

CIRCULAR DATED 19 NOVEMBER 2020

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

IF YOU ARE IN DOUBT ABOUT ITS CONTENTS OR THE ACTION THAT YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

If you have sold or transferred all your ordinary shares in the capital of QT Vascular Ltd. (the “**Company**”) through the Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular to the purchaser or transferee as CDP will arrange for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your shares which are not deposited with CDP, you should forward this Circular together with the Notice of Extraordinary General Meeting and the enclosed Proxy Form immediately to the purchaser or the transferee or to the stockbroker, bank or agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

This Circular has been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “**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 document, including the correctness of any of the statements or opinions made or reports contained in this document. The Sponsor has also not drawn on any specific technical expertise in its review of this Circular.

The contact person for the Sponsor is Ms. Gillian Goh, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, sponsorship@ppcf.com.sg).

Terms appearing on the cover of this Circular bear the same meanings as defined in this Circular.



**CIRCULAR TO SHAREHOLDERS
IN RELATION TO**

THE PROPOSED APPOINTMENT OF MOORE STEPHENS LLP AS AUDITOR

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	2 December 2020 at 9:00 a.m.
Date and time of Extraordinary General Meeting	:	4 December 2020 at 9:00 a.m.
Place of Extraordinary General Meeting	:	The Extraordinary General Meeting will be held by way of electronic means

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires or otherwise stated:

“ACRA”	:	The Accounting and Corporate Regulatory Authority of Singapore
“Act” or “Companies Act”	:	The Companies Act (Chapter 50) of Singapore, as may be amended, modified or supplemented from time to time
“AC”	:	The Audit Committee of the Company as at the date of this Circular
“AGM”	:	Annual general meeting of the Company
“Announcement”	:	Announcement dated 19 November 2020 in relation to the Proposed Appointment of Auditor
“Board”	:	The board of Directors of the Company
“Catalist”	:	The sponsor-supervised listing platform of the SGX-ST
“Catalist Rules”	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as may be amended or modified from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 19 November 2020
“Company”	:	Qt Vascular Ltd
“Constitution”	:	The constitution of the Company as may be amended, modified or supplemented from time to time
“Director”	:	A director of the Company (whether executive or non-executive) as at the date of this Circular and the term “Directors” shall be construed accordingly
“EGM” or “Extraordinary General Meeting”	:	The extraordinary general meeting of the Company to be held on 4 December 2020 at 9:00 a.m. (by way of electronic means (via LIVE WEBCAST and AUDIO ONLY MEANS), notice of which is set on pages N-1 to N-3 of this Circular
“FY”	:	Financial year ended or ending 31 December
“Group”	:	Collectively, the Company and its subsidiaries
“KPMG”	:	KPMG LLP
“Moore Stephens”	:	Moore Stephens LLP
“Mr Neo”	:	Mr Neo Keng Jin
“Mr Ng”	:	Mr Willy Ng Chiou Gee
“Notice of EGM”	:	The notice of EGM as set out on pages N-1 to N-3 of this Circular
“Ordinary Resolution”	:	A resolution to be passed by more than 50% of Shareholders present and voting either in person or by proxy at the EGM, as set

DEFINITIONS

out in the Notice of EGM

- “Proposed Appointment of Auditor”** : The proposed appointment of Moore Stephens as the auditor
- “Proxy Form”** : The proxy form in respect of the EGM as set out in this Circular
- “Register of Members”** : The register of members of the Company
- “Securities Account”** : A securities account maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent
- “Securities and Futures Act” or “SFA”** : The Securities and Futures Act (Chapter 289) of Singapore, as may be amended, modified or supplemented from time to time
- “SGX-ST”** : Singapore Exchange Securities Trading Limited
- “Shareholders”** : Registered holders of Shares in the Register of Members, except that where the registered holder is CDP, the term **“Shareholders”** shall, where the context admits, mean persons named as Depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited
- “Substantial Shareholder”** : A person (including a corporation) who has an interest or interests in one or more voting Shares in the Company, and the votes attached to that Share, or those Shares, is not less than five per cent. (5%) of the total votes attached to all the voting Shares in the Company
- “S\$” and “cents”** : Singapore dollars and cents, respectively, the lawful currency of the Republic of Singapore
- “%” or “per cent.”** : Per centum or percentage

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them, respectively, in Section 81SF of the SFA or any statutory modification thereof, as the case may be.

