantial and relevant to the agenda of the EGM prior to the EGM and by publication on the SGXNET and the Company's website at <https://www.quantumhealthcare.com.sg/> by 22 March 2023. Where substantial and relevant questions submitted by Shareholders are unable to be addressed prior to the EGM, including any questions received by the Company after 10 a.m. on 20 March 2023, the Company will address them during the EGM.

The Directors will endeavour to address as many substantial and relevant questions as possible during the EGM. However, Shareholders should note that there may not be sufficient time available at the EGM to address all questions raised. Please note that individual responses will not be sent to Shareholders.



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## LETTER TO SHAREHOLDERS

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The Company will also publish the minutes of the EGM on SGXNET and the Company's website within one month after the date of the EGM.

In line with the provisions of the COVID-19 Order, no printed copies of this Circular, the Notice of EGM and the Proxy Form in respect of the EGM will be despatched to Shareholders.

A copy of this Circular, the Notice of EGM and the Proxy Form will be uploaded on SGXNET. A Shareholder will need an Internet browser and PDF reader to view these documents on SGXNET.

**SHAREHOLDERS ARE ADVISED TO READ IN ITS ENTIRETY THIS CIRCULAR (TOGETHER WITH ALL DOCUMENTS ATTACHED THERETO) CAREFULLY AND THOROUGHLY BEFORE DECIDING WHETHER TO VOTE FOR OR AGAINST THE ORDINARY RESOLUTION SET OUT IN THE NOTICE OF EGM.**

### **10. DIRECTORS' RESPONSIBILITY STATEMENT**

- 10.1 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 Placement 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 in this Circular 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 those sources and/or reproduced in the Circular in its proper form and context.

### **11. FURTHER ANNOUNCEMENTS**

- 11.1 The Company will make the appropriate announcements as and when there are material developments on the Proposed Placement.

### **12. CONSENTS**

- 12.1 The Placement Agent, PrimePartners Corporate Finance Pte. Ltd., has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name and all references thereto, in the form and context in which it appears in this Circular.
- 12.2 The Company's legal adviser, Altum Law Corporation, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name and all references thereto, in the form and context in which it appears in this Circular.

### **13. CAUTIONARY STATEMENT**

- 13.1 Shareholders should note that the Proposed Placement remains subject to, amongst others, the fulfilment of the conditions under the Placement Agreement. The actual number of Placement Shares subscribed for will depend on various factors such as market conditions, as well as potential investors' interest in the Shares. There is no certainty or assurance that all the conditions of the Placement Agreement can be fulfilled nor certainty or assurance that the Company, through the Placement Agent, will be able to place out all or any of the Placement Shares and raise the gross proceeds therefrom. Shareholders and investors are advised to read this Circular and any past and future announcements by the Company carefully when dealing with the Shares of the Company. Shareholders and investors should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take or when dealing with their Shares of the Company.

### **14. DOCUMENTS AVAILABLE FOR INSPECTION**

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## LETTER TO SHAREHOLDERS

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14.1 Copies of the following documents may be inspected at the business office of the Company at 130 Joo Seng Road, Singapore 368357, during normal business hours, for three (3) months from the date of this Circular:

- (a) the Original Placement Agreement;
- (b) the Supplemental Placement Agreement;
- (c) the Constitution of the Company; and
- (d) the letters of consent referred to in Section 12 of this Circular.

Shareholders who wish to inspect these documents at the registered office of the Company are required to send an email request to [Chingxiong.fu@quantumhealthcare.com.sg](mailto:Chingxiong.fu@quantumhealthcare.com.sg) to make an appointment in advance. The Company will arrange a date when each Shareholder can come to the registered office to inspect the documents accordingly.

By Order of the Board

**Thomas Tan Gim Chua**  
Chief Executive Officer and Executive Director

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**QUANTUM HEALTHCARE LIMITED**  
(Company Registration Number: 202218645W)  
(Incorporated in the Republic of Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) of QUANTUM HEALTHCARE LIMITED (“**Company**” and together with its subsidiaries, the “**Group**”) will be held at 10 a.m. on 27 March 2023, at 130 Joo Seng Road, Singapore 368357 for the purpose of considering and, if thought fit, passing with or without amendments, the resolutions as set out below (“**Notice**”).

