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

I. PROPOSED PLACEMENT OF AN AGGREGATE 2,727,272,800 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY;

II. PROPOSED CONVERSION OF DEBT INTO 1,595,912,182 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY; AND

III. PROPOSED DIRECTORS' FEES CAPITALISATION OF AN AGGREGATE S$211,266.40 OUTSTANDING DIRECTORS' FEES OWED AND PAYABLE TO CERTAIN PRESENT AND FORMER DIRECTORS IN PARTIAL SETTLEMENT OF THEIR OUTSTANDING DIRECTORS' FEES

---

1. INTRODUCTION

1.1. The board of directors ("**Board**") of Quantum Healthcare Limited (the "**Company**" and together with its subsidiaries, the "**Group**") wishes to announce that the Company:

(a) had on 21 September 2025, entered into a placement agreement ("**Placement Agreement**") with Ms Chen Liang and Mr Martin Lim Kai Lee (collectively the "**Placees**", and each a "**Placee**") for the allotment and issuance by the Company of 1,363,636,400 new ordinary shares in the capital of the Company ("**Shares**") to each Placee, credited as fully paid-up ("**Placement Shares**"), at an issue price of S$0.0011 ("**Issue Price**") for each Placement Share, for an aggregate consideration of S$3,000,000.08 to be paid by the Placees to the Company ("**Placement Proceeds**") pursuant to the terms and subject to the conditions of the Placement Agreement ("**Proposed Placement**");

(b) had on 21 September 2025, entered into a PW debt conversion agreement ("**PW Debt Conversion Agreement**") with PW Dental Group Pte. Ltd. ("**PW Dental**"), for the proposed conversion of the Outstanding Loan Amount (as defined below) into 1,595,912,182 Shares ("**PW Debt Conversion Shares**") at the Conversion Price (as defined below), pursuant to the terms and subject to the conditions of the PW Debt Conversion Agreement ("**Proposed PW Debt Conversion**"); and

(c) proposes to capitalise ("**Proposed Directors' Fees Capitalisation**") part of the outstanding directors' fees which remain owing to certain present and former directors of the Company ("**Relevant Directors**"), being an amount of S$211,266.40 ("**Outstanding Directors' Fees Amount**"), and allot and issue to them an aggregate 192,060,363 new Shares, credited as fully paid-up, at the Capitalisation Issue Price (as defined below), in settlement and satisfaction of the Company's obligations to pay them the Outstanding Directors' Fees Amount ("**Directors Fees' Capitalisation Shares**").

1.2. For the avoidance of doubt, the completion of the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation are not inter-conditional upon one another.

1.3. The Company will be convening an extraordinary general meeting ("**EGM**") in due course to obtain the approval of shareholders of the Company ("**Shareholders**") for the Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation.

1.4. Subject to the approval of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") in relation to the listing and quotation of the Placement Shares, the PW Debt Conversion Shares, and the Directors Fees' Capitalisation Shares, the Placement Shares will be allotted and issued prior to the convening of the EGM for the Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation, and the PW Debt Conversion Shares and Directors Fees' Capitalisation

Shares will be allotted and issued concurrently upon obtaining Shareholders' approval at the EGM for the Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation.

1.5. Further details of the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation are set out below.

2. THE PROPOSED PLACEMENT

2.1. Details of Placees

Ms. Chen Liang is currently the chief operating officer of Eureka Blue Sky Pte Ltd. which is principally in the business of mergers & acquisitions, fund raising consultancy and business consultancy. She holds a Master of Business Administration from Tsinghua University and has more than 15 years of hands-on management experience across multiple sectors such as real estate, e-commerce, and retail & manufacturing. She specialises in management consulting for corporate governance and strategic operations, business model planning, mergers & acquisitions, and fundraising in China and Southeast Asia countries.

Mr. Martin Lim Kai Lee is currently the chief operating officer of Supportive Enterprise LLP which is principally in the business of recycling and refurbishment of electronics. He oversees its operations, including direct management of operational funds and projects exceeding USD 50 million, with a focus on sustainability, cost efficiency, and compliance with regulatory standards. He is an experienced, hands-on and results-drive operations director with over 10 years of experience in logistics, recycling operations, and team leadership. He has strong track record of managing day-to-day operations, ensuring regulatory compliance, and improving workflow efficiency.

The Placees are both investing in the Company as private investors for their own investment purposes.

Prior to entering into the Placement Agreement with the Company, the Placees had no prior connections (including any business relationship or transactions) with the Company, the directors of the Company ("**Directors**"), or the Company's substantial shareholders. As at the date of this announcement, the Placees do not hold, directly or indirectly, any Shares. The Placees are not interested persons as defined under Chapter 9 of the SGX-ST Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") and the Placees do not fall under the class of restricted persons as specified in Rule 812(1) of the Catalist Rules. The Placees are not an Associate (as defined in the Catalist Rules) of and not a person Acting in Concert (as defined in the Singapore Code on Take-overs and Mergers) with any Director and/or other Shareholders.

No placement agent was appointed by the Company for the Proposed Placement. The Company came to know the Placees through its Chief Operating Officer (Dental), Dr Gian Siong Lin Jimmy ("**Dr Jimmy**"), who was introduced to the Placees through his own business network.

2.2. **Principal Terms**. The principal terms of the Proposed Placement are summarised as follows:

Proposed Placement	:	Subject to the terms and conditions of the Placement Agreement, the Company shall allot and issue to each Placee, 1,363,636,400 Placement Shares, and each Placee shall subscribe for the Placement Shares at the Issue Price, fractional entitlements to be disregarded, in consideration for the aggregate sum of S$1,500,000.04 payable by each Placee.
Issue Price	:	The Issue Price of S$0.0011 represents a 10.0% premium to the volume weighted average price of the Shares traded on the Catalist of the SGX-ST ("**Catalist**") of S$0.0010 ("**VWAP**") on 15 September 2025, being the last full market day on which the Shares were traded on the Catalist prior to the signing of the Placement Agreement.
Placement	:	1,363,636,400 new Shares constituting approximately 17.01% of the

Shares		Company's entire existing issued share capital as at the date of this announcement and 10.88% of the Company's entire enlarged issued share capital (including all the Placement Shares, PW Debt Conversion Shares and Directors' Fees Capitalisation Shares), will be allotted and issued by the Company to each Placee, and listed and quoted on the Catalist.
Status	:	The Placement Shares shall be allotted and issued (a) free from all encumbrances, (b) ranking *pari passu* in all respects with and carry all rights 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 of the Proposed Placement, and (c) in reliance by the Company on the Placees' representations, warranties and undertakings in the Placement Agreement.
No Other Entitlements	:	Save as expressed in the Placement Agreement, the Proposed Placement does not confer on the Placees, any rights or entitlements to participate in any distributions and/or offers of further securities made by the Company.

