APPENDIX DATED 16 MAY 2017

THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR ATTENTION.

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

This appendix (the "**Appendix**") to QT Vascular Ltd.'s (the "**Company**") annual report for the financial year ended 31 December 2016 (the "**Annual Report**") is circulated to the shareholders of the Company to provide information in relation to, and to seek Shareholders' approval for, the proposed renewal of the Share Buy-back Mandate (as defined below) and the Proposed Grant of Options (as defined herein) to Mr Mark Allen Wan, an Affiliate of a Controlling Shareholder of the Company, under the 2014 QTV Employee Share Option Scheme (as defined below). The Notice of the Annual General Meeting and the accompanying Proxy Form are enclosed with the Annual Report.

This Appendix has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"), for compliance with the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**"). The Sponsor has not verified the contents of this Appendix.

This Appendix has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this Appendix, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Appendix.

The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.

QTVascular

QT VASCULAR LTD

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

APPENDIX

IN RELATION TO

(1) THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE; AND

(2) THE PROPOSED GRANT OF OPTIONS TO MR MARK ALLEN WAN, AN AFFILIATE OF A CONTROLLING SHAREHOLDER OF THE COMPANY, UNDER THE 2014 QTV EMPLOYEE SHARE OPTION SCHEME (AS DEFINED HEREIN).

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DEFINITIONS

For the purposes of this Appendix, the following definitions apply throughout unless otherwise required or unless otherwise stated:

"**2005 Stock Plan**"	:	The TriReme US share option plan
"**2010 Equity Incentive Plan**"	:	The Quattro Vascular share option plan
"**2014 QTV Employee Share Option Scheme**" or "**Scheme**"	:	The employee share option scheme adopted by the Company on 9 April 2014
"**ACRA**"	:	Accounting & Corporate Regulatory Authority of Singapore
"**Act**"	:	The Companies Act, Chapter 50 of Singapore, as amended, supplemented or modified from time to time
"**AGM**"	:	The annual general meeting of the Company to be held on 31 May 2017
"**Annual Report**"	:	The Company's annual report for the financial year ended 31 December 2016
"**Appendix**"	:	This appendix to Shareholders dated 16 May 2017
"**Associate**"	:	(a) in relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:– (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more. (b) in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
"**BMSIF**"	:	Biomedical Sciences Investment Fund Pte Ltd
"**Bio*One Capital**"	:	Bio*One Capital Pte Ltd
"**Board**"	:	The board of Directors of the Company as at the date of this Appendix
"**Business Day**"	:	A day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks are open for business in Singapore

"**Catalist**"	:	The sponsor-supervised listing platform of the SGX-ST
"**Catalist Rules**"	:	The Listing Manual (Section B: Rules of Catalist) of the SGX-ST, as amended, supplemented or modified from time to time
"**CDP**"	:	The Central Depository (Pte) Limited
"**Closing Date**"	:	3 business days from the date on which all condition precedents specified in the Exchangeable Bond Agreement are satisfied
"**Company**" or "**QTV**"	:	QT Vascular Ltd.
"**Constitution**"	:	The constitution of the Company which was previously known as the memorandum and articles of association of the Company immediately before 3 January 2016
"**Controlling Shareholder**"	:	A person who:- (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company; or (b) in fact exercises control over the Company
"**Directors**"	:	The directors of the Company as at the date of this Appendix
"**EDB**"	:	Economic Development Board of Singapore
"**EDB Investments**"	:	EDB Investments Pte Ltd
"**EDBI**"	:	EDBI Pte Ltd
"**EPS**"	:	Earnings per Share
"**Existing Share Capital**"	:	The existing issued and paid-up share capital of the Company of 1,310,858,710 Shares
"**FY**"	:	Financial year ended 31 December
"**Group**"	:	The Company and its subsidiaries
"**Latest Practicable Date**"	:	4 May 2017, being the latest practicable date prior to the printing of this Appendix
"**Listing**"	:	The admission of the Company to the Catalist and the quotation of the Shares on Catalist on 29 April 2014
"**LPS**"	:	Loss per Share
"**Luminor Capital**"	:	Luminor Capital Pte. Ltd.
"**Luminor Pacific Fund 1**"	:	Luminor Pacific Fund 1 Ltd
"**Market Day**"	:	A day on which the SGX-ST is open for trading in securities
"**NAV**"	:	Net asset value
"**NTA**"	:	Net tangible asset

"NTL"	:	Net tangible liability
"**Options**"	:	The right to subscribe for Shares granted or to be granted pursuant to the 2014 QTV Employee Share Option Scheme
"**Ordinary Resolutions**"	:	The ordinary resolutions as set out in the notice of AGM
"**Proposed Grant of Options**"	:	The proposed grant of Options to Mr Mark Allen Wan, an Affiliate of a Controlling Shareholder of the Company, in the 2014 QTV Employee Share Option Scheme
"**QTV 2013 Share Plan**"	:	The share option plan adopted by the Board following the completion of steps 1 to 7 of the Restructuring Exercise
"**Quattro Vascular**"	:	Quattro Vascular Pte. Ltd., the Company's wholly-owned subsidiary
"**Relevant Period**"	:	The period commencing from the date on which the ordinary resolution relating to the Share Buy-Back Mandate is passed in a general meeting and expiring on the earliest of the date on which the next AGM 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
"**Restructuring Exercise**"	:	Collectively, steps 1 to 10 of the section entitled "Restructuring Exercise and Additional Capitalisation" of the Company's offer document dated 16 April 2014
"**Securities and Futures Act**"	:	The Securities and Futures Act, Chapter 289 of Singapore
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited
"**Shares**"	:	Ordinary shares in the capital of the Company
"**Shareholders**"	:	Registered holders of the Shares in the Register of Shareholders of the Company, except that where the registered holder is CDP, the term "Shareholders" shall, where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose securities accounts those Shares are credited
"**Share Buy-Back Mandate**"	:	The general and unconditional mandate given by Shareholders at the AGM to authorise the Directors to exercise all powers of the Company to purchase or otherwise acquire issued Shares within the Relevant Period, in accordance with the terms set out in this Appendix, as well as the rules and regulations set forth in the Act and the Catalist Rules
"**SIC**"	:	Securities Industry Council of Singapore
"**Substantial Shareholder**"	:	A Shareholder who holds directly or indirectly 5% or more of the total issued share capital of the Company
"**Take-over Code**"	"	The Singapore Code on Take-overs and Mergers, as modified, supplemented or amended from time to time

"**Three Arch Partners**"	:	Three Arch Partners IV, L.P.
"**Three Arch Associates**"	:	Three Arch Associates IV, L.P.
"**Three Share Plans**"	:	Collectively, the 2005 Stock Plan, the 2010 Equity Incentive Plan and the QTV 2013 Share Plan
"**Treasury Shares**"	:	Shares purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate and held by the Company in accordance with Section 76H of the Act
"**TriReme US**"	:	TriReme Medical, LLC, a Delaware limited liability company and its predecessor TriReme Medical, Inc., a Delaware corporation
"**S$**"	:	Singapore dollars
"**US$**"	:	United States dollar
"**%**"	:	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 Securities and Futures Act or any statutory modification thereof, as the case may be.

