
NOTICE OF EXTRAORDINARY GENERAL MEETING



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 10:00 a.m. on 8 February 2024, 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 terms used in this notice which are not defined herein shall have the meanings ascribed to them in the accompanying circular dated 24 January 2024 to shareholders of the Company.

ORDINARY RESOLUTION 1: THE PROPOSED ALLOTMENT AND ISSUANCE OF 150,000,000 PLACEMENT SHARES TO MR. QUEK CHIN THEAN UNDER THE PROPOSED PLACEMENT

RESOLVED THAT:

- (a) approval be given for the purpose of section 161 of the Act, Rule 805(1) and Rule 812(1)(a) read with 812(2) of the Catalist Rules, for the Directors to allot and issue 150,000,000 Placement Shares to Mr. Quek Chin Thean at the Placement Price of S\$0.002 for each Placement Share for the aggregate cash consideration of S\$300,000, subject to and in accordance with the terms and conditions of the Placement Agreement; and
- (b) the Directors or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, approving, modifying, ratifying, signing, sealing, delivering, entering into all such transactions, arrangements and agreements and executing all such documents) as they or he may consider necessary, desirable or expedient or in the interests of the Company 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.

ORDINARY RESOLUTION 2: THE PROPOSED ALLOTMENT AND ISSUANCE OF 250,000,000 PLACEMENT SHARES TO MR. LAU CHEE HERNG UNDER THE PROPOSED PLACEMENT

RESOLVED THAT:

- (a) approval be given for the purpose of section 161 of the Act and Rule 805(1) of the Catalist Rules, for the Directors to allot and issue 250,000,000 Placement Shares by the Company to Mr. Lau Chee Heng, at the Placement price of S\$0.002 for each Placement Share for the aggregate cash consideration of S\$500,000, subject to and in accordance with the terms and conditions of the Placement Agreement; and
- (b) the Directors or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, approving, modifying, ratifying, signing, sealing, delivering, entering into all such transactions, arrangements and agreements and executing all such documents) as they or he may consider necessary, desirable or expedient or in the interests of the Company 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.

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ORDINARY RESOLUTION 3: THE PROPOSED ALLOTMENT AND ISSUANCE OF 150,000,000 SETTLEMENT SHARES TO DR. GIAN SIONG LIN JIMMY UNDER THE PROPOSED SETTLEMENT SHARES ISSUANCE

RESOLVED THAT:

- (a) approval be given for the purpose of section 161 of the Act, Rule 805(1) and Rule 812(1)(a) read with 812(2) of the Catalist Rules, for the Directors to allot and issue 150,000,000 Settlement Shares by the Company to Dr. Jimmy Gian, at the Settlement Price of S\$0.002 for each Settlement Share for the aggregate amount of S\$300,000, subject to and in accordance with the terms and conditions of the Settlement Agreement; and
- (b) the Directors or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, approving, modifying, ratifying, signing, sealing, delivering, entering into all such transactions, arrangements and agreements and executing all such documents) as they or he may consider necessary, desirable or expedient or in the interests of the Company 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.

ORDINARY RESOLUTION 4: THE PROPOSED CHANGE OF AUDITORS FROM MOORE STEPHENS LLP TO MAZARS LLP

RESOLVED THAT:

- (a) the resignation of Moore Stephens as the Auditors be and is hereby noted and Mazars, having consented to act, be and is hereby appointed as the new Auditors in place of Moore Stephens, to hold office until the conclusion of the next AGM at a fee and on such terms as may be agreed by the Directors with Mazars; and
- (b) the Directors or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, approving, modifying, ratifying, signing, sealing, delivering, entering into all such transactions, arrangements and agreements and executing all such documents) as they or he may consider necessary, desirable or expedient or in the interests of the Company 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.

(See Explanatory Note 1)

ORDINARY RESOLUTION 5: THE PROPOSED RATIFICATION OF THE PURPORTED DILUTION OF QT VASCULAR LTD'S (A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY) SHAREHOLDING INTEREST IN TRIREME MEDICAL LLC FROM 50% PLUS ONE SHARE TO APPROXIMATELY 20.19%

RESOLVED THAT:

- (a) the Proposed Ratification of the Purported Dilution be and is hereby ratified, confirmed, and/or approved (as the case may be);
- (b) the Directors or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, approving, modifying, ratifying, signing, sealing, delivering, entering into all such transactions, arrangements and agreements and executing all such documents) as they or he may consider necessary, desirable or expedient or in the interests of the Company 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; and
- (c) all actions taken by the Company and/or the Directors of the Company in connection with, relating to or arising from the Purported Dilution prior to this resolution being passed be and are hereby ratified, confirmed and approved.