2.3. **Conditions Precedent**

Pursuant to the Placement Agreement, the Proposed Placement is subject to, *inter alia*, certain conditions precedent, including but not limited to the following ("**Placement Conditions Precedent**"):

(a) the 2025 General Mandate (as defined below) being in full force and effect, not revoked by the Shareholders and being sufficient to authorise the Directors to allot and issue the Placement Shares to the Placees;

(b) the Shares not being suspended by the SGX-ST from trading on the Catalist other than in relation to trading halts not exceeding three (3) market days pending announcements of the Company, unless otherwise consented to by the Placees;

(c) all licenses, consents, permits, approvals, waivers, authorisations or other orders of and all notices, registrations, submissions or filings with all relevant regulators, entitled third-parties, counterparties, financing or facility providers of the Company and the Placees as may be required for or in connection with the transactions under the Placement Agreement and such other transactions in connection therewith and incidental thereto having been obtained, and not having been withdrawn, revoked or amended and if subject to any conditions, such conditions being reasonably acceptable to the Company and the Placees and are fulfilled, and all other actions having been taken by or on behalf of the Company and the Placees to comply with all applicable legal and other requirements necessary to ensure that the allotment and issuance of the Placement Shares by the Company to the Placees is in accordance with, and does not infringe any existing law, statute, regulation, decision, ruling, judgment, award, code, practice, direction, decree, order, contract or agreement, including without limitation the approval-in-principle of the SGX-ST for, *inter alia*, the listing and quotation of the Placement Shares on the Catalist;

(d) no relevant regulator taking, instituting, implementing or threatening to take, institute or implement any action, enforcement, proceeding, suit, investigation, inquiry, reference or decision, and no law, statute, regulation, decision, ruling, award, direction, practice, judgment, decree or order having been made, proposed, enacted or implemented, and no steps having been taken, and there not continuing to be in effect or outstanding any law, statute, regulation, decision, ruling, award, direction, practice, judgment, decree or order which would or might:

 (i.) make any transaction contemplated in the Placement Agreement or any other transactions in connection herewith and incidental hereto, void, illegal and/or unenforceable or otherwise restrict, restrain, prohibit or otherwise frustrate or be adverse to the same, and/or

(ii.) render the Placees unable to be allotted and issued all or any of the Placement Shares in the manner set out in the Placement Agreement.

2.4. **Other Conditions**

The Placement Proceeds is to be held in a designated bank account and the Company shall procure that the authorised signatories of such bank account shall at all times consist of no less than two (2) groups of persons, where one (1) group of authorised signatories shall include at least the Chief Financial Officer or Chief Operating Officer (Dental) of the Company as an authorised signatory for any withdrawals from such account.

2.5. **Rationale and Use of Proceeds**

The Placement Proceeds will be used by the Company for the following purposes:

Use of Placement Proceeds		% of Placement Proceeds
(a)	Up to S$1,000,000 to meet the Group's anticipated general working capital requirement for the purposes of meeting general overheads and other operating expenses of the Group (such as rent, salaries, administrative expenses and professional fees), expenses incurred by the Company for the Proposed Placement, and settlement of outstanding debts owed to professional parties including the outstanding professional fees due and owing as alleged and demanded for under the PPCF Demand Letter and Altum Demand Letter (as defined in the Going Concern Assumption Announcement which was released on 22 September 2025 via SGXNET).	33.33%
(b)	Up to S$2,000,000 to be set aside to fund suitable acquisition targets and M&A opportunities within the MedTech sector (including transaction expenses related to such acquisitions and M&A).	66.67%

The Board is of the view that the Proposed Placement is beneficial to and in the interests of the Company as it will improve the financial position of the Company, bolster the Company's working capital, settle outstanding debts owed to professional parties including the outstanding professional fees due and owing as alleged and demanded for under the PPCF Demand Letter and Altum Demand Letter and fund the Company's operating expenses while the Company explores growth opportunities and activities.

The Company will make periodic announcement(s) on the utilisation of the Placement Proceeds as and when such funds are materially disbursed and provide a status report on the use of the Placement Proceeds in the Company's interim and full-year financial statements and the annual report.

Where the Placement Proceeds have been used for working capital purposes, the Company will disclose a breakdown with specific details on how they been applied in the Company's announcements and annual reports.

Where there is any material deviation from the stated use of the Placement Proceeds, the Company will announce the reasons for such deviations.

2.6. **Completion**

Completion of the Proposed Placement will occur on 17 October 2025, or such other date as may be mutually agreed between the Placees and the Company.

3. THE PROPOSED PW DEBT CONVERSION

3.1. Background

Under the PW Debt Conversion Agreement, the Company and PW Dental, a private company limited by shares wholly-owned by Dr Jimmy, have agreed that an outstanding amount of S$1,755,503.40 due and owing to PW Dental as at 31 August 2025 the ("**Outstanding Loan Amount**") arising from a S$2,000,000 secured loan ("**Loan**") first made by PW Dental to QTV, a wholly-owned subsidiary of the Company, on or around 2 March 2022 pursuant to a loan agreement dated 2 March 2022 and entered into between Dr Jimmy and QTV (and amended on 3 March 2022 to change the lender from Dr Jimmy to PW Dental) ("**Loan Agreement**"), shall be capitalised and converted into the PW Debt Conversion Shares.

While the Loan was originally extended by PW Dental to QTV, part of the proceeds of the Loan amounting to S$1,282,935 was transferred to Eastern Dental Centre Pte Ltd ("**EDC**"), a wholly-owned subsidiary of Asia Dental Group Pte. Ltd. ("**ADG**"), which is in turn owned by the Company and Dr Jimmy in a 49:51 proportion, to enable EDC to acquire the business of certain clinics for an aggregate consideration of S$1,256,500, pursuant to three sale and purchase agreements entered into on 17 March 2022, while the balance of the proceeds of the Loan was transferred to the Company.

As at the date of this announcement, an amount of S$1,185,129 remains unpaid by EDC ("**Outstanding EDC Amount**").

3.2. Principal Terms

Proposed PW Debt Conversion	:	Subject to the terms and conditions of the PW Debt Conversion Agreement, the Company and PW Dental have agreed to capitalise and convert the Outstanding Loan Amount into 1,595,912,182 PW Debt Conversion Shares at the Conversion Price.
Conversion Price	:	The Conversion Price of S$0.0011 represents a 10.0% premium to the VWAP of the Shares traded on Catalist of S$0.0010 on 15 September 2025, being the last full market day on which the Shares were traded on the Catalist prior to the signing of the PW Debt Conversion Agreement.
PW Debt Conversion Shares	:	1,595,912,182 new Shares constituting approximately 19.91% of the Company's entire existing issued share capital as at the date of this announcement and 12.74% of the Company's entire enlarged issued share capital (including the Placement Shares, PW Debt Conversion Shares and Directors Fees' Capitalisation Shares), will be allotted and issued by the Company to PW Dental and listed and quoted on the Catalist.
Status	:	The PW Debt Conversion Shares shall be allotted and issued (a) free from all encumbrances, (b) ranking *pari passu* in all respects with and carry all rights 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 of the Proposed PW Debt Conversion, and (c) in reliance by the Company on PW Dental's representations, warranties and undertakings in the Placement Agreement.
No Other Entitlements	:	Save as expressed in the PW Debt Conversion Agreement, the Proposed PW Debt Conversion does not confer on PW Dental any rights or entitlements to participate in any distributions and/or offers of further securities made by the Company.

3.3. Conditions Precedent

The Proposed PW Debt Conversion is subject to, *inter alia*, the following conditions ("**Debt Conversion Conditions Precedent**"):

(a) the Shares not being suspended by the SGX-ST from trading on the Catalist other than in relation to trading halts not exceeding three (3) market days pending announcements of the Company;

(b) the approval of the Board for the entering into of the PW Debt Conversion Agreement and the transactions under the PW Debt Conversion Agreement and any related transactions in relation thereto;

(c) specific approval of the Shareholders (with PW Dental and its Associates abstaining) pursuant to Rules 803, 805 and 812(2) of the Catalist Rules and such approval not having been qualified or withdrawn, at the EGM, for, *inter alia*, the Proposed PW Debt Conversion, and such other transactions in connection therewith and incidental thereto, including without limitation, the allotment and issuance of the PW Debt Conversion Shares to PW Dental;

(d) all licenses, consents, permits, approvals, waivers, authorisations or other orders of and all notices, registrations, submissions or filings with all relevant regulators, entitled third-parties, counterparties, financing or facility providers of the Company and PW Dental as may be required for or in connection with the transactions under the PW Debt Conversion Agreement and such other transactions in connection therewith and incidental thereto having been obtained, and not having been withdrawn, revoked or amended and if subject to any conditions, such conditions being reasonably acceptable to the parties and are fulfilled and all other actions having been taken by or on behalf of the parties to comply with all applicable legal and other requirements necessary to ensure that the allotment and issuance of the PW Debt Conversion Shares to PW Dental by the Company is in accordance with, and do not infringe any existing law, statute, regulation, decision, ruling, judgment, award, code, practice, direction, decree, order, contract or agreement, including without limitation, the approval-in-principle of the SGX-ST for the listing and quotation of the PW Debt Conversion Shares on the Catalist;

(e) No relevant regulator taking, instituting, implementing or threatening to take, institute or implement any action, enforcement, proceeding, suit, investigation, inquiry, reference or decision, and no law, statute, regulation, decision, ruling, award, direction, practice, judgment, decree or order having been made, proposed, enacted or implemented, and no steps having been taken, and there not continuing to be in effect or outstanding any law, statute, regulation, decision, ruling, award, direction, practice, judgment, decree or order which would or might:

    (i.) make any transaction contemplated in the PW Debt Conversion Agreement or any other transactions in connection herewith and incidental hereto, void, illegal and/or unenforceable or otherwise restrict, restrain, prohibit or otherwise frustrate or be adverse to the same, and/or

    (ii.) render PW Dental unable to be allotted and issued all or any of the PW Debt Conversion Shares in the manner set out in the PW Debt Conversion Agreement.

3.4. **Completion**

Completion of the Proposed PW Debt Conversion will occur on the date falling five (5) business days after all the Debt Conversion Conditions Precedent have been satisfied and/or waived, or such other date as may be mutually agreed between the PW Dental and the Company.