*All capitalised used in this notice which are not defined herein shall have the meanings ascribed to them in the accompanying circular dated 11 March 2023 to shareholders of the Company.*

#### ORDINARY RESOLUTION: THE PROPOSED PLACEMENT

RESOLVED THAT:

- (a) approval be given for the purpose of section 161 of the Act and Rule 811(3) read with Rule 805(1) of the Catalist Rules, for the Directors to allot and issue up to 571,428,600 new Shares by the Company pursuant to the Placement Agreement, at the issue price of S\$0.0035 for each Placement Share amounting to an aggregate consideration of up to approximately S\$2,000,000 based on, amongst others, the market conditions as well as the demand during the book-building process; and
- (b) the Directors be authorised to do all such acts and things (including without limitation, entering into all such transactions, arrangements and agreements and executing all such documents) as they may consider necessary or expedient for the purposes of giving effect to this resolution and that authority be and is hereby given for the common seal of the Company to be affixed in accordance with the Company’s Constitution to any document as may be necessary or required.

By Order of the Board

**Thomas Tan Gim Chua**  
Chief Executive Officer and Executive Director  
11 March 2023

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Notes:

1. Printed copies of this Notice, the Circular, the Proxy Form and any other documents in relation to the business of the EGM will not be sent to members. Instead, this Notice, the Circular and the Proxy 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 such member's instrument appointing proxy(ies) appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument. 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 Act.
5. Members (whether individuals or corporates) exercising their voting rights at the EGM may appoint the Chairman of the EGM as their proxy to attend, speak and vote on their behalf at the EGM. In appointing the Chairman of the EGM 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 EGM as proxy should approach their SRS operators to submit their votes by 10 a.m. (Singapore Time) on 15 March 2023. Operators acting on the request of SRS Investors who wish to attend the EGM 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](mailto:sg.is.proxy@sg.tricorglobal.com), not later than seventy-two (72) hours before the time set for the EGM.
7. A proxy need not be a member of the Company.
8. The duly executed instrument appointing a 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](mailto:sg.is.proxy@sg.tricorglobal.com),in either case no later than 10 a.m. on 24 March 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.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 EGM, as certified by The Central Depository (Pte) Limited to the Company.
11. Shareholders may submit questions which are substantial and relevant to the Proposed Placement tabled for approval at the EGM by writing to the Company in advance of the EGM. Alternatively, Shareholders may also pose such questions during the EGM. Substantial and relevant questions related to the agenda of the EGM must be submitted in the following manner:
  - (a) via email at [ir.sg@quantumhealthcare.com.sg](mailto:ir.sg@quantumhealthcare.com.sg); or
  - (b) via post to the business office of the Company at 130 Joo Seng Road, Singapore 368357in either case, by 10 a.m. on 20 March 2023 for the purposes of the EGM.
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 address substantial questions relevant to the resolutions to be tabled for approval at the EGM as received from Shareholders either before or during the EGM. The Company will, within one month after the date of the EGM, publish the minutes of the EGM on SGXNet and the Company's website.
14. 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).
15. Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for shareholders to submit their questions by post, Shareholders are strongly encouraged to submit their questions electronically via email.

### Important Reminders

Due to the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNET for updates on the EGM. Further, in view of the current COVID-19 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.

### PERSONAL DATA PRIVACY:

By submitting a Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 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) 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.

**PROXY FORM**



**QUANTUM HEALTHCARE LIMITED**

(Company Registration No. 202218645W)  
(Incorporated in the Republic of Singapore)

**PROXY FORM  
Extraordinary General Meeting**

This form of proxy has been made available on SGXNet and the Company's website and may be accessed at the URLs <https://www.sgx.com/securities/company-announcements> and <http://sin-mi.listedcompany.com/newsroom.html>. A printed copy of this form of proxy will NOT be dispatched to members.