The term **“subsidiary”** shall have the meaning ascribed to them in Section 4 and Section 5 of the Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the one gender shall, where applicable, include all other and neuter genders. References to natural persons shall, where applicable, include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Act, the SFA, Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the meanings ascribed to it under the Act, the SFA, Catalist Rules or any modification thereof, as the case may be, unless otherwise provided.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

LETTER TO SHAREHOLDERS

QT VASCULAR LTD

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

Directors:

Amir Belson (Independent Chairman)
Eitan Konstantino (Chief Executive Officer)
Gregory David Casciaro (Independent Director)
Sho Kian Hin (Independent Director)

Registered Office:

3A International Business Park
#09-12 ICON @ IBP Tower B
Singapore 609935

19 November 2020

To: The Shareholders of QT Vascular Ltd

Dear Shareholder,

THE PROPOSED APPOINTMENT OF MOORE STEPHENS LLP AS THE AUDITOR

1. INTRODUCTION

- 1.1** As announced by the Company in the Announcement, the Board is proposing to convene the EGM to seek approval from Shareholders for the proposed appointment of Moore Stephens as the auditor of the Company and its Singapore-incorporated subsidiaries, to fill the vacancy in the office of the auditor of the Company and its Singapore-incorporated subsidiaries which has arisen for reasons as further elaborated below.
- 1.2** The purpose of this Circular is to provide Shareholders with information relating to the Proposed Appointment of Auditor and the rationale thereof, and to seek Shareholders' approval at the EGM to be held by way of electronic means (via LIVE WEBCAST i.e. to contemporaneously observe the proceedings of the meeting by audio and video means and AUDIO ONLY MEANS i.e. contemporaneous observation of the meeting proceedings by audio only means such as by telephone), on 4 December 2020 at 9:00 a.m.. The Notice of EGM is set out on pages N-1 to N-3 of this Circular.

The SGX-ST assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.

2. THE PROPOSED APPOINTMENT OF AUDITOR

2.1 Reasons for the Proposed Appointment of Auditor and Compliance with Rule 712 of the Catalist Rules

At the recent AGM of the Company held on 3 August 2020, the Company did not propose any resolution for the appointment of auditor for FY2020 as KPMG, who had been the auditor of the Company and its Singapore-incorporated subsidiaries since the listing of the Company in 2014, had on 14 July 2020 indicated to the Company that they did not wish to seek re-appointment upon their retirement at such AGM. The Directors of the Company are also of the view that it would be timely to effect a change in external auditor for the cost benefits to the Company.

In light of the vacancy in the office of the auditor arising from the foregoing, the AC, having approached a few mid-tier audit firms for proposals, has received a proposal from Moore

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Stephens in relation to the Proposed Appointment of Auditor, which it has duly reviewed.

Based on such proposal and after taking taking into consideration, *inter alia*, the Audit Quality Indicators Disclosure Framework introduced by the ACRA and the criteria for the evaluation and selection of the external auditors contained in the Guidebook for AC in Singapore and the Audit Committee Guide issued by the Singapore Institute of Directors, including factors such as the adequacy of the resources and experiences of the audit firm to be selected and the audit engagement partner to be assigned to the audit, that the audit engagement partner has not been subjected to ACRA's Practice Monitoring Programme review, audit approach, transition plan, the number and experience of supervisory and professional staff to be assigned and the proposed audit fees, the AC is satisfied that Moore Stephens will be able to meet the audit requirements of the Group, and appointing them as auditor of the Company and its Singapore-incorporated subsidiaries best suits the current business and operational needs of the Group.

Accordingly, the AC has recommended to the Board that Moore Stephens be selected for the Proposed Appointment of Auditor.

Having taken into account, *inter alia*, the factors considered in the AC's evaluation and the AC's recommendation as aforesaid, the Board is of the view that it is in the interests of the Company to appoint Moore Stephens as the auditor of the Group for FY2020, subject to the approval of the Shareholders at the EGM.

In this regard,

- (a) Moore Stephens had, on 9 October 2020, given its written consent to be appointed as the Company's auditor and had on 9 October 2020, confirmed that it has not withdrawn its consent to act as the Company's auditor, subject to Shareholders' approval being obtained at the EGM.
- (b) the Board wishes to express their appreciation for the past services rendered by KPMG.