3.5. **Rationale**

As mentioned in the announcement dated 22 September 2025 titled "Update on Certain Recent Developments and the Impact on the Going Concern Assumption" ("**Going Concern Assumption Announcement**"), PW Dental had, on 16 September 2025, issued a demand letter ("**PW Dental Demand Letter**"), demanding, *inter alia*, for immediate and full repayment of the Outstanding Loan Amount, but pursuant to a confirmation agreement dated 21 September 2025 and entered into between the Company, QTV, PW Dental, Dr Jimmy and ADG ("**Confirmation Agreement**"):

(a) the parties agree to the assignment, transfer and novation of all rights, interests, benefits, obligations, duties and liabilities under, *inter alia*, the Loan Agreement from QTV to QH with effect from the date of execution and delivery of the Confirmation Agreement ("**Effective Date**");

(b) The Company agrees and undertakes to enter into the Proposed Debt Conversion with PW Dental and to seek the approval of shareholders of the Company for the Proposed Debt Conversion and take all such steps or actions necessary to effect the Proposed Debt Conversion;

(c) The Company agrees and undertakes to procure that Thomas Tan Gim Chua, the Company's Chief Executive Officer and Executive Director and a controlling shareholder, furnishes a written undertaking to the Company and PW Dental to maintain and not dispose of his shares (directly or indirectly held) in the capital of the Company until the conclusion of an extraordinary general meeting to be convened for the purposes of seeking the approval of shareholders for the Proposed Debt Conversion and to vote with his entire voting rights in favour of the Proposed Debt Conversion and other transactions contemplated hereunder;

(d) PW Dental agrees to withdraw the PW Dental Demand Letter and to give forbearance not to take any legal action to enforce payment of the Outstanding Loan Amount pending the Proposed PW Debt Conversion; and

(e) PW Dental agrees and undertakes to enter into the Proposed PW Debt Conversion with the Company and to authorise and direct the Company to apply the Outstanding Loan Amount in settlement and satisfaction of the consideration payable for the PW Debt Conversion Shares.

The Board is of the view that the Proposed PW Debt Conversion is beneficial to and in the interests of the Company as it would relieve the Company from the pressure of having to look for an additional source of funds to repay the Outstanding Loan Amount in cash as demanded under the PW Dental Demand Letter which may in turn potentially raise going concern issues for the Company, and the capitalisation and conversion of the Outstanding Loan Amount into the PW Debt Conversion Shares will also improve the financial position of the Company.

3.6. Other Matters

<u>Outstanding EDC Amount</u>

As mentioned above, as at the date of this announcement, the entire Outstanding EDC Amount remains unpaid by EDC, and pursuant to the Confirmation Agreement, ADG and Dr Jimmy have agreed and undertaken to procure EDC, with effect from the Effective Date:

(a) To pay interest on the Outstanding EDC Amount to the Company at the same rate and in the same manner as interest is paid or payable on the Loan or in such other manner as may be mutually agreed between EDC and the Company; and

(b) To repay the principal amount of the Outstanding EDC Amount to the Company at the same rate and in the same manner as the Outstanding Loan Amount is repaid or due to be repaid to PW Dental or in such other manner as may be mutually agreed between ADG and the Company, provided that EDC shall not be obliged to repay the principal amount of the Outstanding EDC Amount until after all loans and borrowings of ADG and/or EDC which are secured by Dr Jimmy's personal guarantees have been fully repaid.

Shareholders Agreement relating to ADG

A shareholders agreement dated 13 January 2022 was previously entered into between QTV, Dr Jimmy and ADG, *inter alia*, to regulate the relationship between the shareholders and ADG and between the shareholders *inter se* ("**Shareholders Agreement**").

At the time of entry of the Shareholders Agreement, QTV owned a 60% shareholding interest in ADG but following the sale and transfer of QTV's then 60% shareholding interest in ADG to the Company on 8 September 2022 (in conjunction with and after completion of the scheme of arrangement undertaken by QTV) ("**Transfer Date**") and the Company's subsequent sale of 11% shareholding interest in ADG to Dr Jimmy on 14 March 2024, ADG is 49%-owned by the Company and 51%-owned by Dr Jimmy as at the date of this announcement, and pursuant to the Confirmation Agreement, the following updates or amendments to the Shareholders Agreement were confirmed or agreed to by the Company and Dr Jimmy:

(a) Save for the amendments to the Shareholders Agreement, *inter alia*, as provided in paragraph (b) below, the assignment, transfer and novation of all rights, interests, benefits, obligations, duties and liabilities under the Shareholders Agreement from QTV to QH with effect from the Transfer Date;

(b) With effect from the Effective Date:

(i) Clause 3.1 of the Shareholders Agreement relating to the board composition of ADG and which entitles QTV to have the right to appoint up to 2 directors while Dr Jimmy has the right to appoint up to one director shall be amended such that the Company's right to have majority control of the board of directors of ADG shall subsist for so long as the Company requires to demonstrate control and management of ADG to account for ADG as a subsidiary for consolidation purposes, and provided that Jimmy becomes or is a controlling shareholder and executive director of the Company;

(ii) Clause 8.3 of the Shareholders Agreement which gives Dr Jimmy a tag-along right in the event of any sale or transfer of shares by QTV shall be amended such that it is the Company that has such tag-along right, given that it is now the Company and not Dr Jimmy that is the minority shareholder of ADG; and

(iii) Clause 8.4 of the Shareholders Agreement which gives QTV a drag-along right to require Dr Jimmy to sell his ADG shares in the event QTV wishes to sell or transfer its ADG shares to a third party buyer where third party buyer may wish to purchase all of ADG's shares shall be amended such that it is Dr Jimmy that has such drag-along right, given that it is now Dr Jimmy and not the Company that is the majority shareholder of ADG.

4. PROPOSED DIRECTORS' FEES CAPITALISATION

4.1. Background

On the date of this announcement, the Company had entered into agreements with each of the Relevant Directors for the Proposed Directors' Fees Capitalisation.

Details of the Relevant Directors, the amount of Outstanding Directors' Fees Amount to be converted for each Relevant Director, the number of Directors Fees' Capitalisation Shares to be allotted and issued to each Relevant Director and their balance directors' fees owing are set out below:

Name of Relevant Director	Details of Relevant Director	Amount of Outstanding Directors' Fees Amount to be Converted	Number of Directors Fees' Capitalisation Shares to be allotted and issued	Balance fees owing to Relevant Director
Ng Fook Ai Victor ("**Mr Victor Ng**")	Independent Chairman, appointed to the Board on 31 January 2022	S$96,666.40	87,878,545	S$24,166.60
Ramasamy Jayapal ("**Mr Jayapal**")	Independent Director, appointed to the Board on 18 June 2025	S$8,000	7,272,727	S$2,000
Melvin Lim Chun Siong ("**Mr Lim**")	Independent Director, appointed to the Board on 5 November 2024	S$29,600	26,909,091	S$7,400
Ng Boon Eng ("**Mr Ng**")	Former Independent Director, appointed to the Board on 30 July 2021 and resigned from the Board on 30 April 2025	S$77,000	70,000,000	S$19,249

4.2. **Capitalisation Issue Price**

The capitalisation issue price of S$0.0011 ("**Capitalisation Issue Price**") represents a 10% premium to the VWAP of SS0.001 for Shares traded on 15 September 2025, being the full market day on which the Shares were traded on the Catalist prior to this announcement and determined after taking into account factors such as the Issue Price, Conversion Price, general share price and net asset value of the Company as well as the extent of potential dilution to the other Shareholders.