The expressions "**associate**", "**associated company**", "**subsidiary**", "**Controlling Shareholder**" and "**Substantial Shareholder**" shall have the meaning ascribed to them respectively in the Act and the Catalist Rules.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations.

Any reference in this Appendix to any enactment is a reference to that enactment for the time being amended or re-enacted. Any word defined under the Act, the Securities and Futures Act and the Catalist Rules or any modification thereof and used in this Appendix shall, where applicable, have the meaning ascribed to it under the Act, the Securities and Futures Act and the Catalist Rules or modification as the case may be.

Any reference in this Appendix to a time of day and date shall be a reference to Singapore time and date respectively, unless otherwise stated.

Any discrepancy with the tables in this Appendix between the listed amounts and the totals thereof is due to rounding.

Exchange Rates

Unless otherwise stated, the exchange rate between US$ and S$ was US$1 to S$1.4010 as at the Latest Practicable Date. This exchange rate should not be construed as a representation that the US$ amounts could have been, or could be, converted into Singapore dollars at the rate stated, or at all, and *vice versa*.

QT VASCULAR LTD

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

Board of Directors:

Eitan Konstantino (*Chief Executive Officer)*
Mark Allen Wan *(Non-Independent Non-Executive Director)*
Amir Belson *(Independent Director)*
Gregory David Casciaro *(Independent Director)*
Sho Kian Hin *(Independent Director)*
Gary Ng Sin Tong *(Executive Director)*

Registered Office:

3A International Business Park
#09-10/11/12 ICON @ IBP Tower B
Singapore 609935

16 May 2017

To: The Shareholders of QT Vascular Ltd.

Dear Sir/Madam

(1) THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE; AND

(2) THE PROPOSED GRANT OF OPTIONS TO MR MARK ALLEN WAN, AN AFFILIATE OF A CONTROLLING SHAREHOLDER OF THE COMPANY, UNDER 2014 QTV EMPLOYEE SHARE OPTION SCHEME.

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1. INTRODUCTION

The Directors propose to table, for Shareholders' consideration and approval, the following:

(1) the Proposed Renewal of the Share Buy-back Mandate; and

(2) the Proposed Grant of Options to Mr Mark Allen Wan, an Affiliate of a Controlling Shareholder of the Company, under the 2014 QTV Employee Share Option Scheme**.**

(collectively, the "**Proposals**").

The resolutions pertaining to the Proposals are as set out in the notice of AGM on pages 101 to 105 of the Annual Report.

The purpose of this Appendix is to provide Shareholders with information relating to the Proposals, details of which are set out in Paragraphs 2 and 3 of this Appendix, and to seek Shareholders' approval in relation thereto at the AGM.

2. THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

2.1 The Existing Share Buy-back Mandate

At the annual general meeting of the Company held on 30 April 2015, Shareholders had approved the adoption of the Share Buy-back Mandate to enable the Company to purchase or otherwise acquire Shares. The Share Buy-back Mandate was then renewed by Shareholders at the annual general meeting held on 28 April 2016, with such mandate being expressed to take effect until the conclusion of the Company's forthcoming annual general meeting. Accordingly, as the Share Buy-back Mandate will expire on the date of the forthcoming AGM, the Directors propose that the Share Buy-back Mandate be renewed at the AGM.

2.2 Background

The Act allows a Singapore-incorporated company to purchase or otherwise acquire its issued ordinary shares, stocks and preference shares if the purchase or acquisition is permitted under the Company's Constitution. Article 50(2) of the Company's Constitution expressly permits the Company to purchase its issued Shares. Any purchase or acquisition of Shares by the Company would have to be made in accordance with, and in the manner prescribed by the Act and the Catalist Rules, in particular Part XI of Chapter 8 of the Catalist Rules, which relates to the purchase or acquisition by an issuer of its own shares, and such other laws and regulations as may for the time being be applicable.

It is a requirement under the Act and the Catalist Rules that a company which wishes to purchase or otherwise acquire its own shares should obtain approval of its shareholders to do so at a general meeting. Accordingly, approval is being sought from Shareholders at the AGM for the proposed renewal of the Share Buy-Back Mandate.

If approved by Shareholders at the AGM, the authority conferred by the Share Buy-Back Mandate will take effect from the date of the AGM at which the proposed renewal of the Share Buy-Back Mandate will be approved ("**Approval Date**") and continue to be in force for the duration of the Relevant Period, which is until the earlier of the date on which the next annual general meeting of the Company is held or is required by law to be held, (whereupon it will lapse, unless renewed at such meeting), 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 varied or revoked by the Company in a general meeting. Subject to its continued relevance to the Company, the Share Buy-Back Mandate will be put to Shareholders for renewal at each subsequent annual general meeting of the Company.

2.3 Rationale for the Share Buyback Mandate

The Share Buy-Back Mandate will give the Company the flexibility to purchase or otherwise acquire its Shares if and when circumstances permit. The Directors believe that share buy-backs would allow the Company and the Directors to better manage the Company's share capital structure, dividend payout and cash reserves. In addition, it also provides the Directors the opportunity to exercise control over the Company's share capital structure with a view to enhancing the EPS and/or NAV per Share. Share buy-backs also help the Company to mitigate short term market volatility, offset the effects of short term speculation and bolster Shareholder's confidence.

Pursuant to the Act, Shares purchased or otherwise acquired pursuant to the Share Buy-Back Mandate may be held or dealt with as Treasury Shares. The existing Shares purchased by the Company under the Share Buy-Back Mandate, if held as Treasury Shares, may be used for the purposes set out in paragraph 2.6(iii) of this Appendix, which include but is not limited to the transfer of Treasury Shares to participants of the Scheme pursuant to the exercise of Options granted under the Scheme.

If and when circumstances permit, the Directors will decide whether to effect the Shares purchases via on-market purchases or off-market purchases, after taking into account the amount of surplus cash available, the prevailing market conditions and the most cost effective and efficient approach.

Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate will only be made when the Directors believe that such purchases or acquisitions would be made in circumstances which would not have a material adverse effect on the financial position of the Company or the Group and when the Directors believe that such purchases or acquisitions would benefit the Company and its Shareholders.

2.4 Terms of the Share Buy-Back Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Buy-Back Mandate are summarised below:–

(i) Maximum number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company.

The total number of Shares that may be purchased or acquired by the Company during the Relevant Period shall not exceed ten per cent. (10%) of the total number of issued Shares of the Company as at the Approval Date, unless the Company has, at any time during the Relevant Period, reduced its share capital by a special resolution under Section 78C of the Act, or the court has, at any time during the Relevant Period, made an order under Section 78I of the Act confirming the reduction of share capital of the Company, in which event the total number of Shares shall be taken to be the total number of Shares as altered by the special resolution of the Company or the order of the court, as the case may be. For purposes of calculating the percentage of Shares referred to above, any of the Shares which are held as Treasury Shares will be disregarded.

For illustrative purposes only, based on the existing issued and paid-up share capital of the Company as at the Latest Practicable Date comprising 1,310,858,710 Shares, and assuming no further Shares are issued on or prior to the AGM, no more than 131,085,871 Shares representing ten per cent. (10%) of the issued and paid-up share capital of the Company as at the date of the AGM may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate.

(ii) Duration of authority

Purchases or acquisitions of Shares may be made during the Relevant Period, which is at any time and from time to time, on and from the Approval Date, up to the earliest of:–

(a) the conclusion of the next annual general meeting of the Company or the date by which such annual general meeting of the Company is required to be held;

(b) the date on which the share buy-backs are carried out to the full extent of the Share Buy-Back Mandate; or

(c) the date on which the authority conferred in the Share Buy-Back Mandate is varied or revoked by Shareholders in a general meeting.

(iii) Manner of purchase of Shares

Purchases or acquisitions of Shares may be made by way of:–

(a) on-market purchases ("**Market Purchase**"), transacted on the SGX-ST 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

(b) off-market purchases ("**Off-Market Purchase**") (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme as defined in Section 76C of the Act.

(c) The Directors may impose such terms and conditions which are not inconsistent with the Share Buy-Back Mandate, the Catalist Rules and the Act as they consider fit in the interests of the Company in connection with or in relation to an equal access scheme. Pursuant to the Act, an Off-Market Purchase must satisfy all of the following conditions:–

(1) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;

(2) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and

(3) the terms of all the offers shall be the same, except that there shall be disregarded:

(i) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;

(ii) (if applicable) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and

(iii) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Catalist Rules provide that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders containing at least the following information:–

(aa) the terms and conditions of the offer;

(bb) the period and procedures for acceptances;

(cc) the reasons for the proposed share buy-back;

(dd) the consequences, if any, of share buy-backs by the Company that will arise under the Take-over Code or other applicable take-over rules;

(ee) whether the share buy-back, if made, would have any effect on the listing of the Shares on the SGX-ST;

(ff) details of any share buy-back made by the Company in the previous twelve (12) months (whether by way of Off-Market Purchases in accordance with an equal access scheme or Market Purchases), setting out the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and

(gg) whether the Shares purchased by the Company will be cancelled or kept as Treasury Shares.

(iii) Maximum purchase price

The purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors. However, the purchase price to be paid for the Shares pursuant to the purchases or acquisitions of the Shares, excluding related expenses of the purchase or acquisition, must not exceed the Maximum Price (as defined hereinafter) which is:–

(a) in the case of a Market Purchase, five per cent. (5%) above the average of the closing market prices of the Shares over the 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 after the relevant five (5)-day period; and

(b) 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 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 (as defined hereinafter) 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 after the relevant five (5)-day period,

(the "**Maximum Price**") in either case, excluding related expenses of the purchase.

2.5 Status of Purchased Share

A Share purchased or otherwise acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Shares are held by the Company as Treasury Shares to the extent permitted under the Act. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or otherwise acquired by the Company and which are not held as Treasury Shares. All Shares purchased or acquired by the Company (other than Treasury Shares held by the Company to the extent permitted under the Act), will be automatically de-listed by the SGX-ST, and the certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase or acquisition.

At the time of each purchase of Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as Treasury Shares, or partly cancelled and partly kept as Treasury Shares, depending on the needs of the Company and as the Directors deem fit in the interests of the Company at that time.

2.6 Treasury Shares

Under the Act, Shares purchased or otherwise acquired by the Company may be held or dealt with as Treasury Shares. Some of the provisions on Treasury Shares under the Act are summarised below:–

(i) Maximum holdings

The number of Shares held as Treasury Shares cannot at any time exceed ten per cent. (10%) of the total number of issued Shares. Any Shares in excess of this limit shall be disposed of or cancelled in accordance with Section 76K of the Act within six (6) months or such further periods as the Registrar of Companies may allow.

(ii) Voting and other rights

The Company cannot exercise any right in respect of Treasury Shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Act, the Company shall be treated as having no right to vote and the Treasury Shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of Treasury Shares. However, the allotment of Shares as fully paid bonus shares in respect of Treasury Shares is allowed. Also, a subdivision of any Treasury Shares into Treasury Shares of a larger amount, or a consolidation of any Treasury Shares into Treasury Shares of a smaller amount, is allowed so long as the total value of the Treasury Shares after the subdivision or consolidation is the same as before.

(iii) Disposal and cancellation

Where Shares are held as Treasury Shares, the Company may at any time:–

(a) sell the Treasury Shares (or any of them) for cash;

(b) transfer the Treasury Shares (or any of them) for the purposes of, or pursuant to an employees' share scheme of the Company;

(c) transfer the Treasury Shares (or any of them) as consideration for the acquisition of shares in, or assets of, another company or assets of a person;

(d) cancel the Treasury Shares (or any of them); or

(e) sell, transfer or otherwise use the Treasury Shares (or any of them) for such other purposes as may be prescribed by the Minister for Finance.

Under the Catalist Rules, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, the "**Usage**"). Such announcement must include details such as the date of the Usage, the purpose of the Usage, the number of treasury shares comprised in the Usage, the number of shares before and after the Usage, the percentage of the number of treasury shares comprised in the Usage against the total number of issued shares (of the same class as the treasury shares) which are listed on the SGX-ST before and after the Usage and the value of the treasury shares comprised in the Usage.

2.7 Reporting Requirements

Within thirty (30) days of the passing of a Shareholders' ordinary resolution to approve any purchase or acquisition of Shares by the Company, the Company shall lodge a copy of such ordinary resolution with ACRA.

