

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of QT Vascular Ltd. (the “**Company**”) will be held by way of electronic means on 3 August 2020 at 9:00 a.m. for the purposes set out below.

The Notice has been made available on SGXNet and the AGM registration website at URL <https://www.meetings.vision/qtv-agm-registration>. A printed copy of this Notice, the proxy form and other documents related to the AGM will not be despatched to members.

ORDINARY BUSINESS

AS ORDINARY RESOLUTIONS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors’ Report thereon. (Resolution 1)
2. To approve the payment of Directors’ fees of US\$216,000 for the financial year ended 31 December 2019 to be paid in arrears. (Resolution 2)
3. To re-elect Dr Eitan Konstantino, who is retiring pursuant to Article 98 of the Company’s Constitution. *See explanatory note (i)* (Resolution 3)
4. To re-elect Dr Amir Belson, who is retiring pursuant to Article 98 of the Company’s Constitution. *See explanatory note (ii)* (Resolution 4)
5. To transact any other ordinary business which may be properly transacted at the AGM.

SPECIAL BUSINESS

AS ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following as Ordinary Resolutions, with or without modifications:

6. 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 Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”)(“**Catalist Rules**”), the Directors of the Company be authorised and empowered to:

- (l) (a) allot and issue 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



NOTICE OF ANNUAL GENERAL MEETING

(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 and subsidiary holdings) (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 and subsidiary holdings) (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 and subsidiary holdings) 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 the exercise of share options or vesting of share awards provided that 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;

Any adjustments in accordance with 6(II)(b)(i) or 6(II)(b)(ii) above shall only be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

- (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), all applicable legal requirements under the Act and the Constitution for the time being of the Company; 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 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 earlier.

See explanatory note (iii)

(Resolution 5)

7. **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 Act, 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 earlier.

See explanatory note (iv)

(Resolution 6)



NOTICE OF ANNUAL GENERAL MEETING

8. **Authority to allot and issue shares under the 2014 QTV Employee Share Option Scheme (the “Scheme”)**

THAT the directors of the Company be and are hereby authorized to:

- (i) offer and grant options to purchase Shares (“**Options**”) in accordance with the provisions of the Scheme as from time to time amended, modified or supplemented and approved by Shareholders in general meeting;
- (ii) pursuant to Section 161 of the Act, 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 Scheme while this Resolution was in force,

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 (v)

(Resolution 7)

9. **Authority to allot and issue shares under the QT Vascular Restricted Share Plan 2015 (“Share Plan”)**

THAT the directors of the Company be and are hereby authorized to:

- (i) grant awards of Shares (“**Awards**”) in accordance with the provisions of the Share Plan as from time to time amended, modified or supplemented and approved by Shareholders in general meeting;
- (ii) pursuant to Section 161 of the Act, 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 Awards; 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 vesting of any Award granted by the Directors in accordance with the Share Plan while this Resolution was in force,

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 (vi)

(Resolution 8)

10. **The Proposed Renewal of the Share Buy-Back Mandate**

THAT:

- (a) for the purposes of Sections 76C and 76E of the Act, the exercise by the Directors of the Company be and are hereby authorized to exercise all the powers of the Company to purchase or otherwise acquire the Shares not exceeding in aggregate the Maximum Limit (as defined below), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as defined below), whether by way of:
 - (i) market purchase(s) (each a “**Market Purchase**”) on the SGX-ST transacted through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or



NOTICE OF ANNUAL GENERAL MEETING

- (ii) off-market purchase(s) (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with an equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Catalist Rules and the Act; on the terms of the Appendix and otherwise in accordance with all other laws and regulations including but not limited to, the provisions of the Constitution of the Company and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buy-Back Mandate**”);
- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors of the Company at any time and from time to time during the Relevant Period (as hereinafter defined) and expiring on the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company is held or date by which such annual general meeting is required to be held;
 - (ii) the date on which the share buy-backs are carried out to the full extent of the Share Buy-Back Mandate; or
 - (iii) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked;
- (c) For the purposes of this Resolution:

“**Maximum Limit**” means ten per cent. (10%) of the total issued Shares of the Company as at the date of the passing of this ordinary resolution, unless the Company has effected a reduction of the share capital of the Company (other than a reduction by virtue of a share buy-back) in accordance with the applicable provisions of the Act, at any time during the Relevant Period (as hereinafter defined) in which event the issued Shares of the Company shall be taken to be the total number of the issued Shares as altered by such capital reduction (the total number of Shares shall exclude any Shares that may be held as treasury shares by the Company from time to time);

“**Relevant Period**” means the period commencing from the date of the passing of this Resolution and expiring on the earliest of the date on which the next annual general meeting of the Company is held or is required by law to be held, the date on which the share buy-backs are carried out to the full extent of the Share Buy-Back Mandate, or the date the said mandate is revoked or varied by the Company in a general meeting;

“**Maximum Price**”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of Market Purchase, five per cent. (5%) above the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded before the day on which the Market Purchase was made by the Company and deemed to be adjusted for any corporate action that occurs during the relevant five (5)-day period and the day on which the purchases are made; and

▶ NOTICE OF ANNUAL GENERAL MEETING

- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, ten per cent. (10%) above the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded before the day on which the Company makes an announcement of an offer under the Off-Market Purchase scheme stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5)-day period and the day on which the purchases are made; and

“**Market Day**” means a day on which the SGX-ST is open for trading in securities;

- (d) the number of Shares which may in aggregate be purchased or acquired by the Company during the Relevant Period shall be subject to the Maximum Limit;
- (e) the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased by the Company, pursuant to the Share Buy-back Mandate in any manner as they think fit, which is permitted under the Act; and
- (f) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents) as they and/or he may consider desirable, expedient, or necessary to give effect to the transactions contemplated by this Resolution.

See explanatory note (vii)

(Resolution 9)

By Order of the Board

Lee Pih Peng
Company Secretary
18 July 2020

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS TO BE TRANSACTED

ORDINARY BUSINESS

- (i) Ordinary Resolution 3, if passed will re-appoint Dr Eitan Konstantino as Director of the Company. Dr Eitan Konstantino is an executive Director and the Chief Executive Officer of the Company. Dr Eitan Konstantino, will upon the re-election, remain as a member of the Nominating Committee.
- (ii) Ordinary Resolution 4, if pass will re-elect Dr Amir Belson as Director of the Company. Dr Amir Belson is an Independent Director of the Company. Dr Amir Belson will, upon the re-election, remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee. The Board considers Dr Amir Belson to be independent for the purpose of Rule 704(4) of the Catalist Rules.
- (iii) The term of office of the existing auditors of the Company, KPMG LLP, will expire at the conclusion of the forthcoming annual general meeting and as they have indicated to the Company that they do not wish to seek re-appointment for another term of office. The Company will be taking the necessary steps to identify another accounting entity to be appointed as the new auditors of the Company, and will update Shareholders on such proposed appointment in due course.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

- (iii) Ordinary Resolution 5, 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.
- (iv) Ordinary Resolution 6, 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 to holders of outstanding options which were awarded under the QTV 2013 Share Plan, the 2005 Stock Plan and the 2010 Equity Incentive Plan pursuant to the exercise of such outstanding options. 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. The Company had ceased issuing additional options under the QTV 2013 Share Plan since 25 April 2014. However, subsisting options granted prior to such date 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.
- (v) Ordinary Resolution 7 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) offer and grant Options under the terms of the Scheme and (ii) allot and issue Shares pursuant to the exercise of Options to be granted under the Scheme.
- (vi) Ordinary Resolution 8, 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) grant awards under the terms of the Share Plan and (ii) allot and issue Shares pursuant to the vesting of the Awards to be granted under the Share Plan.
- (vii) Ordinary Resolution 9 above, if passed, will provide the mandate to allow the Company to purchase or otherwise acquire Shares, on the terms and subject to the conditions set out in the Resolution and the Appendix. Please refer to the Appendix for more details.