4.3. **Status**

The Directors Fees' Capitalisation Shares, when allotted and issued, will be credited as fully paid for, free and clear of all encumbrances and will rank *pari passu* with all existing Shares save that they do not rank for any dividend, rights, benefits, entitlements, allotments or other distributions, the record date of which falls on or before the date of issue of the Directors Fees' Capitalisation Shares.

4.4. **Completion**

Subject to obtaining the Shareholders' approval at the EGM for the allotment and issuance of the Directors Fees' Capitalisation Shares, and the listing and quotation approval of the SGX-ST, the Directors Fees' Capitalisation Shares will be allotted and issued concurrently with the allotment and issuance of the PW Debt Conversion Shares.

4.5. **Undertakings by Relevant Directors**

The Relevant Directors have represented, warranted and undertaken to the Company, *inter alia*, that:

(a) pending the approval in principle of the SGX-ST for the listing and quotation of the Directors Fees' Capitalisation Shares, they shall not take any action to enforce the right to payment in cash of the Outstanding Directors' Fees Amount;

(b) the Directors Fees' Capitalisation Shares will be allotted and issued to the Relevant Directors pursuant to the Company's reliance on the "safe harbour" exemptions for a private placement under Section 272B of the SFA and in compliance with all the conditions of these exemptions in the SFA therein;

(c) the Relevant Directors shall comply with all the conditions of the "safe harbour" exemptions for a private placement under Section 272B of the SFA and are not accepting the Company's offer of their respective Directors Fees' Capitalisation Shares with a view to such offer being subsequently offered to another person in Singapore, where such subsequent offer is contrary to the provisions of the SFA;

(d) save for their present/former directorships in the Company, they have no connections (including any business relationships) with the Company, the Company's directors or the Company's substantial shareholders; and

(e) no steps have been taken, nor have any proceedings, applications, petitions or summonses been started or threatened with a view to bankrupt him, or for the appointment of a receiver, trustee, manager, assignee or similar officer over them and/or their businesses, undertakings, properties or assets or any of them.

4.6. **Rationale of Proposed Directors' Fees Capitalisation**

The allotment and issuance of the Directors Fees' Capitalisation Shares by the Company to the Relevant Directors under the Proposed Directors' Fees Capitalisation is in lieu of the relevant cash payment by the Company to them for the Outstanding Directors' Fees Amount and accordingly, no cash proceeds will be received by the Company from them.

The Proposed Directors' Fees Capitalisation will enable the Group to augment its capital base by converting the Outstanding Directors' Fees Amount into equity of the Company, strengthen the Group's balance sheet and improve its debt-equity position.

No placement agent was appointed by the Company for the Proposed Directors' Fees Capitalisation.

The Board has weighed the benefits against the potential costs to the Company as elaborated above and is of the view that the Proposed Directors' Fees Capitalisation is beneficial to and in the interests of the Company and enables the Group to improve its working capital position and reduce its indebtedness and gearing while conserving its cash resources.

5. AUTHORITY FOR THE ALLOTMENT AND ISSUANCE OF PLACEMENT SHARES, PW DEBT CONVERSION SHARES AND DIRECTORS FEES' CAPITALISATION SHARES

5.1. **Allotment and issuance of Placement Shares**

The Placement Shares will be allotted and issued pursuant to the general mandate obtained from the Shareholders at the annual general meeting of the Company held on 30 April 2025 ("**2025 General Mandate**") to allot and issue new Shares whether by way of rights, bonus or otherwise, 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 provided always that the aggregate number of Shares to be issued pursuant to the 2025 General Mandate (including Shares to be issued in pursuance of instruments made or granted pursuant to the 2025 General Mandate) does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to Shareholders does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any).

As at 30 April 2025, being the date of approval of the 2025 General Mandate, the Company had 8,014,501,108 Shares in issue. Accordingly, the total number of new Shares that may be issued pursuant to the 2025 General Mandate is 8,014,501,108, of which the maximum number of new Shares to be issued other than on a *pro rata* basis to existing Shareholders is 4,007,250,554.

The Placement Shares, when allotted and issued, will number in aggregate 2,727,272,800 new Shares, lying within the limits of the 2025 General Mandate. Assuming completion of the Proposed Placement, each Placee will be allotted and issued 1,363,636,400 Placement Shares, representing approximately (a) 17.01% of the Company's entire existing issued share capital of 8,014,501,108 Shares and (b) 10.88% of the Company's entire enlarged issued share capital (including all the Placement Shares, PW Debt Conversion Shares and Directors Fees' Capitalisation Shares). Mr Quek Chin Thean remains as the controlling shareholder of the Company, holding 15.43% of the Company's entire enlarged issued share capital upon completion of the Proposed Placement. Accordingly, no transfer of controlling interest in the Company within the meaning of Rule 803 of the Catalist Rules will arise from the allotment and issuance of the Placement Shares by the Company to each Placee.

No Shareholders' approval will be sought for the allotment and issuance of the Placement Shares.

5.2. **Allotment and issuance of PW Debt Conversion Shares**

<u>Rule 803 of the Catalist Rules</u>

Rule 803 of the Catalist Rules provides that an issuer must not issue securities to transfer a controlling interest without the prior approval of shareholders in general meeting. Under the Catalist Rules, a controlling interest refers to the interest of a controlling shareholder, being a person who (a) holds directly or indirectly 15.0% or more of the voting Shares in the Company, or (b) in fact exercises control over the Company.