The Company shall notify ACRA within thirty (30) days of a purchase or acquisition of Shares on the SGX-ST or otherwise. Such notification shall include details of the purchase, including the date of the purchase or acquisition, the total number of Shares purchased or otherwise acquired by the Company, the number of Shares cancelled, the number of Shares held as Treasury Shares, the Company's issued share capital before the purchase or acquisition of Shares, the Company's issued share capital after the purchase or acquisition of Shares, the amount of consideration paid by the Company for the purchase or acquisition, whether the Shares were purchased or acquired out of profits or the capital of the Company and such other particulars as may be required by ACRA.

Within thirty (30) days of the cancellation or disposal of Treasury Shares in accordance with the provisions of the Act, the Directors shall lodge with ACRA the notice of cancellation or disposal of Treasury Shares in the prescribed form as required by ACRA.

The Catalist Rules specifies that a listed company shall notify the SGX-ST of all purchases or acquisitions of its shares no later than 9.00 a.m.:

(a) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was made; and

(b) in the case of an Off-Market Purchase, on the second Market Day after the close of acceptance of the offer for the Off-Market Purchase.

The notification of such purchase or acquisition of shares to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe. The Company shall make arrangements with its stockbrokers to ensure that they provide to the Company in a timely fashion the necessary information which will enable the Company to make the necessary notifications to the SGX-ST.

2.8 Source of Funds

In purchasing or acquiring Shares, the Company may only apply funds legally available for such purchase or acquisition in accordance with the Constitution and the applicable laws of Singapore. The Company may not purchase its Shares for a consideration other than in cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the trading rules of the SGX-ST. As stated in the Act, the share buy-back may be made out of the Company's profits or capital so long as the Company is solvent.

Pursuant to Section 76F(4) of the Act, the Company is solvent if at the date of the payment made by the Company in consideration of acquiring any right with respect to the purchase or acquisition of its own shares:-

(a) there is no ground on which the Company could be found to be unable to pay its debts;

(b) if —

  (i) it is intended to commence winding up of the Company within the period of 12 months immediately after the date of the payment, the Company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or

  (ii) it is not intended so to commence winding up, the Company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment;

(c) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase, acquisition, variation or release (as the case may be), become less than the value of its liabilities (including contingent liabilities).

The Company intends to use internal sources of funds, or a combination of internal resources and external borrowings to finance the Company's purchase or acquisition of Shares pursuant to the Share Buy-Back Mandate. The Directors do not propose to exercise the Share Buy-Back Mandate in a manner and to such extent that it would have a material adverse effect on the working capital requirements and/or the gearing of the Group.

2.9 Financial Effects

Under the Act, the purchase or acquisition of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (including brokerage, commission, applicable goods and services tax and other related expenses) will correspondingly reduce the profits of the Company and hence the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, such consideration (including brokerage, commission, applicable goods and services tax and other related expenses) will correspondingly reduce the share capital of the Company but the amount available for the distribution of cash dividends by the Company will not be reduced. The NTA of the Company and of the Group will be reduced by the aggregate purchase price paid by the Company for the Shares.

For illustrative purposes only, as at the Latest Practicable Date, the issued and paid-up ordinary share capital of the Company (excluding Treasury Shares) comprises 1,310,858,710 Shares. The exercise in full of the Share Buy-Back Mandate would result in the purchase of 131,085,871 Shares.

It is not possible for the Company to realistically calculate or quantify the financial impact of purchases or acquisitions of Shares that may be made pursuant to the Share Buy-Back Mandate as the resultant effect would depend on, *inter alia*, the aggregate number of Shares purchased or otherwise acquired, whether the purchase or acquisition is made out of capital or profits, the purchase prices paid for such Shares and whether the Shares purchased or otherwise acquired are cancelled or held as Treasury Shares.

For illustrative purposes only, the financial effects of the Share Buy-Back Mandate on the Company and the Group, based on the audited financial statements of the Company and the Group for FY2016 are based on the following assumptions:–

(a) based on 1,310,858,710 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued on or prior to the AGM, the purchase or acquisition by the Company of ten per cent. (10%) of its issued Shares will result in the purchase or acquisition of 131,085,871 Shares;

(b) assuming that the Company obtains theoretical external borrowings of S$7.0 million (equivalent to approximately US$5.0 million) prior to the Off-Market Purchase so that the cash and cash equivalents remains positive;

(c) in the case of Market Purchases by the Company and assuming that the Company purchases or acquires 131,085,871 Shares, the maximum amount of funds required for the purchase (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) assuming a Maximum Price of S$0.030 for one Share which is five per cent. (5%) above the average of the closing market prices of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date, is approximately S$3.9 million (equivalent to approximately US$2.8 million); and

(d) in the case of the Off-Market Purchases by the Company and assuming that the Company purchases or acquires 131,085,871 Shares, the maximum amount of funds required for the purchase (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) assuming a Maximum Price of S$0.032 for one Share which is ten per cent. (10%) above the average closing market prices of the Shares for the last five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date, is approximately S$4.2 million (equivalent to approximately US$3.0 million).

For illustrative purposes only and on the basis of the assumptions set out in (a), (b), (c) and (d) above, the financial effects of the:–

(i) purchase or acquisition of 131,085,871 Shares by the Company pursuant to the Share Buy-Back Mandate by way of Market Purchases made entirely out of capital and cancelled or held in treasury; and

(ii) purchase or acquisition of 131,085,871 Shares by the Company pursuant to the Share Buy-Back Mandate by way of Off-Market Purchases made entirely out of capital and cancelled or held in treasury,

on the audited financial statements of the Company and the Group for FY2016 are set out as follows:–