Pursuant to Rule 712(3) of the Catalist Rules, the appointment of Moore Stephens as the Group's new auditors must be specifically approved by Shareholders at a general meeting. The appointment of Moore Stephens would take effect upon the approval of the Shareholders at the EGM and, if appointed, Moore Stephens will hold office until the conclusion of the next AGM to be held in 2021.

2.2 Information on Moore Stephens and the Audit Engagement Partner

Moore Stephens has been established in Singapore for more than 30 years. Since then, they have grown, together with their associate firms, to a leading accountancy and consulting association with approximately 200 partners and staff-

Moore Stephens is a member firm of Moore Global Network Limited, which is regarded as one of the world's leading accounting and consulting associations with 600 offices in 110 countries and more than 30,000 partners and professionals.

Moore Stephens provides services to a diverse range of clients, from large corporations, listed companies to private businesses, entrepreneurs and individuals across a broad array of industry sectors. They are a firm of Chartered Accountants of Singapore registered with ACRA and has significant experience acting as auditors for companies listed on the SGX-ST. For more information about Moore Stephens, please visit its website at <https://www.moorestephens.com>.

Mr Ng will act as the Lead Audit Engagement Partner, who will be responsible for all audit-sign-offs for the Singapore-incorporated entities and project for all international member firm audit. Mr Ng has a wealth of experience with businesses operating in Singapore and the South and

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East Asia region and over 25 years of experience in the audit profession. He has been auditing numerous small to medium privately owned companies, public listed companies and multinational corporations from a wide range of industries, including trading and retail, manufacturing, shipping and logistics, industrial, construction, and real estate, agriculture, oil and gas, energy and mining, information technology, media, communications and entertainment, medical and health wellness and hospitality and services. Mr Ng is a practicing member of the Institute of Singapore Chartered Accountants and also a fellow member of the Association of Chartered Certified Accountants.

Apart from Mr Ng, Moore Stephens will be assigning Mr Neo as concurring partner who will independently evaluate the significant judgements made by the engagement team and the related conclusions reached in forming the overall conclusion on the engagement.

Mr Neo has more than 25 years of audit experience in providing audit and assurance services to a variety of clients, including public companies listed on the SGX-ST and companies involved in medical and health wellness business.

Mr Neo is concurrently the Head of the Audit and Assurance Division and the Head of Initial Public Offerings Group. He is also a director of Moore Stephens Asia Pacific Limited, and previously a panel member of ACRA's Investigation and Disciplinary Committee and currently a member of Institute of Singapore Chartered Accountants – Financial Statements Review Committee. Mr Neo is a practicing member of the Institute of Singapore Chartered Accountants and also a Chartered Valuer and Appraiser.

2.3 Compliance with Rule 712(3) and 715 of the Catalyst Rules

In accordance with Rule 712(3) of the Catalyst Rules, the Directors confirm:

- (a) the Company has received a copy of KPMG's professional clearance letter dated 7 October 2020 to Moore Stephens, confirming that KPMG is not aware of any professional reasons why Moore Stephens should not accept appointment as the auditor of the Company and its Singapore-incorporated subsidiaries;
- (b) the Company confirms that there were no disagreements with KPMG on accounting treatments within the last twelve (12) months up to the date of the Announcement;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Appointment of Auditor that should be brought to the attention of the Shareholders which has not been disclosed in the Announcement;
- (d) the Company confirms that the specific reasons for the Proposed Appointment of Auditor are as disclosed above; and
- (e) subject to Shareholders approving the Proposed Appointment of Auditor at the EGM, the Company confirms that it is in compliance with Rules 712 and 715 of the Catalyst Rules in relation to the proposed appointment of Moore Stephens as the auditor of the Company and its Singapore-incorporated subsidiaries below:
 - (i) Quattro Vascular Pte. Ltd.; and
 - (ii) TriReme Medical Medical (Singapore) Pte. Ltd..

TriReme Medical, LLC, a wholly owned subsidiary of the Group, is not required to be audited in the country of incorporation (United States of America).

2.4 AC's Recommendation

The AC has reviewed the reasons as elaborated in Section 2.1 above, the suitability and independence of Moore Stephens and recommended to the Board that Moore Stephens be

LETTER TO SHAREHOLDERS

appointed as the independent auditor of the Company and its Singapore-incorporated subsidiaries to meet the audit requirements of the Company and the Group for FY2020 and to comply with Rules 712 and 715 of the Catalist Rules.

3. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save for their respective interests in the Company, none of the Directors or its associates has any interest, direct or indirect, in the Proposed Appointment of Auditor. The Company does not have any substantial shareholders as at the date of this Circular.

	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	%	No. of Shares	% ⁽¹⁾
Directors						
Eitan Konstantino	9,189,562	0.41	-	-	9,189,562	0.41
Gregory David Casciaro	1,684,404	0.08	-	-	1,684,404	0.08
Amir Belson	3,168,948	0.14	-	-	3,168,948	0.14
Sho Kian Hin	_(2)	_(3)	-	-	_(2)	_(3)

Notes:

- (1) Based on the Company's issued and paid-up share capital of 2,235,271,500 Shares as at the date of this Circular.
- (2) Less than 1,000 shares
- (3) Less than 0.01%

4. DIRECTORS' RECOMMENDATION

Having considered the rationale and benefit of the Proposed Appointment of Auditor and the AC's recommendation, the Directors are of the opinion that the Proposed Appointment of Auditor is in the best interests of the Company and Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of the Ordinary Resolution in relation to the Proposed Appointment of Auditor set out in the Notice of EGM.

5. EXTRAORDINARY GENERAL MEETING

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, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) watching the EGM proceedings via live webcast or listening to the EGM proceedings via live audio feed, (b) submitting questions in advance of the EGM, and/or (c) voting by proxy at the EGM.

Accordingly, the EGM, notice of which is set out on pages N-1 to N-3 of this Circular, will be held by way of electronic means (via LIVE WEBCAST i.e. to contemporaneously observe the proceedings of the meeting by audio and video means and AUDIO ONLY MEANS i.e. contemporaneous observation of the meeting proceedings by audio only means such as by telephone), on 4 December 2020 at 9:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the Ordinary Resolution in relation to the Proposed Appointment of Auditors set out in the Notice of EGM.

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As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and any prevailing guidelines issued by the government authorities. Accordingly, the Company may be required to take further measures as appropriate, at short notice, up to the date of the EGM, in relation to the convening of the EGM. Conversely, the Company needs to prepare for the EGM logistics based on circumstances prevailing as at the latest practicable time before the issue of the Notice of EGM and Shareholders will not be able to attend a physical meeting in person even if the situation improves by the date of the EGM. The Company thanks Shareholders for their patience, understanding and co-operation, in this regard. **Shareholders should check the Company's announcements on SGXNET for any latest updates in relation to the EGM.**

6. ACTIONS TO BE TAKEN BY SHAREHOLDERS

Due to the current COVID-19 restriction orders in Singapore, Shareholders will NOT be allowed to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM through a "live" webcast or "live" audio feed as set out below:-

(a) Watching the EGM proceedings via Webcast

Shareholders must pre-register at the pre-registration website at the URL: <https://complete-corp.com/qt-vascular-egm/> from now till 2 December 2020 at 9:00 a.m. to enable the Company to verify their status as Shareholders.

Following the verification, authenticated Shareholders will receive an email by 2:00 p.m. on 3 December 2020. The email will contain login credentials and instructions to access the live audio-visual webcast or audio-only of the EGM proceedings. Shareholders who do not receive an email by 12:00 p.m. at 3 December 2020, but have registered by 9:00 a.m. on 2 December 2020, should contact the Company's Share Registrar at qtvascular-egm@complete-corp.com.

(b) Submitting questions in advance of the EGM

Shareholders will not be able to ask questions during the live audio-visual webcast of the EGM proceedings. Therefore, it is important for Shareholders to pre-register and submit their questions in advance of the EGM.

Shareholders can submit questions related to the ordinary resolution to be tabled for approval at the EGM to the Chairman of the EGM, in advance, via email to the Company at ktong@trirememedical.com and should include the Shareholder's identification details to allow the Company to verify Shareholder's status. All questions must be submitted by 9:00 a.m. on 1 December 2020 and the Company will not be able to address questions received after the cut-off time and date. The Company shall address substantial and relevant questions (as may be determined by the Company in its sole discretion) received from the Shareholders relating to the Proposed Appointment of Auditor prior to the EGM via SGXNet and the Company's website.

The Company will publish the minutes as well as responses to the questions received for the EGM on the SGXNet and on the Company's corporate website within one month after the EGM.

