

EXTENSION OF LONG-STOP DATE
IN RELATION TO:
(A) PROPOSED ACQUISITION OF 60% OF HEALTHCARE GROUP; AND
(B) PROPOSED SUBSCRIPTION OF 4,055,555,556 NEW ORDINARY SHARES IN THE CAPITAL OF
NEWCO AT AN ISSUE PRICE OF S\$0.0018 PER SHARE

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

1. INTRODUCTION

The Board of Directors ("**Directors**") of QT Vascular Ltd (the "**Company**") refers to the announcements by the Company dated 25 May 2021, 18 November 2021 and 30 November 2021 in relation to the Proposed Transactions by way of the proposed Scheme.

2. EXTENSION OF LONG-STOP DATE UNDER THE SPA TO 31 DECEMBER 2021

- 2.1 Under the terms of the SPA, the Company and the Vendor have agreed that if any of the conditions as set out in the SPA are not fulfilled or waived by the Party having its benefit on or before 30 November 2021 or such other date as the Vendor and Purchaser may mutually agree in writing ("**SPA Long-Stop Date**"), the SPA (other than the Surviving Provisions (as defined in the SPA)) shall lapse and cease to have further effect and all obligations and liabilities of the parties under the SPA shall cease and determine and no party shall have any claim against the other parties, save in respect of any antecedent breach of the SPA.
- 2.2 The Board wishes to announce that the Company and the Vendor have on 30 November 2021 mutually agreed in writing, by way of a supplemental agreement ("**SPA Supplemental**"), to extend the SPA Long-Stop Date to (and including) **31 December 2021** (or such later date as may be mutually agreed by the Company and the Vendor).
- 2.3 Save for the above, all other provisions of the SPA remain unchanged.
- 2.4 The Company will keep Shareholders updated if there are any further material developments.

3. EXTENSION OF LONG-STOP DATE UNDER THE SUBSCRIPTION AGREEMENT TO 31 DECEMBER 2021

- 3.1 Under the terms of the Subscription Agreement, the Company and the Investors have agreed that if any of the conditions as set out in the Subscription Agreement are not satisfied on or before 30 November 2021 or such later date as the Company and the Investors may agree in writing ("**SSA Long-Stop Date**"), the Subscription Agreement shall *ipso facto* cease, and neither party shall have any claim whatsoever against the other parties save for any antecedent breach of the Subscription Agreement.
- 3.2 The Board also wishes to announce that the Company and the Investors have on 30 November 2021 mutually agreed in writing, by way of a supplemental agreement ("**SSA Supplemental**"), to amend the Subscription Agreement to provide for parties having the benefit of the condition to

waive such condition and to extend the SSA Long-Stop Date to (and including) **31 December 2021** (or such later date as may be mutually agreed by the Company and the Investors).

- 3.3 Save for the above, all other provisions of the Subscription Agreement remain unchanged.
- 3.4 The Company will keep Shareholders updated if there are any further material developments.

4. **INSPECTION OF DOCUMENTS**

A copy of the SPA Supplemental and SSA Supplemental will be made available for inspection during normal business hours at the office of the Company's registered office at 18 Boon Lay Way, #10-140D, Tradehub 21, Singapore 609966 for three (3) months commencing from the date of this announcement.

5. **IMPLICATION OF SHAREHOLDERS' DECISION AT THE EGMS ON 6 DECEMBER 2021 AND 15 DECEMBER 2021 TO APPOINT NEW DIRECTORS AND REMOVE INCUMBENT DIRECTORS, RESPECTIVELY**

- 5.1 The Company would like to draw Shareholders' attention to the statements made by certain requisitioning shareholders ("**Requisitioning Shareholders**") who have called for EGMs pursuant to Section 177 of the Companies Act to be held on 6 December 2021 and 15 December 2021 for the appointment of new directors and removal of incumbent directors, respectively.
- 5.2 While the Requisitioning Shareholders' plans for the Company have not been made clear, they have raised concerns regarding the Proposed Transactions by way of the proposed Scheme. Accordingly, if the resolutions at the aforementioned EGMs in relation to the change of board members are carried, this may have a significant impact on the implementation of the Proposed Transactions by way of the proposed Scheme such as where the newly appointed directors decide not to proceed with the Proposed Transactions. This is notwithstanding that the Company has received SGX-Regco's guidance that the listing and delisting requirements under Chapter 4 and Rules 1307, 1308 and 1309 of the Catalist Rules are not applicable to the proposed Scheme and the receipt of the approval in principle from the SGX-Regco for the listing and quotation of certain NewCo Shares as announced on 18 November 2021 and 30 November 2021, respectively.
- 5.3 Accordingly, the Company would like to remind Shareholders that their votes at the forthcoming EGMs on 6 December 2021 and 15 December 2021 are **CRITICAL** to the implementation of the Proposed Transactions and are advised to consider their votes at the forthcoming EGMs carefully. Shareholders are advised to submit their proxies within the stipulated times in the respective EGMs' circulars.

6. **CAUTIONARY STATEMENTS**

SHAREHOLDERS AND OTHER INVESTORS ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY AS THERE IS NO CERTAINTY OR ASSURANCE THAT THE PROPOSED SCHEME WILL BE COMPLETED.

SHAREHOLDERS AND OTHER INVESTORS ARE ADVISED TO READ ANY ANNOUNCEMENTS BY THE COMPANY CAREFULLY. THEY SHOULD CONSULT THEIR STOCKBROKERS, BANK MANAGERS, SOLICITORS, ACCOUNTANTS, TAX ADVISORS OR OTHER PROFESSIONAL ADVISORS IF THEY ARE IN ANY DOUBT AS TO THE ACTIONS THEY SHOULD TAKE.

By Order of the Board of Directors
QT VASCULAR LTD.

Sho Kian Hln
Independent Director
30 November 2021

*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. ("**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

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