Scenario 1: Purchases made entirely out of capital and cancelled

	Group			Company		
	Before Share Buy-Back	After Share Buy-Back		Before Share Buy-Back	After Share Buy-Back	
		Market Purchase	Off-Market Purchase		Market Purchase	Off-Market Purchase
	US$ ('000)	US$ ('000)	US$ ('000)	US$ ('000)	US$ ('000)	US$ ('000)
As at 31 December 2016						
Share capital	152,685	149,878	149,691	152,685	149,878	149,691
Accumulated losses	(165,775)	(165,775)	(165,775)	(37,516)	(37,516)	(37,516)
Reserves	2,892	2,892	2,892	(29,008)	(29,008)	(29,008)
Shareholders' equity	(10,198)	(13,005)	(13,192)	86,161	83,354	83,167
Intangible assets	12,606	12,606	12,606	40	40	40
(NTL)/NTA	(22,804)	(25,611)	(25,798)	86,121	83,314	83,127
Current assets	6,267	8,460	8,273	29	2,222	2,035
Current liabilities	29,951	29,951	29,951	18,191	18,191	18,191
Working capital	(23,684)	(21,491)	(21,678)	(18,162)	(15,969)	(16,156)
Total borrowings	17,822	22,822	22,822	16,448	21,448	21,448
Cash and cash equivalents	328	2,521	2,334	28	2,221	2,034
Total issued number of Shares ('000)	1,310,859	1,179,773	1,179,773	1,310,859	1,179,773	1,179,773
Weighted average number of Shares	935,454	804,368	804,368	935,454	804,368	804,368
Total comprehensive income	(12,026)	(12,026)	(12,026)	9,626	9,626	9,626
(Loss)/Profit attributable to owners of the parent	(11,978)	(11,978)	(11,978)	12,089	12,089	12,089
Financial Ratios						
(NTL)/NTA per Share[(1)] (cents)	(0.02)	(0.02)	(0.02)	0.07	0.07	0.07
Gearing ratio[(2)] (times)	(1.75)	(1.75)	(1.73)	0.19	0.26	0.26
Current ratio (times)	0.21	0.28	0.28	0.00	0.12	0.11
(LPS)/EPS(3) (cents)	(0.01)	(0.01)	(0.01)	0.01	0.02	0.02

Notes:

(1) (NTL)/NTA per Share equals to (NTL)/NTA divided by the number of Shares outstanding (excluding Treasury Shares) as at 31 December 2016.

(2) Gearing ratio represents total borrowings divided by shareholders' equity.

(3) (LPS)/EPS is calculated based on (loss)/profit attributable to owners of the parent and aggregated weighted average number of issued and paid-up Shares (excluding Treasury Shares) for FY2016.

Scenario 2: Purchases made entirely out of capital and held as Treasury Shares

	Group			Company		
	Before Share Buy-Back	After Share Buy-Back		Before Share Buy-Back	After Share Buy-Back	
		Market Purchase	Off-Market Purchase		Market Purchase	Off-Market Purchase
	US$ ('000)	US$ ('000)	US$ ('000)	US$ ('000)	US$ ('000)	US$ ('000)
As at 31 December 2016						
Share capital	152,685	152,685	152,685	152,685	152,685	152,685
Accumulated losses	(165,775)	(165,775)	(165,775)	(37,516)	(37,516)	(37,516)
Reserves	2,892	2,892	2,892	(29,008)	(29,008)	(29,008)
Treasury shares	-	2,807	2,994	-	2,807	2,994
Shareholders' equity	(10,198)	(7,391)	(7,204)	86,161	88,968	89,155
Intangible assets	12,606	12,606	12,606	40	40	40
(NTL)/NTA	(22,804)	(19,997)	(19,810)	86,121	88,928	89,115
Current assets	6,267	8,460	8,273	29	2,222	2,035
Current liabilities	29,951	29,951	29,951	18,191	18,191	18,191
Working capital	(23,684)	(21,491)	(21,678)	(18,162)	(15,969)	(16,156)
Total borrowings	17,822	22,822	22,822	16,448	21,448	21,448
Cash and cash equivalents	328	2,521	2,334	28	2,221	2,034
Total issued number of Shares ('000)	1,310,859	1,310,859	1,310,859	1,310,859	1,310,859	1,310,859
Weighted average number of Shares	935,454	935,454	935,454	935,454	935,454	935,454
Total comprehensive income	(12,026)	(12,026)	(12,026)	9,626	9,626	9,626
(Loss)/Profit attributable to owners of the parent	(11,978)	(11,978)	(11,978)	12,089	12,089	12,089
Financial Ratios						
(NTL)/NTA per Share[1] (cents)	(0.02)	(0.02)	(0.02)	0.07	0.07	0.07
Gearing ratio[2] (times)	(1.75)	(3.09)	(3.17)	0.19	0.24	0.24
Current ratio (times)	0.21	0.28	0.28	0.00	0.12	0.11
(LPS)/EPS[3] (cents)	(0.01)	(0.01)	(0.01)	0.01	0.01	0.01

Notes:

(1) (NTL)/NTA per Share equals to (NTL)/NTA divided by the number of Shares outstanding (excluding Treasury Shares) as at 31 December 2016.

(2) Gearing ratio represents total borrowings divided by shareholders' equity.

(3) (LPS)/EPS is calculated based on (loss)/profit attributable to owners of the parent and aggregated weighted average number of issued and paid-up Shares (excluding Treasury Shares) for FY2016.

Based on the audited financial statements of the Company and the Group for FY2016, the Company and the Group has no distributable profits to effect any buy-back of its Shares from the market. As such, the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buy-Back Mandate by way of Market Purchases and Off-Market Purchases made entirely out of profits is not disclosed in this Appendix.

The actual impact will depend on the number and price of the Shares bought back. As stated, the Directors do not propose to exercise the Share Buy-Back Mandate to such an extent that it would have a material adverse effect on the working capital requirements and/or gearing of the Group. The purchase of Shares will only be effected after assessing the relative impact of a share buy-back taking into consideration both financial factors (such as cash surplus, debt position and working capital requirements) and non-financial factors (such as share market conditions and performance of the Shares).

Shareholders should note that the financial effects illustrated above, based on the respective aforesaid assumptions, are for illustration purposes only. In particular, it is important to note that the above analysis is based on the audited financial statements of the Company and the Group for FY2016, and is not necessarily representative of the future financial performance of the Company and the Group.

It should be noted that although the Share Buy-Back Mandate would authorise the Company to purchase or otherwise acquire up to ten per cent. (10%) of the issued Shares, the Company may not necessarily purchase or acquire or be able to purchase or otherwise acquire the entire ten per cent. (10%) of the issued Shares. In addition, the Company may cancel, or hold as Treasury Shares, all or part of the Shares purchased or otherwise acquired. The Company will take into account both financial and non-financial factors (for example, stock market conditions and the performance of the Shares) in assessing the relative impact of a share purchase or acquisition before execution.

2.10 Take-over implications arising from share buy-backs

The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below.

(i) Obligation to make a take-over offer

Rule 14 of the Take-over Code ("**Rule 14**") requires, *inter alia*, that except with the consent of SIC, where:

(a) any person acquires, whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired by persons acting in concert with him) carry thirty per cent. (30%) or more of the voting rights of a company; or.

(b) any person who, together with persons acting in concert with him, holds not less than thirty per cent. (30%) but not more than fifty per cent. (50%) of the voting rights and such person, or any person acting in concert with him, acquires in any period of six (6) months additional shares carrying more than one per cent. (1%) of the voting rights,

such person shall extend immediately an offer on the basis set out below to the holders of any class of shares in the capital which carries votes and in which such person or persons acting in concert with him hold shares. In addition to such person, each of the principal members of the group of persons acting in concert with him may, according to the circumstances of the case, have the obligation to extend an offer. In calculating the percentages of voting rights of such person and their concert parties, Treasury Shares shall be excluded.