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(c) Voting by Proxy

Shareholders (other than CDP) holding Shares who wish to vote, should complete, sign and return the Shareholder Proxy Form attached to the Notice of EGM in accordance with the instructions printed therein as soon as possible and, must appoint the Chairman of the EGM as their proxy by completing and submitting the Proxy Form to the Company in the following manner:-

- (i) If submitted by post, be deposited at registered office of the Company at 3A International Business Park, #09-12 ICON @ IBP Tower B, Singapore 609935; or
- (ii) If submitted electronically, be submitted via email to the Company at ktong@triremomedical.com;

in either case not later than forty-eight (48) hours before the time fixed for holding the EGM, which is by 9:00 a.m. on 2 December 2020.

In appointing the Chairman of the EGM as Proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting in the Proxy Form, failing which the appointment will be treated as invalid.

If the appointor is a corporate, the Proxy Form must be executed under seal or the hand of its duly authorised officer or attorney.

In view of the current COVID-19 measures which may make it difficult for Shareholders to submit completed proxy forms by post, Shareholders are strongly encouraged to submit completed proxy forms electronically via email.

The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy if it is incomplete, improperly complete, 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 EGM as proxy (such as in the case the appointor submits more than one instrument of proxy).

A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited at least 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to vote on any or all of the resolution at the EGM by appointing the Chairman of the EGM as his/her proxy to do so on his/her behalf. In view of Section 81SJ(4) of the Securities and Futures Act (Cap. 289), Singapore, a Depositor shall not be regarded as a shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his/her name appears in the Depository Register maintained by the CDP at least seventy-two (72) hours before the EGM. Any Shareholder who is holding his/her shares via the CDP but whose name is not registered with the CDP seventy-two (72) hours before the EGM will not be entitled to attend and vote at the EGM. Accordingly, even if such shareholder deposits his/her proxy form forty-eight (48) hours before the EGM, the Chairman of the EGM who is appointed as his/her proxy will not be entitled to vote on his/her behalf at the EGM.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm, after making all reasonable enquiries, that to the

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best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Appointment of Auditors as set out herein, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in the Circular 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 the Circular in its proper form and context.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 3A International Business Park, #09-12 ICON @ IBP Tower B, Singapore 609935 during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Constitution of the Company;
- (b) the Annual Report of the Company for FY2019;
- (c) KPMG's professional clearance letter to Moore Stephens dated 7 October 2020; and
- (d) Moore Stephens's letter to the Company in respect of their consent to act as the Company's auditor dated 9 October 2020.

Shareholders who wish to inspect these documents at the registered office of the Company are required to send an email request to ktong@trirememedical.com 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. The inspection of documents will be arranged with each shareholder to limit the number of people who are present at the registered office at any one point in time and such arrangements are subject to the prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be implemented by the relevant authorities from time to time.

Yours faithfully,
For and on behalf of the Board of Directors of
QT Vascular Ltd.

Eitan Konstantino
Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING

QT VASCULAR LTD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of the shareholders of QT Vascular (“**Company**”) will be held by way of electronic means (via LIVE WEBCAST and AUDIO ONLY MEANS) on 4 December 2020, at 9:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the Ordinary Resolution as set out below.

*All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular dated 19 November 2020 (“**Circular**”) to shareholders of the Company (“**Shareholders**”).*

This Notice along with its accompanying proxy form has been made available on SGXNET and the Company’s corporate website which may be accessed at the URL: <https://qtvascular.com/>. **A printed copy of this Notice and the accompanying proxy form will NOT be despatched to Shareholders.**

Ordinary Resolution: Proposed Appointment of Moore Stephens LLP as auditor

THAT approval be and is hereby given:

- (a) Moore Stephens LLP be and are hereby appointed as Auditor of the Company and its Singapore-incorporated subsidiaries and to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms as may be agreed by the Directors of the Company with Moore Stephens LLP; and
- (b) that the Directors or any one of them be and are hereby authorised and empowered to approve and complete and do and execute all such things and acts (including, without limitation, executing all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to this Ordinary Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

By Order of the Board

Lee Pih Peng
Company Secretary

19 November 2020

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The EGM 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 EGM in person. Members will be able to watch the proceedings of the EGM 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 a.m. on 2 December 2020, at <https://complete-corp.com/qt-vascular-egm/>. 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 EGM by 12:00 p.m. on 3 December 2020. Members who do not receive an email by 12:00 p.m. on 3 December 2020 should contact the Company’s Share Registrar by email at qtvascular-egm@complete-corp.com.