As PW Dental is a wholly-owned company of Dr Jimmy, he will be deemed interested in all of the PW Debt Conversion Shares that will be allotted and issued to PW Dental. Dr Jimmy and PW Dental will hold in aggregate approximately 18.24% of the enlarged issued share capital of the Company (assuming completion of the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation) as a result of the proposed allotment and issuance of the PW Debt Conversion Shares. Accordingly, the allotment and issuance of PW Debt Conversion Shares will result in the transfer of controlling interest in the Company pursuant to Rule 803 of the Catalist Rules.

<u>Rule 812 of the Catalist Rules</u>

Rule 812(1) and Rule 812(2) of the Catalist Rules provide, *inter alia*, that an issue of shares must not be placed to an issuer's directors and substantial shareholders and their immediate family members, and corporations in whose shares the issuer's directors and substantial shareholders have an aggregate interest of at least 10%, unless specific shareholders' approval has been obtained for such placement, and the person, and its Associates, must abstain from voting on the resolution approving the placement.

PW Dental is a wholly-owned company of Dr Jimmy, a substantial shareholder of the Company. Accordingly, PW Dental falls within the category of restricted persons under Rule 812(1)(d) of the Catalist Rules.

<u>Rule 805(1) of the Catalist Rules</u>

Section 161 of the Companies Act 1967 of Singapore and Rule 805(1) of the Catalist Rules provide, *inter alia*, that an issuer must obtain the prior approval of shareholders in general meeting for the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer unless the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer is made pursuant to a general mandate previously obtained from shareholders of the issuer by resolution in a general meeting as provided in Rule 806(1) of the Catalist Rules.

In view of the foregoing, the Company will seek the specific approval of Shareholders at the EGM for the allotment and issuance of the PW Debt Conversion Shares in accordance with Rules 803, 805, 812 of the Catalist Rules and Section 161 of the Companies Act 1967 of Singapore.

5.3. **Allotment and issuance of Directors Fees' Capitalisation Shares**

A. Existing Directors

Rules 804 and 812 of the Catalist Rules

Rule 804 of the Catalist Rules provides, *inter alia*, that except in the case of an issue made on a *pro rata* basis to shareholders or a scheme referred to in Part VIII of Chapter 8 of the Catalist Rules, no director of an issuer, or Associate of the director, may participate directly or indirectly in an issue of equity securities or convertible securities unless shareholders in general meeting have approved the specific allotment. Such directors and Associates must abstain from exercising any voting rights on the matter.

In addition, Rule 812(1) and Rule 812(2) of the Catalist Rules provide, *inter alia*, that an issue of shares must not be placed to an issuer's directors and substantial shareholders and their immediate family members unless specific shareholders' approval has been obtained for such placement, and the person, and its Associates, must abstain from voting on the resolution approving the placement.

As the Directors Fees' Capitalisation Shares will be allotted and issued to Mr Victor Ng, Mr Jayapal and Mr Lim, all of whom are directors of the Company, Shareholders' approval is required to be obtained in connection with the allotment and issuance of the Directors Fees' Capitalisation Shares to each of Mr Victor Ng, Mr Jayapal and Mr Lim.

Rule 805(1) of the Catalist Rules

Section 161 of the Companies Act 1967 of Singapore and Rule 805(1) of the Catalist Rules provide, *inter alia*, that an issuer must obtain the prior approval of shareholders in general meeting for the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer unless the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer is made pursuant to a general mandate previously obtained from shareholders of the issuer by resolution in a general meeting as provided in Rule 806(1) of the Catalist Rules.

Interested Person Transaction under Chapter 9 of the Catalist Rules

Notwithstanding that Mr Victor Ng, Mr Jayapal and Mr Lim are interested persons under Rule 904(4) of the Catalist Rules, the Proposed Directors' Fees Capitalisation is not an interested person transaction requiring Shareholders' approval under Rule 906(1) of the Catalist Rules as:

(a) pursuant to Rule 906(2) of the Catalist Rules, the Outstanding Directors' Fees Amount to be converted for each of them is less than S$100,000; and

(b) each of Mr Victor Ng, Mr Jayapal and Mr Lim are not immediate family members and not Associates of each other and accordingly, the allotment and issuance of their respective Directors Fees' Capitalisation Shares under the Proposed Directors' Fees Capitalisation is not aggregated under Rule 908 of the Catalist Rules.

In view of the foregoing, the Company will seek the specific approval of Shareholders at the EGM for the allotment and issuance of the Directors' Fees Capitalisation Shares to Mr Victor Ng, Mr Jayapal and Mr Lim in accordance with Rules 804, 805, 812 of the Catalist Rules and Section 161 of the Companies Act 1967 of Singapore.

B. Former Directors

Mr Ng is a former director of the Company and has confirmed to the Company that he is currently not a person who falls within the category of restricted persons as listed in Rule 812(1) of the Catalist Rules.

The Directors Fees' Capitalisation Shares will be allotted and issued to Mr Ng pursuant to the 2025 General Mandate. It is contemplated that the allotment and issuance of Directors Fee's Capitalisation Shares to Mr Ng be concurrent with the allotment and issuance of the PW Debt Conversion Shares and the Directors Fees' Capitalisation Shares to the other Relevant Directors.

The number of Shares to be issued by the Company in reliance on the 2025 General Mandate in connection with the allotment and issuance of the Placement Shares to the Placees and the Directors' Fees Capitalisation Shares to Mr Ng will be 2,797,272,800 Shares, representing 34.90% of the issued share capital of the Company as at the time of the passing of the 2025 General Mandate.

5.4. **Securities and Futures Act 2001 of Singapore ("SFA")**

The Placement Shares, PW Debt Conversion Shares and Directors Fees' Capitalisation Shares will be allotted and issued pursuant to the 'safe harbour' exemptions for a private placement under section 272B of the SFA and in compliance with the conditions of these exemptions in the SFA. The Placees, PW Dental and the Relevant Directors are not accepting the Placement Shares, PW Debt Conversion Shares or Directors Fees' Capitalisation Shares (as the case may be) as agent, nominee or trustee for the benefit of other parties or with a view to such offer being subsequently offered to another person in Singapore, where such subsequent offer is contrary to the provisions of the SFA. As such, no prospectus or offer information statement will be issued by the Company in connection with the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation.