NOTICE OF ANNUAL GENERAL MEETING

FURTHER NOTES:

1. The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. Due to the current COVID-19 restriction orders in Singapore, members will not be able to attend the AGM in person. Members will be able to watch the proceedings of the AGM through a “live” webcast via their mobile phones, tablets or computers or listen to these proceedings through a “live” audio feed via telephone. In order to do so, members who wish to watch the “live” webcast or listen to the “live” audio feed must pre-register by 9:00 a.m. on 1 August 2020, at <https://www.meetings.vision/qtv-agm-registration>. Following authentication of their status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the AGM by 2:00 p.m. on 2 August 2020. Members who do not receive an email by 2:00 p.m. on 2 August 2020 should contact the Company’s Share Registrar, by email at SG.IS.Enquiry@sg.tricorglobal.com.

Persons holding shares through relevant intermediaries who wish to participate in the AGM via webcast should contact their relevant intermediaries through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

3. Members who pre-register to watch the “live” webcast or listen to the “live” audio feed may also submit questions relating to the resolutions to be tabled for approval at the AGM. Please note that members will not be able to ask questions at the AGM “live” during the webcast and the audio feed.

All questions must be submitted by 9:00 a.m. on 25 July 2020 by email to ktong@trirememedical.com.

The Company will address substantial questions relevant to the resolutions to be tabled for approval at the AGM as received from Shareholders either before or during the AGM. The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNet and the Company’s website.

4. A member will not be able to attend the AGM in person. Members (whether individuals or corporates) who wish to exercise their voting rights at the Annual General Meeting must appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the Annual General Meeting. In appointing the Chairman of the Meeting as proxy, members (whether individuals or corporates) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
5. The Chairman of the Meeting, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the Meeting as proxy must:
 - (a) if sent personally or by post, be received at 3A International Business Park, #09-12 ICON @ IBP Tower B, Singapore 609935; or
 - (b) if submitted by email, be received by QT Vascular Ltd., by email at ktong@trirememedical.com.

In either case no later than 9:00 a.m. on 1 August 2020, and in default the instrument of proxy shall not be treated as valid. A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

7. The Annual Report for the financial year ended 31 December 2019 and the Letter to Shareholders dated 18 July 2020 in relation to the proposed renewal of the Share Buyback Mandate have been made available on SGXNET and may be accessed at the Company’s website at <https://qtvvascular.com/us/news/singapore-exchange/reports/>.



NOTICE OF ANNUAL GENERAL MEETING

8. The instrument appointing the Chairman of the Meeting as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
9. Where an instrument appointing the Chairman of the Meeting as proxy is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
10. The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy (such as in the case where the appointor submits more than one instrument of proxy).
11. In the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

Important Reminders

Due to the constantly evolving COVID-19 situation, the Company may be required to change its Annual General Meeting arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNET for updates on the Annual General Meeting. Further, in view of the current COVID-19 measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, (b) completing the pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this Notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as proxy for the AGM (including any adjournment thereof);
- (ii) processing of the pre-registration for purposes of granting access to members to the "live" webcast or "live" audio feed of the AGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr Amir Belson and Dr Eitan Konstantino are the Directors seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 3 August 2020 ("AGM") (collectively, the "Retiring Directors" and each a "Retiring Director").

Pursuant to Rule 720(5) of the Catalist Rules of the SGX-ST, the information relating to the retiring Directors as set out in Appendix 7F of the Catalist Rules of the SGX-ST is disclosed below:

	Mr Amir Belson	Dr Eitan Konstantino
Date of Appointment	4 August 2016	11 July 2013
Date of last re-appointment	31 May 2017	31 May 2017
Age	57	52
Country of principal residence	Israel	United States of America
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mr Amir Belson as the Independent Chairman of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his qualifications, expertise, past experiences and overall contribution since he was appointed as a Director of the Company. Mr Amir Belson is considered independent for the purposes of Catalist Rule 704(7).	The re-election of Dr Eitan Konstantino as the Executive Director and Chief Executive Officer of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his qualifications, expertise, past experiences and overall contribution since he was appointed as a Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Executive. Primarily responsible for the business development and overall management of the Group.
Job Title (e.g. Lead ID, AC Chairman, AC member etc.)	Independent Chairman, Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees.	Chief Executive Officer and a member of the Nominating Committee.
Professional qualifications	<ul style="list-style-type: none"> • MD degree, Cum Laude, Technion Institute of Technology • Master's Degree in Pediatrics, Sackler School of Medicine, Tel-Aviv University • Member of the Israeli Pediatric Association • Member of the Israeli Medical Association • Member of the Israeli Society of Clinical Pediatrics • Member of American Society of Nephrology • Member of American Society of Gastrointestinal Endoscopy 	PhD in Laser Surface Treatment, Optical Design and Materials Science, Technion-Machon Technologi Le'Israel