**IMPORTANT**

1. Pursuant to section 181(1C) of the Companies Act 1967 of Singapore (the "Act"), Relevant Intermediaries (as defined in the Act) may appoint more than 2 proxies to attend, speak and vote at the EGM.
2. For investors who have used their Supplementary Retirement Scheme monies to buy Shares in the Company (the "SRS Investors"), this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. SRS Investors may direct their SRS operators to appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM in which case they should approach their SRS operators to submit their votes at least seven (7) working days before the EGM to allow sufficient time for their respective relevant intermediaries to, in turn, submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date at 10 a.m. on 15 March 2023.

I/We\*, \_\_\_\_\_ (Name including NRIC/Passport No./Company Registration Number)\* of \_\_\_\_\_ (Address) being a shareholder / shareholders of QUANTUM HEALTHCARE LIMITED (the "Company"), hereby appoint:  
(a) the Chairman of the Extraordinary General Meeting ("EGM"); or  
(b) the individual(s) named below:

Name	NRIC/Passport Number	Proportion of Shareholdings	
		Number of Shares	%
Address			

Name	NRIC/Passport Number	Proportion of Shareholdings	
		Number of Shares	%
Address			

as my/our\*\* proxy/proxies\*\* to attend and to vote for me/us\*\* on my/our\*\* behalf at the EGM of the Company to be held at 130 Joo Seng Road, Singapore 368357 on 27 March 2023 at 10 a.m. and at any adjournment thereof.

Please note that where the Chairman of the EGM is appointed as proxy, the proxy appointing the Chairman of the EGM must be directed, i.e., the member must indicate for each resolution whether the Chairman of the EGM is directed to vote "for" or "against" or "abstain" from voting. If no specific direction as to voting is given, the appointment of the Chairman of the EGM as proxy for the resolution will be treated as invalid at the EGM and at any adjournment thereof. In addition, if no specific direction as to voting is given for the individual(s) named above, the proxy/proxies\* will vote or abstain from voting at his/their\* discretion, as he/they\* will on any other matter arising at the EGM and at any adjournment thereof.

The Ordinary Resolution put to the vote at the EGM shall be decided by way of poll.

No.	ORDINARY RESOLUTION	For	Against	Abstain
1.	To approve the Proposed Placement			

**Notes:** If you wish to exercise all your votes "For", "Against" or "Abstain", please tick within the box provided. Alternatively, please indicate the number of shares the Chairman of the EGM, as your proxy, is directed to vote "For", "Against" or "Abstain".

Dated this \_\_\_\_\_ day of 2023

\_\_\_\_\_  
Signature(s) of Shareholder(s)/Common Seal

\*Delete where inapplicable

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

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## PROXY FORM

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### NOTES FOR PROXY FORM:

1. Printed copies of the Notice of EGM, the Circular and this Proxy Form will not be sent to members. Instead, the Notice of EGM, the Circular and this Proxy Form may be accessed at the Company's website at the URL <https://www.quantumhealthcare.com.sg/> and the website of SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.
2. If the member has Shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of Shares. If the member has Shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of Shares. If the member has Shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of Shares. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by the member.
3. 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.
4. 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 such member's instrument appointing proxy(ies) appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument. Where a relevant intermediary appoints more than 2 proxies, separate Proxy Forms should be used.
5. "Relevant intermediary" has the meaning ascribed to it in section 181(6) of the Act.
6. Operators acting on the request of SRS Investors who wish to attend the EGM 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 business office at 130 Joo Seng Road, Singapore 368357 or be scanned and sent to the Company's email address at [ir.sg@quantumhealthcare.com.sg](mailto:ir.sg@quantumhealthcare.com.sg), not later than seventy-two (72) hours before the time set for the EGM.
7. A proxy need not be a member of the Company.
8. The instrument appointing the 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; 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](mailto:sg.is.proxy@sg.tricorglobal.com),in either case no later than 10 a.m. on Friday, 24 March 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 the proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the proxy is executed by a corporation, it must be 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. The Company shall be entitled to reject the instrument appointing the 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).
11. In the case of shares entered in the Depository Register, the Company may reject an instrument of 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 EGM, as certified by The Central Depository (Pte) Limited to the Company.
12. By submitting this Proxy Form, a member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 11 March 2023.

### Important Reminders

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## PROXY FORM

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Due to the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNET for updates on the EGM. Further, in view of the current COVID-19 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.