

QT VASCULAR LTD.
(Company Registration No. 201305911K)
(Incorporated in Singapore)

- (1) **PROPOSED ACQUISITION OF 60% OF HEALTHCARE GROUP AND PROPOSED SUBSCRIPTION OF 4,055,555,556 NEW ORDINARY SHARES IN THE CAPITAL OF NEWCO AT AN ISSUE PRICE OF S\$0.0018 PER SHARE**
- (2) **EXTRAORDINARY GENERAL MEETINGS OF THE COMPANY CALLED PURSUANT TO SECTION 177 OF THE COMPANIES ACT ON 6 DECEMBER 2021 AND 15 DECEMBER 2021 TO APPROVE NEW DIRECTORS AND REMOVE CURRENT DIRECTORS**

- YOUR VOTE IS IMPORTANT

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings ascribed to them in the Company's announcement dated 25 May 2021.

1. The Board of Directors ("**Directors**") of QT Vascular Ltd ("**Company**") refers to the announcements by the Company dated 25 May 2021, 18 November 2021 and 30 November 2021 in relation to the Proposed Transactions by way of the proposed Scheme.
2. By way of an update on the status of the Proposed Transactions, the Company has to-date received:
 - (a) a declaration from the Monetary Authority of Singapore that subdivisions (2) and (3) of Division 1 of Part XIII of the SFA (other than section 257) shall not apply to the issue of NewCo Shares pursuant to the Scheme for a period of six (6) months commencing on 5 October 2021;
 - (b) guidance from the Singapore Exchange Regulation Pte Ltd ("**SGX-Regco**") that the listing and delisting requirements under Chapter 4 and Rules 1307, 1308 and 1309 of the Catalist Rules are not applicable to the proposed Scheme subject to certain conditions, the details of which are set out in the Company's announcement dated 18 November 2021; and
 - (c) the approval in-principle from the SGX-Regco for the listing and quotation of:
 - (i) up to 2,268,306,358 NewCo Shares, to be allotted and issued to the existing Shareholders of the Company on the basis of one (1) NewCo Share for every one (1) Share held by each existing Shareholder of the Company;
 - (ii) up to 277,777,778 NewCo Shares to be allotted and issued to the Vendor on completion of the Proposed Acquisition;
 - (iii) up to 4,055,555,556 NewCo Shares to be issued to the Investors on completion of the Proposed Subscription; and
 - (iv) up to 65,995,871 NewCo Shares to be issued pursuant to the exercise of outstanding options under the Company's existing option schemes¹, vesting of share awards and the outstanding unlisted warrants issued to GEM Global Yield Fund LLC SCS,

¹ This comprises the 2014 QTV Employee Share Option Scheme, 2013 QTV Share Plan, 2010 Equity Incentive Plan and 2005 Stock Plan, awards under the QT Vascular Restricted Share Plan 2015.

details of which are set out in the Company's announcement dated 30 November 2021. The above approvals are material for implementation of the Scheme.

3. The next step to implementation of the Scheme would have been to seek the leave of Court to convene the Scheme Meeting for Shareholders to vote on the Scheme.

SHAREHOLDERS SHOULD THEREFORE NOTE THAT THE REQUISITIONS BY MISSION WELL LIMITED AND TANSRI SARIDJU BENUI TO CONVENE THE EXTRAORDINARY GENERAL MEETINGS ("EGMS") ON 6 DECEMBER 2021 TO APPOINT NEW DIRECTORS AND 15 DECEMBER 2021 TO REMOVE ALL THE CURRENT DIRECTORS, IF SUCCESSFUL, COULD HAVE SIGNIFICANT IMPACT ON THE PROGRESS OF THE PROPOSED TRANSACTIONS BY WAY OF THE SCHEME SUCH AS WHERE THE NEWLY APPOINTED DIRECTORS MAY DECIDE NOT TO PROCEED WITH THE PROPOSED TRANSACTIONS.

ACCORDINGLY, THE CURRENT DIRECTORS, WHO HAVE BEEN WORKING CLOSELY WITH THE PROFESSIONAL ADVISORS IN ADVANCING PROGRESS OF THE PROPOSED TRANSACTIONS BY WAY OF THE SCHEME, STRONGLY URGE SHAREHOLDERS TO TAKE INTO CONSIDERATION THE STATUS OF THE PROPOSED TRANSACTIONS AND VOTE AT THESE EGMS AND TO MAKE YOUR VOTES COUNT, BY SUBMIT YOUR PROXIES WITHIN THE STIPULATED TIMES IN THE RESPECTIVE EGMS' CIRCULARS.

By Order of the Board of Directors
QT VASCULAR LTD.

Sho Kian Hln
Independent Director
2 December 2021

*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.*

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