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Amir Belson	Dr Eitan Konstantino
Working experience and occupation(s) during the past 10 years	<p>2005 to Present: Qool Therapeutics, Inc., Founder and Board Member</p> <p>2007 to Present: Alter-G, Inc., Board Member</p> <p>2007 to Present: Zipline Medical, Inc., Founder and Board Member</p> <p>2009 to Present: VasoStitch, Inc.; Founder and Board Member</p> <p>2010 to Present: Modular Surgical, Inc., Founder and Board Chairman</p> <p>2011 to Present: Emboline, Inc., Founder and Board Chairman</p> <p>2012 to Present: Oxyvive, Inc., Founder and Board Member</p> <p>2014 to Present: SuperRenal, Inc., Founder and Board Chairman</p> <p>2014 to Present: Radiation Ltd, Founder and Board Member</p> <p>2015 to Present: Relimetrics, Inc, Board Member</p> <p>2016 to Present: PAFA Medical, Founder and Board Chairman</p> <p>2018 to Present: Amnis Corporation, Board Member</p>	<p>2005 to Present: TriReme Medical, LLC., Chief Executive Officer</p> <p>2012 to Present: Singapore Medtech Accelerator Pte. Ltd., Director</p> <p>2013 to Present: EM Device Innovation Pte. Ltd., Director</p> <p>2013 to Present: QT Vascular Ltd., Chief Executive Officer</p> <p>2019 to Present: Expanse Medical, Inc., Founder</p>
Shareholding interest in the listed issuer and its subsidiaries	Direct interest: 3,168,948 shares, representing 0.14%	Direct interest: 59,189,562 shares, representing 2.65%
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issue or of any of its principal subsidiaries	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Amir Belson	Dr Eitan Konstantino
Conflict of Interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments Including Directorships		
Past (for the last 5 years)	Vascular Pathways, Inc.	Co-Chairman of the F04.30.06 Cardiovascular Standards Task Group of the American Society for Testing and Materials
Present	<ol style="list-style-type: none"> 1. AlterG, Inc. 2. Emboline, Inc. 3. Modular Surgical, Inc. 4. Oxyvive, Inc. 5. Qool Therapeutic, Inc. 6. Radiation Ltd. 7. SuperRenal, Inc. 8. VasoStitch, Inc. 9. Zipline Medical, Inc. 	<ol style="list-style-type: none"> 1. Singapore Medtech Accelerator Pte. Ltd. 2. Member of SPRING Singapore's Medtech Network of Advisors 3. EM Device Innovation Pte. Ltd. 4. Expanse Medical, Inc.
Information required pursuant to Catalyst Rules 704(6) and/or 704(7)		
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Amir Belson	Dr Eitan Konstantino
(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Amir Belson	Dr Eitan Konstantino
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:		
i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No
ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No
iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Amir Belson	Dr Eitan Konstantino
iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No
Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.	Not applicable. This is a re-election of a director.	Not applicable. This is a re-election of a director.
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable. This is a re-election of a director.	Not applicable. This is a re-election of a director.

This page has been intentionally left blank.

QT VASCULAR LTD.

Company Registration No. 201305911K
(Incorporated in the Republic of Singapore)

PROXY FORM Annual General Meeting

This form of proxy has been made available on SGXNet and the Company's website and may be accessed at the URLs <https://www.sgx.com/securities/company-announcements> and <https://www.meetings.vision/qtv-agm-registration>. A printed copy of this form of proxy will NOT be despatched to members.

IMPORTANT

Due to the current COVID-19 restriction orders in Singapore, members will not be able to attend the AGM in person. Members will be able to watch the proceedings of the AGM through a "live" webcast via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone. In order to do so, members who wish to watch the "live" webcast or listen to the "live" audio feed must pre-register by 9:00 a.m. on 1 August 2020, at <https://www.meetings.vision/qtv-agm-registration>. Following authentication of their status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the AGM by 2:00 p.m. on 2 August 2020. Members who do not receive an email by 2:00 p.m. on 2 August 2020 should contact the Company's Share Registrar by email at SG.IS.Enquiry@sg.tricorglobal.com.