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ORDINARY RESOLUTION 6: THE PROPOSED APPROVAL OF POSSIBLE FURTHER FUTURE DILUTION(S) OF QT VASCULAR LTD'S (A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY) SHAREHOLDING INTEREST IN TRIREME MEDICAL LLC

RESOLVED THAT:

- (a) the Proposed Approval of Possible Further Future Dilution(s) be and is hereby approved; and
- (b) the Directors or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, approving, modifying, ratifying, signing, sealing, delivering, entering into all such transactions, arrangements and agreements and executing all such documents) as they or he may consider necessary, desirable or expedient or in the interests of the Company 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

24 January 2024

Explanatory Notes

1. Shareholders should note that in accordance with the requirements of Rule 712(3) of the Catalist Rules:
 - (a) the outgoing Auditors, Moore Stephens, via its professional clearance letter dated 5 December 2023, have drawn Mazars' attention to the FY2022 Disclaimer Opinion and confirmed that, other than the FY2022 Disclaimer Opinion, it is not aware of any professional reasons why Mazars should not accept appointment as the new Auditors of the Company and its Singapore-incorporated subsidiaries (except Kairogenix);
 - (b) the Company confirms that there are no disagreements with Moore Stephens on accounting treatments within the last twelve (12) months up to the date of this Circular;
 - (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in this Circular;
 - (d) the Company confirms that the reasons for the Proposed Change of Auditors are disclosed above. The Proposed Change of Auditors is neither due to any disagreement with Moore Stephens nor the dismissal or replacement directed by the SGX RegCo of Moore Stephens; and
 - (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Mazars as its new Auditors.

Notes:

1. The EGM will be held at 10:00 a.m. on 8 February 2024, at 130 Joo Seng Road, Singapore 368357. **The EGM will be convened in a physical format only and there will be no option for members to participate virtually.** Printed copies of the Circular will NOT be despatched to members as the Company's Constitution provides for the use of electronic communications pursuant to the Catalist Rules (all as defined herein). Accordingly, only hardcopies of this Notice of EGM, Proxy Form and Request Form will be sent by post to members. Members who wish to obtain a printed copy of the Circular should complete the Request Form and return it to the business office of the Company at 130 Joo Seng Road, Singapore 368357 or via email to ir.sg@quantumhealthcare.com.sg, no later than 10.00 a.m. on 31 January 2024.
2. The Circular, Notice of EGM, the Proxy Form and Request Form will be made available on the SGXNet at <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company's website at <https://www.quantumhealthcare.com.sg/>. An internet browser and PDF reader are required to view these documents on SGXNet or the Company's website.
3. Members including SRS Investors may participate in the EGM by:
 - (a) attending the EGM in person;
 - (b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
 - (c) voting at the EGM either by themselves personally or through their duly appointed proxy(ies).

Investors who hold Shares through relevant intermediaries, including under SRS, should approach their respective SRS Operators to submit their questions based on the instructions stated herein.

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4. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member's Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form, otherwise the Company shall be entitled to treat the first named proxy as representing the entire number of Shares registered against the member's name in the Depository Register and any second named proxy as an alternate to the first named proxy.
5. 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 Proxy Form 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 Proxy Form or alternatively, separate Proxy Forms should be used.
6. **"Relevant intermediary"** has the meaning ascribed to it in section 181(6) of the Act.
7. SRS investors who wish to vote should approach their respective SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e. by 30 January 2024) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint either such SRS Investors (if they wish to attend the EGM and vote in person) or the Chairman of the EGM (in which case the SRS Investors shall be precluded from attending the EGM) as proxies to vote at the EGM.
8. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy(ies) (except where the Chairman of the EGM is appointed as the member's proxy) will vote or abstain from voting at his/her/their discretion. In the absence of specific direction as to the voting given by a member, the appointment of the Chairman of the EGM as the member's proxy for the resolution will be treated as invalid.
9. A proxy, including the Chairman of the EGM, need not be a member of the Company.
10. The duly executed Proxy Form must be submitted to the Company in the following manner:
 - (a) if sent personally or by post, be received by the Share Registrar, Tricor Barbinder Share Registration Services at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619; and
 - (b) if submitted by email, be received by the Share Registrar, Tricor Barbinder Share Registration Services by email at sg.is.proxy@sg.tricorglobal.com,in either case no later than 10:00 a.m. on 5 February 2024 (being not less than seventy-two (72) hours before the time appointed for holding the EGM), and in default the Proxy Form shall not be treated as valid. A member who wishes to submit the Proxy Form must either (i) complete and sign the hardcopy of the Proxy Form which will be despatched to the member, or (ii) download, complete and sign the softcopy of the Proxy Form, before submitting it either by (A) scanning and submitting it by way of electronic means via email to the email address provided above, or (B) post to the address provided above. Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email. The submission of the Proxy Form by such member will not prevent him from attending and voting at the EGM in person if he so wishes.
11. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised or in such manner as appropriate under the applicable laws. A copy of the power of attorney or such other authority must be submitted together with the Proxy Form, failing which the Proxy Form may be treated as invalid.
12. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time fixed for holding the EGM, as certified by the CDP to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the EGM unless his name appears on the Depository Register seventy-two (72) hours before the time fixed for holding the EGM.
13. Shareholders may submit questions which are substantial and relevant to the Proposed Transactions 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. Shareholders should submit questions in the following manner:
 - (a) via email at ir.sg@quantumhealthcare.com.sg; or
 - (b) via post to the business office of the Company at 130 Joo Seng Road, Singapore 368357in either case, by 10:00 a.m. on 31 January 2024. Investors who hold Shares through relevant intermediaries, including under SRS, should approach their respective SRS Operators to submit their questions based on the abovementioned instructions. 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 3 February 2024. 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 10:00 a.m. on 31 January 2024, the Company will address them during the EGM.
14. For verification purposes, when submitting any questions via email, Shareholders 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.

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.