5.5. **Additional Listing Application**

The Company will, through its Catalist continuing sponsor, be making separate application to the SGX-ST for the listing and quotation of the Placement Shares, PW Debt Conversion Shares and Directors Fees' Capitalisation Shares on the Catalist. The Company will make the necessary announcements once the approval-in-principle for the listing and quotation of the Placement Shares, PW Debt Conversion Shares and Directors Fees' Capitalisation Shares (as the case may be) has been obtained from the SGX-ST.

6. FINANCIAL EFFECTS OF THE PROPOSED PLACEMENT, PROPOSED PW DEBT CONVERSION AND PROPOSED DIRECTORS' FEES CAPITALISATION

As at the date of this announcement, the issued and paid-up share capital of the Company is S$237,208,028, comprising 8,014,501,108 Shares. For illustration only, the *pro forma* effects on the share capital and the financial effects of the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation are set out below and are prepared based on the following bases and assumptions:

(a) the effects on the share capital are computed as at the date of this announcement;

(b) the expenses incurred for the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation are disregarded for the purposes of calculating the financial effects;

(b) the *pro forma* financial effects on the net tangible assets ("**NTA**") and gearing are computed based on the latest audited consolidated financial results of the Group for FY2024 and the assumption that the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation had been effected on 31 December 2024;

(c) the *pro forma* financial effects on the loss per share ("**LPS**") are computed based on the latest audited consolidated financial results of the Group for FY2024 and the assumption that the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation had been effected on 1 January 2024; and

(e) the financial effects are for illustration only and not indicative of the actual financial performance or position of the Company or Group after completion of the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation.

6.1. **Share Capital**

	Before the Proposed Placement	**After the Proposed Placement**	**After the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation[(1)]**
No. of Shares	8,014,501,108	10,741,773,908	12,529,746,453
Paid-up capital (S$'000)	237,208	240,208	242,175

Note:

(1) Notwithstanding that the allotment and issuance of Directors' Fees Capitalisation Shares to Mr Ng does not require Shareholders' approval, the Company intends to allot and issue the Directors' Fees Capitalisation Shares to Mr Ng concurrently with the allotment and issuance of the PW Debt Conversion Shares to PW Dental and the Directors' Fees Capitalisation Shares to the other Relevant Directors.

6.2. **NTA**

	Before the Proposed Placement	**After the Proposed Placement**	**After the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation[(1)]**
NTA (SS$'000)	(3,427)	(427)	(427)
No. of Shares	8,014,501,108	10,741,773,908	12,529,746,453
NTA per Share (Singapore cents)	(0.043)	(0.004)	(0.003)

Note:

(1) Notwithstanding that the allotment and issuance of Directors' Fees Capitalisation Shares to Mr Ng does not require Shareholders' approval, the Company intends to allot and issue the Directors' Fees Capitalisation Shares to Mr Ng concurrently with the allotment and issuance of the PW Debt Conversion Shares to PW Dental and the Directors' Fees Capitalisation Shares to the other Relevant Directors.

6.3. **LPS**

	Before the Proposed Placement	**After the Proposed Placement**	**After the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation[(1)]**
Loss attributable to owners of the Company (S$'000)	2,234	2,234	2,234
Basic weighted average number of Shares	8,014,501,108	10,741,773,908	12,529,746,453
LPS (Singapore cents)	0.028	0.021	0.018

Note:

(1) Notwithstanding that the allotment and issuance of Directors' Fees Capitalisation Shares to Mr Ng does not require Shareholders' approval, the Company intends to allot and issue the Directors' Fees Capitalisation Shares to Mr Ng concurrently with the allotment and issuance of the PW Debt Conversion Shares to PW Dental and the Directors' Fees Capitalisation Shares to the other Relevant Directors.

6.4. **Gearing**

	Before the Proposed Placement	**After the Proposed Placement**	**After the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation)[(1)]**
Total borrowings (S$'000)	4,387	4,387	2,714
Total equity attributable to owners of the Company (S$'000)	(3,616)	(616)	1,351
Debt-to-equity ratio[(2)] (times)	1.21	7.12	2.01
Total assets (S$'000)	12,525	15,525	15,525
Debt ratio[(3)] (times)	0.35	0.28	0.17

Notes:

(1) Notwithstanding that the allotment and issuance of Directors' Fees Capitalisation Shares to Mr Ng does not require Shareholders' approval, the Company intends to allot and issue

the Directors' Fees Capitalisation Shares to Mr Ng concurrently with the allotment and issuance of the PW Debt Conversion Shares to PW Dental and the Directors' Fees Capitalisation Shares to the other Relevant Directors.

(2) Debt-to-equity ratio is computed using total borrowings divided by total equity attributable to owners of the Company.

(3) Debt ratio is computed using total borrowings divided by total assets.

7. SHAREHOLDING EFFECTS

The shareholding effects of the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation are set out in **Annex A** of this announcement.

8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed in this announcement and their respective shareholding interests in the Company (if any), none of the Directors or Substantial Shareholders (as defined under the Companies Act 1967 of Singapore) has any interest, direct or indirect, in the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation.

9. DIRECTORS' CONFIRMATION

The Board is of the opinion that after taking into consideration:

(a) the present financial position of the Group, including its banking facilities and bank and cash balances and the demands for payment or repayment as set out in the Demand Letters (as defined in the Going Concern Assumption Announcement), the working capital available to the Group is NOT sufficient to meet its present requirements, and

(b) the banking facilities, bank and cash balances of the Group and the expected net proceeds of the Proposed Placement, assuming the completion of the Proposed Placement, Proposed PW Debt Conversion and the Proposed Directors' Fees Capitalisation, the working capital available to the Group is sufficient to meet its present requirements.