(ii) Persons acting in concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company. Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert with each other under the Take-over Code:–

(a) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);

(b) a company with its parent, subsidiaries and fellow subsidiaries, and their associated companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights, all with one another. For this purpose, ownership or control of at least twenty per cent. (20%) but not more than fifty per cent. (50%) of the voting rights of a company will be regarded as the test of associated company status; and

(c) an individual with his close relatives, related trusts and person(s) who are accustomed to act in accordance with his instructions.

The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively, will incur an obligation to make a take-over offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Rule 14 and Appendix 2 of the Take-over Code.

(iii) Effect of Rule 14 and Appendix 2

Appendix 2 of the Take-over Code contains the share buy-back guidance note. In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, if, as a result of any purchase or acquisition by the Company of its Shares, the proportionate percentage of voting rights held by a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of the Take-over Code. If as a result of such increase, a Shareholder or group of Shareholders acting in concert with a Director obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert with a Director could become obliged to make a take-over offer for the Company under Rule 14.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to thirty per cent. (30%) or more, or, if such Shareholder holds between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent. (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the ordinary resolution authorising the Share Buy-Back Mandate.

(iv) Advice to Shareholders

Shareholders are advised to consult their professional advisers and/or SIC and/or other relevant authorities at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any share purchases by the Company.

(v) Interests of Directors and Substantial Shareholders

Assuming (i) the Company purchases the maximum number of ten per cent. (10%) of the issued Shares of the Company as at the Latest Practicable Date, and (ii) there is no change in the number of Shares held or deemed to be held by the Directors and Substantial Shareholders, based on the Register of Directors' Shareholdings of the Company and the Register of Substantial Shareholders of the Company maintained pursuant to Section 164 and Section 88 of the Act respectively, as at the Latest Practicable Date, the shareholdings of the Directors and Substantial Shareholders before and after the purchase of Shares were/will be as follows:–

	Before Share Buy-Back		Before Share Buy-Back	After Share Buy-Back
	Direct Interest	Deemed Interest		
	No. of Shares	No. of Shares	%(1)	%(2)
Directors				
Dr Eitan Konstantino	23,711,785	-	1.81%	2.01%
Mark Allen Wan(3)	-	157,284,444	12.00%	13.33%
Gregory David Casciaro	960,642	-	0.07%	0.08%
Amir Belson	2,350,434	-	0.18%	0.20%
Sho Kian Hin	1,150,146	-	0.09%	0.10%
Ng Sin Tong Gary	1,669,971	-	0.13%	0.14%
Substantial Shareholders (other than Directors)				
Three Arch Partners(4)	153,887,339	-	11.74%	13.04%
Three Arch Management(5)	-	157,284,444	12.00%	13.33%
Luminor Pacific Fund 1(6)	102,120,176	-	7.79%	8.66%
Luminor Capital(6)	-	102,120,176	7.79%	8.66%
BMSIF(7)	66,596,116	-	5.08%	5.64%
EDB Investments(7)	-	66,596,116	5.08%	5.64%
Bio*One Capital(7)	-	66,596,116	5.08%	5.64%
EDBI(7)	-	66,596,116	5.08%	5.64%
EDB(7)	-	66,596,116	5.08%	5.64%

Notes:

(1) The percentages in the table are calculated based on 1,310,858,710 Shares as at the Latest Practicable Date.

(2) The percentages in the table are calculated based on 1,179,772,839 Shares, assuming that the Company purchases the maximum number of ten per cent. (10%) of the issued Shares of the Company.

(3) Mark Allen Wan is a managing member of Three Arch Management, the general partner of Three Arch Partners IV, L.P. and Three Arch Associates IV, L.P. and is deemed to have share voting and dispositive power over the shares held by Three Arch Partners IV, L.P. and Three Arch Associates IV, L.P.. Accordingly, Mark Allen Wan is deemed interested in the 153,887,339 ordinary shares held by Three Arch Partners IV, L.P. and 3,397,105 ordinary shares held by Three Arch Associates IV, L.P..

(4) 3,457,000 shares are held in the name of UOB Kay Hian Pte Ltd and 150,430,339 shares are held in the name of Citibank Nominees Singapore Pte Ltd.

(5) Three Arch Management is the general partner of Three Arch Partners and Three Arch Associates. Accordingly, Three Arch Management is deemed interested in the shares held Three Arch Partners IV, L.P. and the 3,397,105 shares held by Three Arch Associates IV, L.P..

(6) Luminor Capital is the investment manager of Luminor Pacific Fund 1 Ltd. Accordingly, Luminor Capital is deemed interested in the shares held by Luminor Pacific Fund 1 Ltd.

(7) BMSIF is a wholly-owned subsidiary of EDB Investments. Bio*One Capital is the fund manager of BMSIF and is wholly-owned by EDBI. EDB Investments and EDBI are in turn wholly-owned by EDB. Accordingly, EDB Investments, Bio*One Capital, EDBI and EDB are deemed interested in the shares held by BMSIF.

Based on the information set out above and assuming that there is no change in the shareholding interests of the Directors and Substantial Shareholders as set out above since the Latest Practicable Date, none of the Directors and Substantial Shareholders referred to above is expected to incur an obligation to make a general offer to other Shareholders under the Take-over Code, in the event that the Company undertakes share buy-backs of up to ten per cent. (10%) of the issued Shares of the Company as permitted under the Share Buy-Back Mandate. There are also no persons acting in concert with each other under the Take-over Code.

(vi) Listing status of Shares on the SGX-ST

The Company does not have any individual shareholding limit or foreign shareholding limit. However, the Company is required under Rule 723 of the Catalist Rules to ensure that at least ten per cent. (10%) of its Shares are in the hands of the public. The term "public", as defined under the Catalist Rules, are persons other than (i) the Directors, chief executive officer, Substantial Shareholders or Controlling Shareholders of the Company and its subsidiaries; and (ii) the Associates of persons in (i).

As at the Latest Practicable Date, approximately 953,630,467 issued Shares were held by the public, representing approximately 72.75% of the total number of issued Shares. For illustration purposes only, assuming that the Company purchases the maximum number of ten per cent. (10%) of the issued Shares, being 131,085,871 Shares as at the Latest Practicable Date, and assuming that such Shares are held in public hands, the resultant number of Shares held by the public after the purchase of such Shares would be 822,544,596 Shares, representing approximately 69.72% of the remaining issued Shares of the Company.