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company (and his appointed proxy(ies)) consents to the collection, use and disclosure of their personal data by the Company (or its agents or service providers) for such purposes and/or otherwise with the personal data privacy terms set out in the Notice of Annual General Meeting dated 18 July 2020.

I/We, _____ (name) of _____ (NRIC/Passport No./
Company Registration No.) of _____ (address) being a *member/members
of **QT Vascular Ltd.** (the "**Company**"), hereby appoint :

the Chairman of the Annual General Meeting (the "**Meeting**")

as *my/our *proxy/proxies to attend, speak and vote for *me/us on *my/our behalf at the Meeting of the Company to be held by way of electronic means on 3 August 2020 at 9:00 a.m. and at any adjournment thereof. *I/We direct the Chairman of the Meeting to vote for, against and/or to abstain from the resolutions to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the Chairman may vote or abstain from voting at his discretion, as he may on any other matter arising at the Meeting.

No.	ORDINARY RESOLUTION	Number of votes For*	Number of votes Against*	Number of votes Abstaining*
	ORDINARY BUSINESS			
1.	To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors' Report thereon.			
2.	To approve the payment of Directors' fees of US\$216,000 for the financial year ended 31 December 2019 to be paid in arrears.			
3.	To re-elect Dr Eitan Konstantino, who is retiring pursuant to Article 98 of the Company's Constitution.			
4.	To re-elect Dr Amir Belson, who is retiring pursuant to Article 98 of the Company's Constitution.			
	SPECIAL BUSINESS			
5.	To approve the authority to allot and issue shares			
6.	To approve the authority to allot and issue shares pursuant to options granted by the Company under the QTV 2013 Share Plan and assumed by the Company under the 2005 Stock Plan and the 2010 Equity Incentive Plan.			
7.	To approve the authority to allot and issue shares under the 2014 QTV Employee Share Option Scheme.			
8.	To approve the authority to allot and issue shares under the QT Vascular Restricted Share Plan 2015.			
9.	To approve the proposed renewal of the Share Buy-Back Mandate.			

* Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against"; or to "Abstain" from, the relevant resolution, please tick (✓) within the relevant box provided. Alternatively, if you wish to exercise your votes in a proportion of "For", "Against" or/and to "Abstain" from the relevant resolution, please indicate the number of shares in the boxes provided.

Date this _____ day of _____ 2020

Total Number of Shares held (see Note 1)	
CDP Register	
Member's Register	
TOTAL	

Signature(s) of Member(s)/Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF



NOTES TO PROXY FORM:

1. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
2. Due to the current COVID-19 restriction orders in Singapore, members will not be able to attend the AGM in person. Members will be able to watch the proceedings of the AGM through a "live" webcast via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone. In order to do so, members who wish to watch the "live" webcast or listen to the "live" audio feed must pre-register by 9:00 a.m. on 1 August 2020, at <https://www.meetings.vision/qtv-agm-registration>. Following authentication of their status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the AGM by 2:00 p.m. on 2 August 2020. Members who do not receive an email by 2:00 p.m. on 2 August 2020 should contact the Company's Share Registrar, by email at SG.IS.Enquiry@sg.tricorglobal.com.
3. The Chairman of the Meeting, as proxy, need not be a member of the Company.
4. The instrument appointing the Chairman of the Meeting as proxy must:
 - (a) if sent personally or by post, be received at 3A International Business Park, #09-12 ICON @ IBP Tower B, Singapore 609935; or
 - (b) if submitted by email, be received by QT Vascular Ltd. by email at ktong@trirememedical.com,In either case no later than 9:00 a.m. on 1 August 2020, and in default the instrument of proxy shall not be treated as valid. A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
5. The instrument appointing the Chairman of the Meeting as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
6. Where an instrument appointing the Chairman of the Meeting as proxy is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
7. The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy (such as in the case where the appointor submits more than one instrument of proxy).
8. In the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

Important Reminders

Due to the constantly evolving COVID-19 situation, the Company may be required to change its Annual General Meeting arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNET for updates on the Annual General Meeting. Further, in view of the current COVID-19 measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.