10. ABSTENTIONS FROM VOTING

10.1. Pursuant to Rule 812(2) of the Catalist Rule, Dr Jimmy and his Associates shall abstain from exercising their voting rights in respect of all Shares owned by them and shall not accept appointments as proxies unless specific instructions as to voting are given, in respect of the resolutions to approve the Proposed PW Debt Conversion and the allotment and issuance of PW Debt Conversion Shares to PW Dental.

10.2. Pursuant to Rules 804 and 812(2) of the Catalist Rule, Mr Victor Ng, Mr Jayapal and Mr Lim shall abstain from exercising their voting rights in respect of all Shares owned by them and shall not accept appointments as proxies unless specific instructions as to voting are given, in respect of the resolutions to approve the Proposed Directors' Fees Capitalisation and the allotment and issuance of Directors' Fees Capitalisation Shares to each of them.

11. CIRCULAR AND EGM

The Company will be convening an EGM to seek Shareholders' approval for the Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation. A circular containing, *inter alia*, the notice of the EGM and details of the Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation will be despatched to the Shareholders in due course.

12. DOCUMENTS AVAILABLE FOR INSPECTION

12.1. A copy of the following documents will be available for inspection during normal business hours at the Company's registered office at 745 Lorong 5 Toa Payoh, #01-00, Singapore 319455 for a period of three (3) months from the date of this announcement:

(a) the constitution of the Company;

(b) Confirmation Agreement;

(c) the Placement Agreement;

(d) the PW Debt Conversion Agreement; and

(e) the Annual Report of the Company for FY2024.

12.2. Shareholders who wish to inspect these documents at the registered office of the Company are required to send an email request to jacqueline.tan@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.

13. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Placement Agreement, the Proposed Placement, the Placement Shares, the Proposed PW Debt Conversion, the PW Debt Conversion Shares, the Proposed Proposed Directors' Fees Capitalisation, the Directors' Fees Capitalisation Shares, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement 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 this announcement in its proper form and context.

14. FURTHER ANNOUNCEMENTS

The Company will make further and other announcements at the relevant time as and when there are material developments in relation to the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation, in particular, if and when the approval-in-principle of the SGX-ST for the listing and quotation of the Placement Shares, PW Debt Conversion Shares and Directors Fees' Capitalisation Shares on the Catalist, is received.

15. CAUTION IN TRADING

As at the date of this announcement, Shareholders should be cautioned that the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation are subject to, *inter alia*, fulfilment of certain conditions, and there is no assurance that the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation will proceed or proceed on the present terms.

Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders are advised to refrain from taking any action in respect of their Shares which may be prejudicial to their interests, and to exercise caution when dealing in their Shares. In the event of any doubt, Shareholders should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

By Order of the Board
QUANTUM HEALTHCARE LIMITED

Thomas Tan Gim Chua
Chief Executive Officer and Executive Director
22 September 2025

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

The contact person for the Sponsor is Ms Foo Jien Jieng, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.

Annex A
Shareholding Effects

	Before the Proposed Placement		After the Proposed Placement		After the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation	
	No. of Shares	% of existing issued share capital[(1)]	No. of Shares	% of enlarged share capital[(2)]	No. of Shares	% of enlarged share capital[(3)]
Directors						
Ng Fook Ai Victor	-	-	-	-	87,878,545	0.70
Ramasamy Jayapal	-	-	-	-	7,272,727	0.06
Melvin Lim Chun Siong	-	-	-	-	26,909,091	0.21
Thomas Tan Gim Chua[(4)]	1,434,634,212	17.90	1,434,634,212	13.36	1,434,634,212	11.45
Substantial Shareholders						
Gian Siong Lin Jimmy[(5)]	689,110,471	8.60	689,110,471	6.42	2,285,022,653	18.24
Lifeline Corporation Pte Ltd[(4)]	484,634,212	6.05	484,634,212	4.51	484,634,212	3.87
Chong Leong Fah Derrick	1,233,181,689	15.39	1,233,181,689	11.48	1,233,181,689	9.84
Quek Chin Thean[(6)]	1,657,628,422	20.68	1,657,628,422	15.43	1,657,628,422	13.23
Ang Lay Koong[(4)]	800,000,000	9.98	800,000,000	7.45	800,000,000	6.38
Chen Liang	-	-	1,363,636,400	12.69	1,363,636,400	10.88
Martin Lim Kai Lee	-	-	1,363,636,400	12.69	1,363,636,400	10.88

	Before the Proposed Placement		After the Proposed Placement		After the Proposed Placement, Proposed PW Debt Conversion and Proposed Directors' Fees Capitalisation	
	No. of Shares	% of existing issued share capital(1)	No. of Shares	% of enlarged share capital(2)	No. of Shares	% of enlarged share capital(3)
PW Dental Pte Ltd	-	-	-	-	1,595,912,182	12.74
Former Directors						
Ng Boon Eng	-	-	-	-	70,000,000	0.56

Notes:

(1) Percentage is calculated based on 8,014,501,108 Shares as at the date of this announcement.

(2) Percentage is calculated based on 10,741,773,908 Shares including the Placement Shares.

(3) Percentage is calculated based on 12,529,746,453 Shares including the Placement Shares, PW Debt Conversion Shares and Directors Fees' Capitalisation Shares.

(4) Thomas Tan Gim Chua is deemed to be interested in 800,000,000 shares held by his spouse, Ang Lay Koong pursuant to Section 133(4) of the SFA, 484,634,212 Shares held by Lifeline Corporation Pte Ltd ("**Lifeline**") and 150,000,000 Shares held by Arona Industrial Products Pte Ltd ("**Arona**"). Both Lifeline and Arona are wholly-owned by Thomas. Therefore, Thomas is deemed interested in all of the Shares held by Lifeline and Arona pursuant to Section 4(5) of the SFA.

(5) Dr Jimmy is deemed interested in 1,595,912,182 Shares that will be allotted and issued to PW Dental by virtue of his 100% shareholding in PW Dental.

(6) Held in the name of CGS-CIMB Securities (Singapore) Pte Ltd.