Before deciding to effect a purchase of Shares, the Directors will consider whether, notwithstanding such purchase, a sufficient float in the hands of the public will be maintained to provide for an orderly market for trading in the Shares.

The Directors will use their best efforts to ensure that the Company does not effect a purchase or acquisition of Shares if the purchase or acquisition of Shares would result in the number of Shares remaining in the hands of the public falling to such a level as to cause market illiquidity or adversely affect the listing status of the Company.

(vii) Shares purchased by the Company

The Company has not made any Share purchases in the last twelve (12) months preceding the date of this Appendix.

(viii) Timing of purchases

While the Catalist Rules do not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Buy-Back Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, in observing the best practices recommended in the Catalist Rules on securities dealings, the Company will not purchase or acquire any Shares through Market Purchases during the period commencing two (2) weeks immediately preceding the announcement of the Company's financial results for each of the first three quarters of its financial year and one (1) month immediately preceding the announcement of the Company's full-year results and ending on the date of announcement of the relevant results.

(ix) Tax implications

Shareholders who are in doubt as to their respective tax positions or the tax implications arising from the purchase or acquisition of Shares by the Company, or who may be subject to tax in a jurisdiction, should consult their own professional advisers.

3. THE PROPOSED GRANT OF OPTIONS

3.1 Details of the Proposed Grant of Options

On 2 March 2017, the Company granted an aggregate of 3,506,611 Options under the Scheme to certain Directors and employees of the Company, which included 2,006,611 Options to be granted to Mr Mark Allen Wan, subject to independent Shareholders' approval being obtained at the AGM.

It is proposed that approval be given for the Proposed Grant of Options by the Company to Mr Mark Allen Wan, on the terms set out below:

i)	Date of Grant	:	2 March 2017
ii)	Exercise price of Options granted	:	S$0.057 for each Option granted
iii)	Number of Options granted	:	2,006,611 Options convertible into 2,006,611 Shares (representing approximately 0.15% of the total issued Shares as at the Latest Practicable Date)
iv)	Vesting period of Options granted	:	Between one (1) and four (4) year(s), as follows: One fourth (1/4th) of the share options shall vest on the one (1) year anniversary of the vesting commencement date, and an additional one forty-eighth (1/48th) of the share options shall vest on the last day of each full calendar month thereafter, subject to the option holder continuing to be a service provider through each such date.
v)	Market price* of the Company's Shares on the date of grant	:	S$0.057 per Share on 2 March 2017 **Market price refers to the weighted average of the last-dealt price for a Share, as determined by reference to the daily Official List published by the SGX-ST on the date of grant of an Option (and where the date of grant of an Option is not a day where the Shares are traded on Catalist, the last-dealt price for a Share will be determined by reference to the daily Official List published by SGX-ST for the trading day immediately preceding the date of grant of an Option.*
vii)	Validity/term of options granted	:	Five (5) years from date of grant

Under the rules of the Scheme,

(a) the aggregate number of Shares that are subject to outstanding options (options that have not been either exercised or terminated) under the Scheme, when added to the aggregate number of Shares that are subject to outstanding options (options that have not been either exercised or terminated) under the Scheme, the QTV 2013 Share Plan, the 2010 Equity Incentive Plan and the 2005 Stock Plan (and specifically excluding the QTV Restricted Share Plan), shall not at any time exceed 18% of the number of issued Shares in the capital of the Company (excluding treasury shares); and

(b) the aggregate number of Shares available under the Scheme to Controlling Shareholders and/or their Associates shall not exceed 25% of the Shares available under the Scheme, and the number of Shares available under the Scheme to each Controlling Shareholder and/or his Associate shall not exceed 10% of the Shares available under the Scheme.

As at the Latest Practicable Date, the Company has 1,310,858,710 issued Shares in the capital of the Company and 113,767,834 number of options that have been issued and continue to be outstanding pursuant to the Scheme, the QTV 2013 Share Plan, the 2010 Equity Incentive Plan and the 2005 Stock Plan (options that have not been either exercised or terminated). As such, based on the rules of the Scheme, the maximum number of Shares that may be issued pursuant to Options under the Scheme is 122,186,733.

Accordingly, the maximum number of shares comprised in the Options that can be granted to Mr Mark Allen Wan is 12,218,673, and the grant of 2,006,611 Options under the Proposed Grant of Options (in addition to the existing 817,000 Options held by Mr Mark Allen Wan) falls within the limitations on the size of the Scheme.

Mr Mark Allen Wan is currently the Non-Executive Non-Independent Director of the Company and was first appointed to the Board of the Company on 11 July 2013. Prior to the aforementioned, he was a member of the board of directors of TriReme US, a wholly owned subsidiary of the Company, from May 2007 to July 2013. Mr Mark Allen Wan is a managing member of Three Arch Management, a healthcare focused investment firm formed in 1993 that provides young companies in the healthcare industry with access to relevant clinical and business resources, as well as capital. He has been a founder or seed investor in numerous healthcare companies including ePocrates, Inc., Odyssey Healthcare, Inc. and Perclose, Inc.. premised on his involvement in the Group since 2007 and his extensive experience in the healthcare industry, Mr Mark Allen Wan had been instrumental in the Company's growth and achievements which led to the Company's Listing, and continues to provide valuable contributions to the long-term growth of the Group.

The Proposed Grant of Options acknowledges Mr Mark Allen Wan's valuable contribution. By investing further in the equity interests of the Company through the 2014 QTV Employee Share Option Scheme, Mr Mark Allen Wan will be incentivised to help the Group achieve better performance, thereby enhancing Shareholders' value.

Mr Mark Allen Wan is a managing member of Three Arch Management, the general partner of Three Arch Partners. and Three Arch Associates and is deemed to have share voting and dispostive power over the Shares held by Three Arch Partners and Three Arch Associates. Accordingly, Mr Mark Allen Wan is deemed interested in the 153,887,339 Shares held by Three Arch Partners and 3,397,105 Shares held by Three Arch Associates, which aggregates to a total interest of 157,284,444 Shares, representing approximately 12.00% of the total number of issued Shares.

As such, Mr Mark Allen Wan is a Controlling Shareholder for the purposes of the Scheme and the Proposed Grant of Options is subject to the approval of independent Shareholders.

