QTVascular

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 QT Vascular Pte Ltd., 3A International Business Park, #09-10/11/12 ICON @ IBP Tower 8, Singapore 609935 on Wednesday, 28 May 2014 at 9:00 a.m. (the "**AGM**") for the following purposes:

Ordinary Business

1. To receive and adopt the Directors' Report and Audited Financial Statements of the Company for the financial year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Eitan Konstantino who is retiring pursuant to Article 102 of the Company's Articles of Association. **(Resolution 2)**
3. To re-elect Mark Allen Wan who is retiring pursuant to Article 102 of the Company's Articles of Association. **(Resolution 3)**
4. To re-elect Gregory David Casciaro who is retiring pursuant to Article 102 of the Company's Articles of Association. **(Resolution 4)**

   Gregory David Casciaro will, upon re-election as a Director of the Company, remain as an Independent Director, Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees. The Board of Directors of the Company ("Board") considers him to be independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited ("Catalist Rules").
5. To re-elect Robert Michael Kleine who is retiring pursuant to Article 102 of the Company's Articles of Association. **(Resolution 5)**

   Robert Michael Kleine will, upon re-election as a Director of the Company, remain as Lead Independent Director, Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees. The Board considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules.
6. To re-elect Hoon Ching Sing who is retiring pursuant to Article 102 of the Company's Articles of Association. **(Resolution 6)**

   Hoon Ching Sing will, upon re-election as a Director of the Company, remain as Independent Director and Chairman of the Audit Committee. The Board considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules.
7. To re-appoint KPMG LLP as the Company's auditors for the financial year ending 31 December 2014 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

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 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 of 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 Articles of Association 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 1) **(Resolution 8)**

10. Authority to allot and issue shares under the QTV 2013 Share Plan (the "**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 Companies Act, Chapter 50 of Singapore, 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 2) **(Resolution 9)**

11. Authority to allot and issue Shares under the 2014 QTV Employee Share Option Scheme ("**2014 QTV ESOS**")

    "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 ESOS;

    (ii) 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 ESOS while this Resolution was in force,

    provided that the aggregate number of Shares that are subject to granted and outstanding options (options that have not been either exercised or terminated) under the 2014 QTV ESOS, when added to the aggregate number of Shares that are subject to granted and outstanding options (options that have not been either exercised or terminated) under all of the Company's other share option or share schemes, shall not at any time exceed 15% of the number of issued Shares in the capital of the Company (excluding treasury shares), 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 3) **(Resolution 10)**

By Order of the Board

Tan Siew Hua
Company Secretary
Singapore
12 May 2014

NOTES:

1. A member of the Company entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote instead of the member. A proxy need not be a member of the Company.
2. Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
3. If the member is a corporation, the instrument appointing the proxy must be given under its common seal or under the hand of its attorney or its officer duly authorised.
4. The original instrument appointing a proxy, duly executed, must be deposited at the registered office of the Company at 80 Robinson Road #02-00 Singapore 068898 not less than 48 hours before the time appointed for holding the AGM.

Explanatory Notes:

(1) The Resolution 8 in item 9 above, if passed, will empower the Directors of the Company, from the date of the AGM until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares, make or grant Instruments and to issue Shares pursuant to such Instruments, without seeking any further approval from shareholders in general meeting but within the limitation imposed by this Resolution, for such purposes as the Directors of the Company may consider would be in the best interests of the Company. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) to be allotted and issued would not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) at the time of passing of this Resolution. For issue of Shares (including Shares to be made in pursuance of instruments made or granted pursuant to this Resolution) other than on a pro-rata basis to all shareholders shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares) at the time of the passing of this Resolution.

(2) The Resolution 9 in item 10 above, if passed, will empower the Directors, from the date of the AGM until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied and revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares pursuant to the exercise of options granted under the QTV 2013 Share Plan, the 2005 Stock Plan and the 2010 Equity Incentive Plan. Options granted under the 2005 Stock Plan and the 2010 Equity Incentive Plan had been assumed by the Company pursuant to the restructuring exercise entered into prior to the listing of the Company on Catalist. Upon the closing of the restructuring exercise, the Company ceased issuing additional options under the 2005 Stock Plan and the 2010 Equity Incentive Plan. Upon the closing of the Placement on 25 April 2014, the Company will ceased issuing additional options under the QTV 2013 Share Plan. However, subsisting options granted prior to such dates are not affected by the discontinuation and remain exercisable in accordance with the rules of the QTV 2013 Share Plan, the 2005 Stock Plan and the 2010 Equity Incentive Plan, as applicable. Resolution 9 is to authorise the Directors to issue Shares to holders of outstanding options which were awarded under the QTV 2013 Share Plan, the 2005 Stock Plan and the 2010 Equity Incentive Plan prior to the close of the Placement on 25 April 2014.

(3) The Resolution 10 in item 11 above, if passed, will empower the Directors, from the date of the AGM until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied and revoked by the Company in a general meeting, whichever is the earlier, to (i) (provided that the aggregate number of Shares that are subject to granted and outstanding options (options that have not been either exercised or terminated) under the 2014 QTV ESOS, when added to the aggregate number of Shares that are subject to granted and outstanding options (options that have not been either exercised or terminated) under all of the Company's other share option or share schemes, shall not at any time exceed 15% of the number of issued Shares (excluding treasury shares)) offer and grant Options and (ii) allot and issue Shares pursuant to the exercise of Options to be granted under the 2014 QTV ESOS.