Persons holding shares through relevant intermediaries who wish to participate in the EGM 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 EGM.

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 EGM. Please note that members will not be able to ask questions at the EGM “live” during the webcast and the audio feed.

All questions must be submitted by 9:00 a.m. on 1 December 2020 by email to ktong@trirememedical.com.

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

4. A member will not be able to attend the EGM in person. Members (whether individuals or corporates) who wish to exercise their voting rights at the EGM must appoint the Chairman of the EGM as their proxy to attend, speak and vote on their behalf at the EGM. In appointing the Chairman of the EGM 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 EGM, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the EGM 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 2 December 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

7. The Circular in relation to the Proposed Appointment of Auditor has been made available on SGXNET and may be accessed at <https://qtvasc.com/>.
8. The instrument appointing the Chairman of the EGM as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM 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 EGM 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 EGM 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 EGM 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 EGM arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNET for updates on the EGM. 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 EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, (b) completing the pre-registration in accordance with this Notice, or (c) submitting any question prior to the EGM 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 EGM as proxy for the EGM (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 EGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from members received before the EGM 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 EGM (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.

PROXY FORM

QT VASCULAR LTD

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

PROXY FORM Extraordinary 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://complete-corp.com/qt-vascular-egm/>. A printed copy of this form of proxy will NOT be dispatched to members.

IMPORTANT

1. Due to the current COVID-19 restriction orders in Singapore, members will not be able to attend the EGM in person. Members will be able to watch the proceedings of the EGM 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 2 December 2020, at <https://complete-corp.com/qt-vascular-egm/>. 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 EGM by 12:00 p.m. on 3 December 2020. Members who do not receive an email by 12:00 p.m. on 3 December 2020 should contact the Company's Share Registrar by email at qtvascular-egm@complete-corp.com.
2. An investor who holds shares under the Supplementary Retirement Scheme ("SRS Investor") may inform their respective SRS Operators to appoint the Chairman of the Meeting to act as their proxy at least 7 working days before the EGM.
3. 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 Extraordinary General Meeting dated 19 November 2020.

I/We* _____ (Name) _____ (NRIC/Passport No.*)
of _____ (Address)

being a Shareholder/Shareholders* of **QT VASCULAR LTD ("Company")**, hereby appoint the Chairman of the extraordinary general meeting of the Company ("**EGM**"), as my/our* proxy to vote for me/us* on my/our* behalf at the EGM to be held by way of electronic means (via LIVE WEBCAST and AUDIO ONLY MEANS) on 4 December 2020 at 9:00 a.m. and at any adjournment thereof. I/We* direct the Chairman of the EGM to vote for or against, or abstain from voting on the Ordinary Resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the appointment of the Chairman of the EGM as my/our* proxy will be treated as invalid.

The Ordinary Resolution put to the vote at the EGM shall be decided by way of poll.

ORDINARY RESOLUTION	For	Against	Abstain
To approve the proposed appointment of Moore Stephens LLP as the auditor of the Company and its Singapore incorporated subsidiaries			

Notes: If you wish to exercise all your votes "For", "Against" or "Abstain", please tick within the box provided. Alternatively, please indicate the number of shares the Chairman of the EGM, as your proxy, is directed to vote "For", "Against" or "Abstain".

Dated this _____ day of _____ 2020

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



*Delete where inapplicable

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

PROXY FORM

NOTES:

IMPORTANT

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 EGM in person. Members will be able to watch the proceedings of the EGM 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 2 December 2020, at <https://complete-corp.com/qt-vascular-egm/>. 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 EGM by 12:00 p.m. on 3 December 2020. Members who do not receive an email by 12:00 p.m. on 3 December 2020 should contact the Company's Share Registrar by email at qtvascular-egm@complete-corp.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 609930; 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 2 December 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.
9. Similarly, a member of the Company who holds his/her shares through a Relevant Intermediary* (including SRS investors) and who wish to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach his/her Relevant Intermediary (including his/her SRS Operators) to submit his/her voting instructions at least seven (7) working days prior to the date of the Meeting.

*A Relevant Intermediary means:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in

PROXY FORM

that capacity;

- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Important Reminders

Due to the constantly evolving COVID-19 situation, the Company may be required to change its Extraordinary 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 Extraordinary 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.