3.2 Cost of Options granted under the Scheme

Any options granted under the 2014 QTV Employee Share Option Scheme would have a fair value. The cost to our Company of granting options under the Scheme would be as follows:

(a) the exercise of an option at the exercise price would translate into a reduction of the proceeds from the exercise of such option, as compared to the proceeds that our Company would have received from such exercise had the exercise been made at the prevailing market price of our Shares. Such reduction of the exercise proceeds would represent the monetary cost to our Company;

(b) as the monetary cost of granting options with a discounted exercise price is borne by our Company, the earnings of our Company would effectively be reduced by an amount corresponding to the reduced interest earnings that our Company would have received

from the difference in proceeds from exercise price with no discount versus the discounted exercise price. Such reduction would, accordingly, result in the dilution of our Company's EPS; and

(c) the effect of the issue of new Shares upon the exercise of options, is that our Company's NTA per Share will increase, if the exercise price is above the NTA per Share and decrease, if the exercise price is below the NTA per Share.

The costs as discussed above would only materialise upon the exercise of the relevant options. Share options have value because the option to buy a company's share for a fixed price during an extended future time period is a valuable right, even if there are restrictions attached to such an option. As our Company is required to account for share-based awards granted to our employees, the cost of granting options will affect our financial results as this cost to our Company would be required to be charged to our Company's profit or loss account commencing from the time options are granted. Subject to as aforesaid, as and when options are exercised, the cash inflow will add to the net tangible assets of our Company and its share capital base will grow.

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTEREST

Please refer to page 33 of the Annual Report for details on the interest of Directors under the Scheme.

Based on the register of Directors' shareholdings and the register of Substantial Shareholders as at the Latest Practicable Date, the shareholdings of the Directors and the Substantial Shareholders are as follows:

	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	%[1]	No. of Shares	%[1]	No. of Shares	%[1]
Directors						
Dr Eitan Konstantino	23,711,785	1.81%	-	-	23,711,785	1.81%
Mark Allen Wan[2]	-	-	157,284,444	12.00%	157,284,444	12.00%
Gregory David Casciaro	960,642	0.07%	-	-	960,642	0.07%
Amir Belson	2,350,434	0.18%	-	-	2,350,434	0.18%
Sho Kian Hin	1,150,146	0.09%	-	-	1,150,146	0.09%
Ng Sin Tong Gary	1,669,971	0.13%	-	-	1,669,971	0.13%
Substantial Shareholders (other than Directors)						
Three Arch Partners[3]	153,887,339	11.74%	-	-	153,887,339	11.74%
Three Arch Management[4]	-	-	157,284,444	12.00%	157,284,444	12.00%
Luminor Pacific Fund 1[5]	102,120,176	7.79%	-	-	102,120,176	7.79%
Luminor Capital[5]	-	-	102,120,176	7.79%	102,120,176	7.79%
BMSIF[6]	66,596,116	5.08%	-	-	66,596,116	5.08%
EDB Investments[6]	-	-	66,596,116	5.08%	66,596,116	5.08%
Bio*One Capital[6]	-	-	66,596,116	5.08%	66,596,116	5.08%
EDBI[6]	-	-	66,596,116	5.08%	66,596,116	5.08%
EDB[6]	-	-	66,596,116	5.08%	66,596,116	5.08%

Notes:

(1) The percentages in the table are calculated based on 1,310,858,710 Shares as at the Latest Practicable Date.

(2) Mark Allen Wan is a managing member of Three Arch Management, the general partner of Three Arch Partners IV, L.P. and Three Arch Associates IV, L.P. and is deemed to have share voting and dispostive power over the shares held by Three Arch Partners IV, L.P. and Three Arch Associates IV, L.P.. Accordingly, Mark Allen Wan is deemed interested in the 153,887,339 ordinary shares held by Three Arch Partners IV, L.P. and 3,397,105 ordinary shares held by Three Arch Associates IV, L.P..

(3) 3,457,000 shares are held in the name of UOB Kay Hian Pte Ltd and 150,430,339 shares are held in the name of Citibank Nominees Singapore Pte Ltd.

(4) Three Arch Management is the general partner of Three Arch Partners and Three Arch Associates. Accordingly, Three Arch Management is deemed interested in the shares held Three Arch Partners IV, L.P. and the 3,397,105 shares held by Three Arch Associates IV, L.P..

(5) Luminor Capital is the investment manager of Luminor Pacific Fund 1 Ltd. Accordingly, Luminor Capital is deemed interested in the shares held by Luminor Pacific Fund 1 Ltd.

(6) BMSIF is a wholly-owned subsidiary of EDB Investments. Bio*One Capital is the fund manager of BMSIF and is wholly-owned by EDBI. EDB Investments and EDBI are in turn wholly-owned by EDB. Accordingly, EDB Investments, Bio*One Capital, EDBI and EDB are deemed interested in the shares held by BMSIF.

5. DIRECTORS' RECOMMENDATIONS

Ordinary Resolution 11: The Proposed Renewal of the Share Buy-Back Mandate

Having fully considered the rationale set out in paragraph 2.3 of this Appendix, the Directors are of the opinion that the Share Buy-Back Mandate is in the best interests of the Company and accordingly recommend that Shareholders vote in favour of Ordinary Resolution 11 in respect of the Proposed Renewal of the Share Buy-Back Mandate as set out in the Notice of AGM.

Ordinary Resolution 12: The Proposed Grant of Options to Mr Mark Allen Wan, an Affiliate of a Controlling Shareholder of the Company, under the 2014 QTV Employee Share Option Scheme

As all of the Directors are eligible to participate in the 2014 QTV Employee Share Option Scheme, they are deemed to be interested in the Proposed Grant of Options. Accordingly, the Directors have abstained from making any recommendation to the Shareholders in respect of Ordinary Resolution 12 as set out in the Notice of AGM.

6. ABSTENTIONS FROM VOTING

Ordinary Resolution 12: The Proposed Grant of Options to Mr Mark Allen Wan, an Affiliate of a Controlling Shareholder of the Company, under the 2014 QTV Employee Share Option Scheme

Mr Mark Allen Wan, Three Arch Associates, Three Arch Partners and Three Arch Management will abstain from voting, and undertake to ensure that each of their Associates will abstain from voting on the Ordinary Resolution 12 relating to the Proposed Grant of Options. Further, Mr Mark Allen Wan, Three Arch Associates, Three Arch Partners and Three Arch Management undertake to decline to accept any appointment as proxy to vote and attend the AGM in respect of the Ordinary Resolution 12 unless the Shareholder concerned has given specific instructions in his Proxy Form as to the manner in which his votes are to be cast in respect of Ordinary Resolution 12 as set out in the Notice of AGM.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the Proposals, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours from the date of this Appendix up to and including the date of the AGM:

(a) the rules of the 2014 QTV Employee Share Option Scheme;

(b) the Constitution of the Company; and

(c) the annual report of the Company for FY2016.

Yours faithfully,

QT VASCULAR LTD.

Eitan Konstantino
Chief Executive Officer
16 May 2017

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