



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

- (1) PROPOSED PLACEMENT OF 400,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.002 PER SHARE TO THE PLACEES BY WAY OF A PRIVATE PLACEMENT
 - (2) PROPOSED ISSUE OF 150,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.002 PER SHARE TO DR. JIMMY GIAN IN RELATION TO THE PROPOSED SETTLEMENT SHARES ISSUANCE
- RECEIPT OF LISTING AND QUOTATION NOTICE; AND
 - UPDATE ON CONSULTATION WITH SGX REGCO IN RELATION TO THE USE OF MARKET CAPITALISATION AS THE REFERENCE POINT WITH RESPECT TO RULES 905 AND 906 OF THE CATALIST RULES FOR THE PROPOSED PLACEMENT OF THE RELEVANT PROPORTION OF THE PLACEMENT SHARES TO MR. QUEK CHIN THEAN
-

1. The board of directors (the “**Board**” or “**Directors**”) of Quantum Healthcare Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the placement and settlement shares issuance announcement dated 30 November 2023 (“**Previous Announcement**”).
2. *Unless otherwise defined, all capitalised terms used herein shall bear the same meanings ascribed to them in the Previous Announcements.*

Receipt of LQN

3. Further to the Previous Announcement, the Board is pleased to announce that the Company had on 18 December 2023 received the listing and quotation notice (“**LQN**”) from the Singapore Exchange Regulation Pte. Ltd. (“**SGX RegCo**”) for the listing and quotation of:
 - (a) up to 400,000,000 new ordinary shares in the capital of the Company (“**Shares**”) (the “**Placement Shares**”) at an issue price of S\$0.002 per Placement Share (“**Placement Price**”) to Mr. Quek and Mr. Lau Chee Heng (“**Mr. Lau**”, and together with Mr. Quek, the “**Placees**” and each a “**Placee**”) in the Relevant Proportion pursuant to the Placement Agreement dated 30 November 2023 (“**Proposed Placement**”); and
 - (b) up to 150,000,000 new Shares (“**Settlement Shares**”) at an issue price of S\$0.002 per Settlement Share (“**Settlement Price**”) to Dr. Gian Siong Lin Jimmy (“**Dr. Jimmy Gian**”) pursuant to the Settlement Agreement dated 30 November 2023 (“**Proposed**

Settlement Shares Issuance”).

4. The listing and quotation of the Placement Shares and the Settlement Shares are subject to the following conditions:
 - (a) the Company’s compliance with the SGX-ST’s listing requirements; and
 - (b) Shareholders’ approval to be granted at the EGM to be convened, for the allotment and issuance of the Relevant Proportion of the Placement Shares to each respective Placee, and the allotment and issuance of the Settlement Shares to Dr. Jimmy Gian.
5. Shareholders should note that SGX RegCo’s in-principle approval is not to be taken as an indication of the merits of the Placement shares, the Proposed Placement, the Settlement Shares, the Proposed Settlement Shares Issuance, the Company and/or its subsidiaries.
6. The Placement Shares and the Settlement Shares have to be placed out within seven (7) market days from the date of the EGM.
7. The LQN further stipulates that in the event the Company acquires any asset from the Placees, Dr. Jimmy Gian and/or their related parties, the SGX RegCo reserves the right to aggregate the acquisitions, the Placement Shares and the Settlement Shares and deem the subsequent asset injections as a very substantial acquisition or reverse takeover under Rule 1015 of the Catalyst Rules.

Appropriate Benchmark for Thresholds in Rules 905 & 906 of the Catalyst Rules

8. In addition, the Board wishes to announce that following the consultation made by the Company, in relation to the Proposed Placement of the Relevant Proportion of the Placement Shares to Mr. Quek which is an interested person transaction (the “**IPT Transaction**”), on whether the appropriate benchmark to calculate the relevant thresholds in Rules 905 and 906 of the Catalyst Rules should be the Company’s market capitalisation, in view of the Group’s net tangible liabilities of S\$6,436,000 based on latest audited financial statements of the Group for FY2022, the Company had on 18 December 2023 been informed by the SGX Regco of its approval in relation to the use of market capitalisation for the proposed IPT Transaction, as the basis for computing the thresholds under Rules 905 and 906 of the Catalyst Rules.
9. The Company’s market capitalisation as at 30 November 2023, being the date of the Previous Announcement, was S\$15,675,452, which was determined by multiplying the total number of issued shares of 7,464,501,108 Shares by S\$0.0021 being the volume weighted average price of such Shares transacted on 21 November 2023, being the last full market day on which there was trading in the Shares prior to the date on which the Placement Agreement was executed.
10. The Proposed Placement of 150,000,000 Shares to Mr. Quek is valued at S\$300,000 and based on the SGX-ST Decision, this will amount to approximately 1.91% of the Company’s market capitalisation as at 30 November 2023. Accordingly, as the Proposed Placement of the Relevant Proportion of the Placement Shares to Mr. Quek does not cross any of the thresholds set out in Rule 905(1) or 906(1) of the Catalyst Rules, no announcement or Shareholders’ approval is

needed for the Proposed Placement of the Relevant Proportion of the Placement Shares to Mr. Quek in respect of Chapter 9 of the Catalist Rules.

11. The Company will convene the EGM in due course to seek the approval from the Shareholders, *inter alia*, for the Proposed Placement and the Proposed Settlement Shares Issuance. A circular, together with a notice of the EGM to be convened, will be despatched to the Shareholders in due course.

By Order of the Board of Directors

QUANTUM HEALTHCARE LIMITED

Thomas Tan Gim Chua

Chief Executive Officer and Executive Director

18 December 2023

*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 Lim Hui Ling, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg