

QTVascular



The Community We Care For
ANNUAL REPORT 2021



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

CORPORATE PROFILE

QT Vascular Ltd (“We”, or the “Company”, “QT Vascular” and together with its subsidiaries the “Group”) is listed on the Catalist Board of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (Reuters: QT Vascular).

We are engaged in the design, assembly and distribution of advanced therapeutic solutions for the minimally invasive treatment of complex vascular diseases. We collaborate with industry specialists and physicians who are key opinion leaders to develop and offer physicians and patients new and differentiated devices to improve outcomes in complex peripheral and coronary interventions.

Following the shareholders’ approval at the extraordinary general meeting held on 8 January 2022, the Group has also diversified its core business to include:

- (a) the Healthcare Business, which includes, inter alia, the following activities:
 - i. provision of dental services, and
 - ii. operations management and consultancy services to certain government entities and/or corporate clients,

(collectively, the “**Healthcare Business**”);

- (b) the Medical Equipment Business, which includes, inter alia, the following activities:

- i. research, develop and design of medical equipment and other related products including but not limited to geriatric medical rehabilitation equipment and medical equipment for use in hospitals as well as for emergency and rescue (“Medical Equipment”); and
- ii. to engage in the trading, manufacturing, distributing and/or marketing of these Medical Equipment,

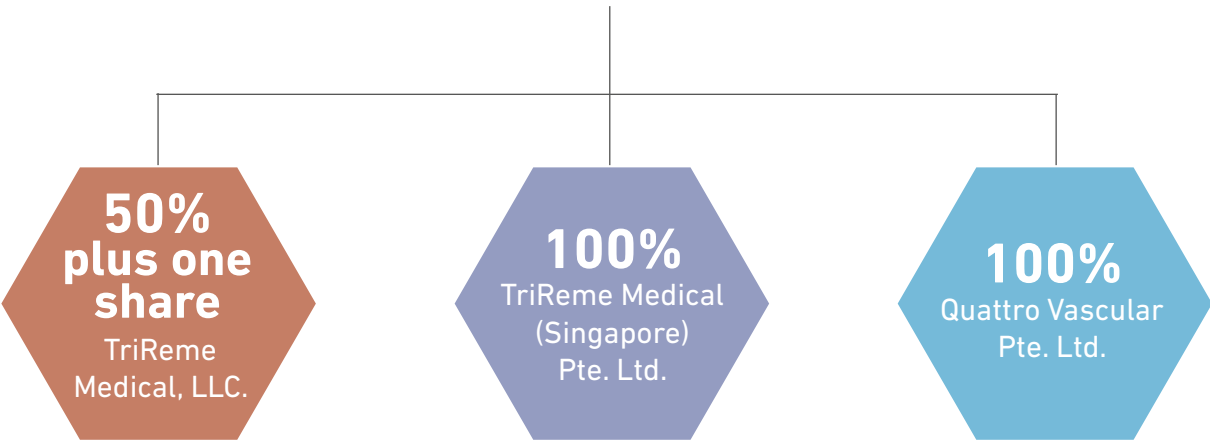
(collectively, the “**Medical Equipment Business**”)

- (c) the Medical and Wellness Business, which includes the provision of general and specialized medical care including but not limited to the fields of aesthetics and wellness services (“**Medical and Wellness Business**”).



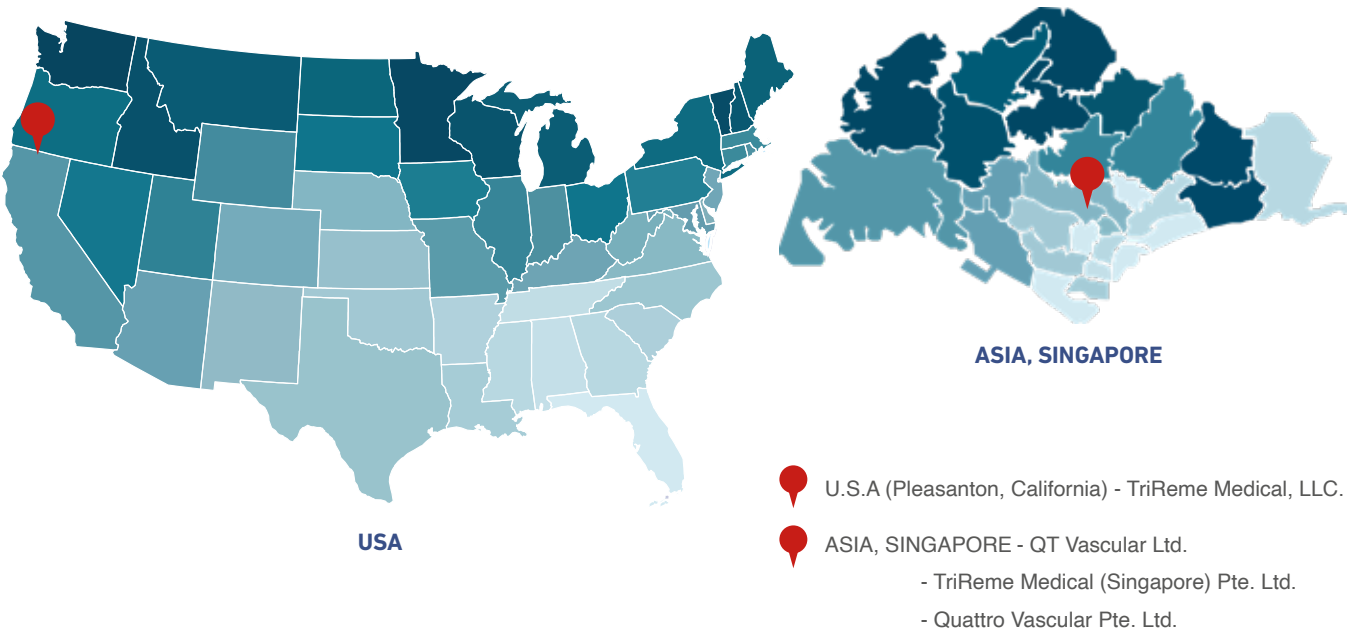
CORPORATE STRUCTURE

QTVascular



INDUSTRY SERVED HEALTH CARE

LOCATION SITES



LETTER FROM THE CEO

Dear Shareholders:

On behalf of the board of directors and management, it is my pleasure to present QT Vascular's Annual Report for the financial year ended 31 December 2021 ("FY2021").

For QT Vascular, 2021 was very much focused on the completion of (i) the acquisition of 60% of the entire issued and paid-up share capital of Asia Dental Group Pte. Ltd. and its subsidiaries and (ii) the proposed S\$7.3 million share subscription (together with the Proposed Diversification, the Proposed Transfer of Controlling Interest and the Proposed Distribution collectively, the "Proposed Transactions"), which was completed on 13 January 2022.

With the completion of the Proposed Transactions, the Group is well positioned to embark on its journey to expand and grow its new business in the areas of:

HEALTHCARE BUSINESS:

- Dental services
- * Operations management and consultancy

MEDICAL EQUIPMENT BUSINESS:

- Research, develop and design of medical equipment
- * Trading, manufacturing and distribution of medical equipment

MEDICAL AND WELLNESS BUSINESS:

- Provision of general and specialized medical care including but not limited to aesthetics and wellness services

On 31 March 2022, the Company announced that via its 60% subsidiary, Eastern Dental Center Pte. Ltd., the Company had completed the acquisition of three dental businesses for a total cash consideration of S\$1,256,500, which is part of the strategic plans the Company has in respect of its Healthcare Business.

The Company continues to explore and is in discussions with various parties regarding strategic transactions in line with the new businesses indicated above which will bring new opportunities of growth to the Company which is in line with the Company's strategy on building potential long-term value for our shareholders.

I would like to express my gratitude to my fellow directors on the Board for their guidance, commitment, and contributions. To the management team and staff, thank you for your commitment, hard work and contributions to the Company. Finally, on behalf of the Board, I would like to express our appreciation to our shareholders, investors, business partners and associates for their unwavering support of QT Vascular as we position QT Vascular for growth in new areas of businesses.

We look forward to your continued support in 2022 as we embark on this new journey for QT Vascular and to bring it to greater heights in the years to come.

Thomas Tan Gim Chua
Chief Executive Officer

BOARD OF DIRECTORS

NG FOOK AI VICTOR *Independent Chairman*

Mr Ng Fook Ai Victor was appointed as an Independent Non-Executive Director and Chairman of our Group on 31 January 2022. Victor is currently the Chairman of the Board of Directors and the Chairman of the Remuneration Committee as well as a member of the Audit Committee and Nominating Committee.

Victor has over 36 years of experience in investment management including private equity fund management and seed funding, and has established several ventures and start-ups with exits including initial public offerings, trade sales and merger and acquisition. Victor has more than 30 years of experience as a director on various companies, including directorships held in companies listed in Singapore and Hong Kong. Apart from being an independent director of the Company, Victor is currently an independent director of SGX-Mainboard listed The Place Holdings Limited and Healthbank Holdings Limited and a director of HKEX listed Sunshine 100 China Holdings Ltd.

Victor holds BSc (Econs) (Hons), MSc (Econs) major in Economics, from Birkbeck College, University of London. He was awarded The University of London Convocation Book Prize (First) and the Lord Hailsham Scholarship, among other awards. In 1992, Victor was awarded the PBM (Community Services) by the President of the Republic of Singapore.

THOMAS TAN GIM CHUA *CEO*

Mr Thomas Tan Gim Chua was appointed as Chief Executive Officer and a member of the Nominating Committee of the Company on 13 January 2022.

Thomas's working experience includes appointment as engineer from 1997 to 2000 in Nokia (S) Pte Ltd which is in the business of telecommunications, managing director of Ridgeline Technology Pte Ltd from 2000 to 2016 which is in the business of information technology info-communications and director and chief executive officer of Lifeline Corporation Pte Ltd from 2019 to 2021, a company with a presence in Singapore, Malaysia, Philippines and Australia specialising in the manufacture, sale and distribution of certain medical rehabilitation devices such as wheelchairs and beds to hospitals.

Thomas graduated from the Nanyang Technological University in 1997 with a Bachelor of Engineering and is a full member of the Singapore Institute of Directors. Thomas also has 16 years' experience as a managing director of Ridgeline Technology Pte Ltd and five years as an executive director/chief executive officer of Lifeline Corporation Pte Ltd.

BOARD OF DIRECTORS

SHO KIAN HIN

Independent Director

Mr Sho Kian Hin was appointed to our Board on 25 September 2015. He is the Chairman of the Audit Committee as well as a member of the Remuneration Committee. He is currently also an Independent Director and Chairman of the Audit Committee of OUE Lippo Healthcare Limited and Choo Chiang Holdings Ltd., both listed on the Catalist Board of the SGX-ST. He is also the Independent Director and Chairman of the Remuneration Committee as well as the member of the Audit and Nominating Committees of Versalink Holdings Limited, a company listing on the Catalist Board of the SGX-ST.

Kian Hin has over 20 years of experience in financial reporting and regulatory compliance and was involved in various financial related activities such as equity and pre-IPO fund raising, mergers and acquisitions, restructuring and group tax optimization.

Kian Hin started off his professional training with Victor & Company in 1990. From 1995, Kian Hin was with Ernst & Young as an Assurance and Advisory Business Service Manager and left in 2002.

In 2007, Kian Hin was appointed as Executive Director and Chief Financial Officer of China Farm Equipment Limited ("China Farm Equipment"), a company formerly listed on the Mainboard of the SGX-ST. He was responsible for, amongst other things, the planning and management of China Farm Equipment's financial and taxation matters. He acted as the key liaison person with the stock exchange, supervised compliance with corporate governance, and handled investor relations, regional roadshows as well as funding options for China Farm Equipment. After China Farm Equipment was privatised in 2013, Kian Hin remained involved in the ongoing corporate exercise to list its assets in China until 2017.

Kian Hin is a fellow member of the Association of Chartered Certified Accountants and a member of the Singapore Institute of Directors.

NG BOON ENG

Independent Director

Mr Ng Boon Eng was appointed as an Independent Non-Executive Director on 30 July 2021. Boon Eng is currently the Chairman of the Nominating Committee as well as a member of the Audit Committee and Remuneration Committee.

Boon Eng has more than 26 years of corporate finance experience and has been the Chief Executive Officer and a director of CEL Impetus Corporate Finance Pte. Ltd since 2017. He also formerly held the position of Director and Head of Corporate Finance in RHB Securities Pte. Ltd. (formerly known as DMG & Partners Securities Pte. Ltd.) and prior to that, Executive Director and Head of Corporate Finance in Mitsubishi UFJ Securities (Singapore) Limited.

Boon Eng graduated from Nanyang Technological University with a Degree of Bachelor of Engineering (Electrical) with honours and is currently a Chartered Valuer and Appraiser.

KEY MANAGEMENT

KELVIN TONG *Chief Financial Officer*

Mr Kelvin Tong joined our Group on 1 July 2014 and has been the Group's Financial Controller until his appointment as the Group's Chief Financial Officer on 1 September 2020. As the Group's Chief Financial Officer, he oversees the accounting and finance function of the Group.

Kelvin is also responsible for the compliance and risk management functions of the Group and is responsible for internal audit, risk management and compliance with requirements under the Listing Manual Section B: Rules of Catalyst and the Companies Act and advising the Group on its risk management and compliance processes.

Kelvin has more than 15 years of financial reporting and regulatory compliance experience. Prior to joining our Group, Kelvin spent close to 14 years from 2000 at KPMG Singapore, where he was a Senior Audit Manager involved in the audit of various industries such as mining, oil and gas, pharmaceutical, food and beverage, consumer products, property development and hospitality as well as initial public offerings and reverse takeover listings.

Kelvin is currently a Certified Practising Accountant of CPA Australia as well as a Chartered Accountant of the Institute of Singapore Chartered Accountants. Kelvin graduated from Monash University with a Bachelor of Business (Accounting) degree in 1998 and a Post Graduate Diploma in Advanced Accounting in 1999.

DR GIAN SIONG LIN JIMMY *Chief Operating Officer (Dental)*

Dr Gian Siong Lin Jimmy was appointed as the Group's Chief Operating Office (Dental) on 13 January 2022. As the Group's Chief Operating Officer (Dental), Jimmy oversees the newly expanded Healthcare Business of the Group.

Jimmy graduated from the National University of Singapore with Dean's List Award in his Final Professional Examinations. He has been in private practice for more than 20 years and his interests is in Orthodontic and Implant Dentistry.

Jimmy is a Certified Invisalign Practitioner, Certified Incognito Lingual Braces Practitioner and Certified CEREC Practitioner.

He is also a member of the following associations/committee:

American Orthodontic Society – USA
Chicago Dental Society - Michigan, USA
Academy of General Dentistry - USA
College of General Dental Practitioner - Singapore
Society for The Advancement of Gnathology - Singapore
Guild of Dental Graduates - Singapore
Singapore Medical Alumni Association
Singapore Dental Association
Singapore Dental Council
Singapore National Olympic Council Medical Committee

MOMI BROSH *Chief Executive Officer of TriReme Medical, LLC*

Momi Brosh joined our Group in March 2011 and oversees all operational related matters in Singapore, including infrastructure, human resource and marketing matters. Since May 2021, Momi was appointed as the CEO of TriReme Medical, LLC, a subsidiary of the Company.

Momi has over 15 years of management experience. From 2001 to 2005, he was a member of the Secretariat of Kibbutz Shefayim Corporation and is Chairman of the Economic Development Board from December 2004 to September 2006, a collective community in Israel. From 2003 to 2005, he was also the Vice President of marketing and sales in Polycad Industries, a leading plastic manufacturer in Israel. Thereafter, from 2005 to 2007, Momi was the Vice President of marketing and sales in Tlaton Ltd, a company that specialises in missile and satellite packages for the aeronautics industry. Prior to joining our Group, from 2008 to 2010, Momi was a freelance marketing consultant in the defence industry.

Momi earned a Diploma in Industrial & Management Engineering and in Marketing from the Ruppin Academy Centre in Israel in 1997. Momi also graduated from the Marketing and Sales Management Program at the Israeli Management Centre in Tel Aviv, Israel in 2004.

FINANCIAL AND OPERATIONS REVIEW

REVIEW OF INCOME STATEMENT

The Group did not record any revenue and cost of sales for the year ended 31 December 2021 ("FY2021") as there were no sales to Teleflex, Inc. ("Teleflex") following the cessation of the product manufacturing and supply agreement as at 31 December 2020.

As a result of the above, the Group did not record any gross loss or profit for FY2021 as compared to a gross loss of US\$59,000 in the year ended 31 December 2020 ("FY2020").

Our administrative expenses decreased by US\$1.0 million in FY2021 mainly due to reduction in overall spending resulting from progressive cost cutting measures implemented since the financial year ended 31 December 2017. US\$0.5 million of this decrease was attributable to reversal of equity-settled share-based payment transactions relating to share awards/share options that had lapsed/cancelled.

There was no research and development expenses incurred upon completion of the disposal of Chocolate Touch® in 28 August 2020 to G Vascular Pte. Ltd..

Other income increased mainly due to recharge of lease and services to Expanse Medical, Inc. since May 2021. The increase was partially offset by the reduction in grants received as well as the service income charged to Teleflex.

The increase in other expenses by US\$1,723,000 was mainly due to the impairment losses recognised on the Group's (i) intangible assets of approximately US\$1,464,000 and (ii) investment in Sano V Pte Ltd of \$255,000. There was no such expense recorded in FY2020.

Finance cost decreased by US\$250,000 during FY2021 mainly due to decrease in interest expenses accrued for a third-party loan of US\$249,000 which reduced from US\$275,000 in FY2020 to US\$26,000 in FY2021 after repayment was made as well as the conversion of the loan from interest bearing to non-interest bearing during the year.

Depreciation of plant and equipment decreased by US\$63,000, or 100% as all of the Group's assets were fully depreciated in FY2020 and amortisation of

intangible assets decreased by US\$151,000 as none of the existing intangible assets were required to be amortised.

As a result of the above, the Group recorded a net loss attributable to shareholders of US\$3.8 million in FY2021, compared with a net loss attributable to shareholders of US\$7.6 million in FY2020.

REVIEW OF FINANCIAL POSITION

Our non-current assets decreased by US\$1,452,000 mainly due to:

- (i) impairment loss of US\$1,464,000 recognised on the Group's intangible assets;
- (ii) impairment loss of US\$255,000 recognised on the Group's other investment in Sano V Pte Ltd.;
- (iii) decrease of other non-current assets of US\$58,000 due to decrease in amount of security deposit for leased units; and
- (iv) partially offset by the increase in right-of-use assets in relation to the Group's office rental leases of US\$325,000.

Our current assets decreased by US\$1,281,000 mainly due to:

- (i) decrease in cash and cash equivalents of US\$715,000 due to reasons presented in the cashflow analysis below; and
- (ii) decrease in trade and other receivables of US\$566,000 mainly due to collection of trade receivables from customers.

Our non-current liabilities increased by US\$229,000 due to the accounting recognition of lease liabilities following the lease renewal by TriReme Medical, LLC ("TMI US") in March 2021.

Our current liabilities decreased by US\$285,000 mainly due to:

- (i) decrease in loans and borrowings of approximately US\$666,000 due to partial loan settlement; and

FINANCIAL AND OPERATIONS REVIEW

- (ii) the decrease in current liabilities is partially offset by the following increases:
 - a. lease liabilities in relation to the Group's office rental leases of approximately US\$106,000;
 - b. trade and other payables and accrued expenses of approximately US\$249,000 mainly due to professional services fees incurred in relation to the Proposed Transactions; and
 - c. increase in loans and borrowings of approximately US\$26,000.
- (a) completed the Proposed Acquisition; and
- (b) received a gross cash injection of S\$7.3 million (of which S\$4.3 million will be used as general working capital) from certain investors following the issuance of an aggregate of 4,055,555,556 new shares (the "**Proposed Subscription**") (together with the Proposed Diversification, the Proposed Transfer of Controlling Interest and the Proposed Distribution collectively, the "**Proposed Transactions**");
- (v) Management has also subsequently obtained a loan amount of S\$2.0 million from a related party which will be repaid over the next 42 months; and
- (vi) Management continues to explore the possibility of corporate actions involving entering into potential acquisition opportunities to generate new sources of revenue and/or fund-raising exercises.

The Group has undertaken the following steps to address the Group's negative working capital of US\$2,096,000 and deficit in shareholders' equity of US\$1,923,000 as at 31 December 2021:

- (i) Management is of the view that the Group will have sufficient working capital for at least the next 12 months from the date of these consolidated financial statements and will be able to meet its obligations as and when they fall due based on the Group's cash flow forecast;
- (ii) Management will continue to implement comprehensive cost-containment measures and does not expect the Group to have any significant commitments that will require significant cash outflow in the next 12 months other than those incurred in the ordinary course of business;
- (iii) As announced on 8 December 2021, the outstanding short-term loans with third parties of US\$1,033,842 was partially settled by an amount of US\$700,000 with the Company's shares and the remaining outstanding loan of US\$333,842 will be interest bearing at 8% per annum, repayable on demand and secured over the Company's remaining 50% plus one share shareholding in TMI US;
- (iv) On 13 January 2022, following the receipt of shareholders approval at an extraordinary general meeting held on 8 January 2022, the Company announced that it had:

The Board confirms that the Group will be able to meet its short-term debt obligations when they fall due based on the implementation of the above-mentioned steps and continue to operate as a going concern.

REVIEW OF CASH FLOW

The Group recorded cash outflows from operating activities of US\$749,000 for FY2021 due mainly to payments made to our suppliers and employees of US\$2,043,000. The cash outflows from operating activities are partially offset by the receipts from customers amounting to approximately US\$1,294,000.

Net cash from financing activities for FY2021 was approximately US\$38,000 which is mainly due to proceeds received from (i) non-controlling interests for its investment in TMI US of US\$60,000, (ii) short-term loans from third parties of US\$70,000 and (iii) issuance of shares due to exercise of share options of US\$146,000. The cash from financing activities were offset by (i) lease payments made during the period to third party lessors of US\$172,000, (ii) interest paid in relation to lease liabilities of US\$22,000 and (iii) repayment of short-term loans of US\$44,000.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Non-Executive:

Ng Fook Ai Victor

*Independent Director and Chairman
of the Board of Directors
(appointed on 31 January 2022)*

Ng Boon Eng

*Independent Director
(appointed on 30 July 2021)*

Sho Kian Hin

Independent Director

Executive:

Thomas Tan Gim Chua

*Executive Director and
Chief Executive Officer
(appointed on 13 January 2022)*

AUDIT COMMITTEE

Sho Kian Hin (Chairman)

Ng Fook Ai Victor

Ng Boon Eng

NOMINATING COMMITTEE

Ng Boon Eng (Chairman)

Thomas Tan Gim Chua

Ng Fook Ai Victor

REMUNERATION COMMITTEE

Ng Fook Ai Victor (Chairman)

Sho Kian Hin

Ng Boon Eng

COMPANY SECRETARY

Lee Pih Peng

REGISTERED OFFICE

18 Boon Lay Way
#10-140(D) TradeHub 21
Singapore 609966
Tel: (65) 6430 0288
Fax: (65) 6659 8187

SHARE REGISTRAR

Tricor Barbinder Share Registration Services
(a division of Tricor Singapore Pte. Ltd.)
80 Robinson Road
#02-00
Singapore 068898

AUDITORS

Moore Stephens LLP
10 Anson Road #29-15
International Plaza
Singapore 079903

Audit Partner-in-charge
Ng Chiou Gee Willy
Since Financial Year ended
31 December 2020

SPONSOR

PrimePartners Corporate Finance Pte. Ltd.
16 Collyer Quay
#10-00 Income at Raffles
Singapore 049318

PRINCIPAL BANK

Citibank Singapore Limited
8 Marina View
#21-01 Asia Square Tower 1
Singapore 018960



QTVascular

SUSTAINABILITY REPORT 2021



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BOARD STATEMENT

QT Vascular Ltd (“QT Vascular” or “Company”, and together with its subsidiaries, the “Group”) is pleased to present its fifth Sustainability Report, which has been approved by the Board.

As a medical device company, we aspire to improve the quality of lives for patients through the products we offer. To realise this vision, we believe comprehensive considerations for relevant environmental, social and governance (“ESG”) risks and opportunities is fundamental to ensure the quality of our products, as well as the long-term reliability of our operations.

In 2021, we continue to uphold the upmost standards of integrity, responsibility and accountability in our business practices and met all of our 2021 targets set for our material ESG factors, namely business ethics and regulatory compliance. We strive to maintain the same record of business ethics and regulatory compliance and incorporate relevant ESG factors for the new businesses in the forthcoming year.

The Board oversees and is supported by the Sustainability Steering Committee (“SSC”) and the Sustainability Task Force (“STF”) in its continuous efforts to integrate sustainability issues into QT Vascular’s strategic formulation and oversee sustainability performance and reporting. The SSC, composed of the senior management team, develops sustainability objectives and strategy based on the Board’s directions, manages QT Vascular’s overall sustainability performance, and reports to the Board regularly. The STF, consisted of senior management representatives from different business functions, implements sustainability practices and action plans across QT Vascular based on the sustainability objectives and strategy formulated.

We look forward to sharing our sustainability progress with you in this Sustainability Report.

Board of Directors
QT Vascular Ltd

ABOUT QT VASCULAR

QT Vascular is a medical device company specialising in the minimally invasive treatment of vascular diseases for the financial year ended 31 December 2021.

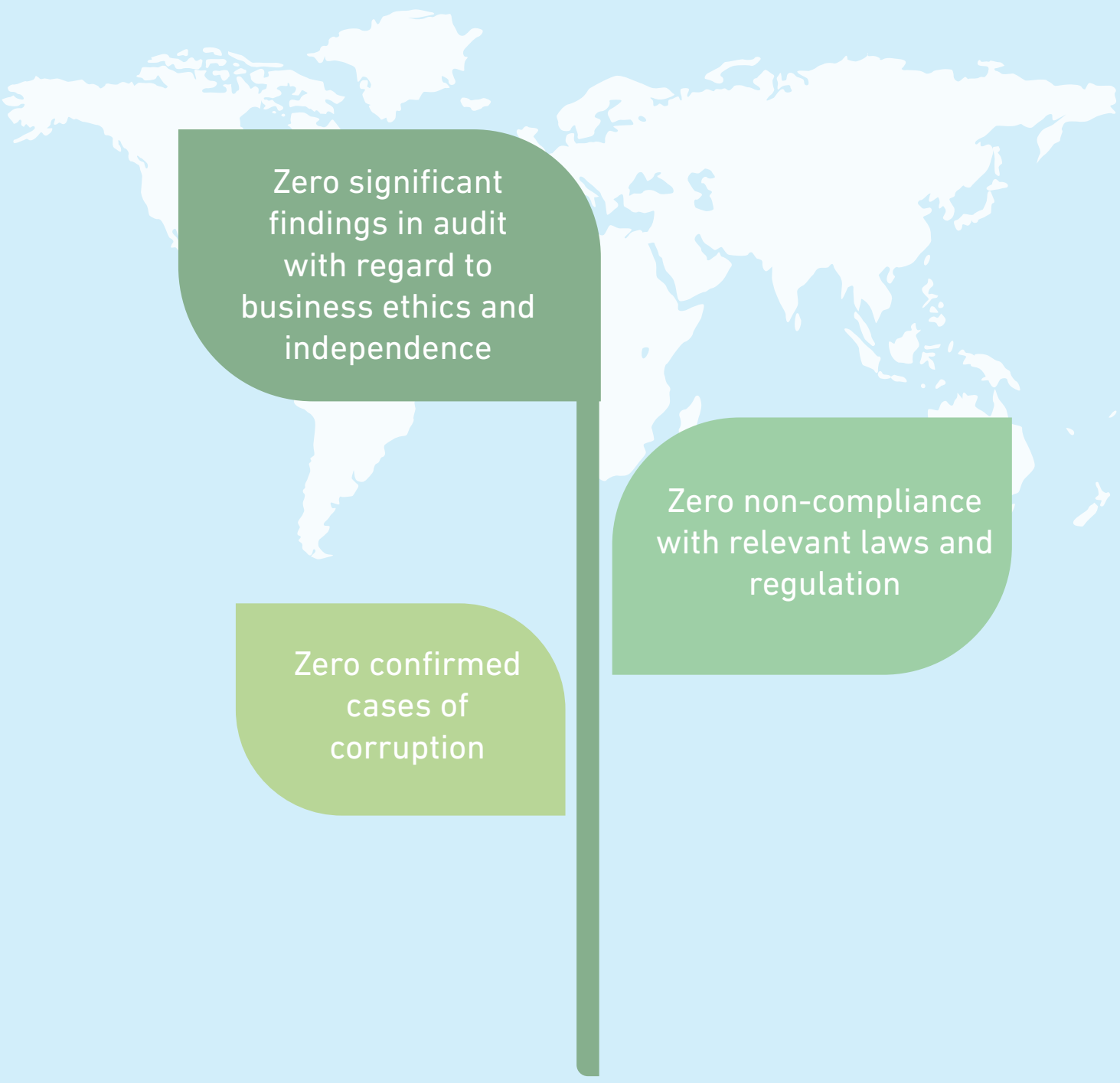
Coronary artery disease (“CAD”) and peripheral artery disease (“PAD”) happen in the arteries surrounding the heart and periphery parts of the body (especially of the pelvis and legs), respectively. They are primarily caused by lesions consisting of plaque, which narrows or blocks arteries, thus obstructing normal blood flow. CAD and PAD can be treated by percutaneous transluminal coronary angioplasty (“PTCA”) and percutaneous transluminal angioplasty (“PTA”), respectively.

Our main products include both minimally invasive drug coated balloon catheters for PTCA and for PTA. By collaborating with industry specialists and physicians who are key opinion leaders, we develop and offer new and differentiated tools for physicians to improve the outcomes in complex peripheral and coronary interventions.

During an angioplasty procedure, a small incision is made and our balloon catheter is inserted on a steerable “guide wire” to reach the narrowed section of the affected artery. The balloon catheter is then inflated temporarily to push outward on the plaque and the wall of the blood vessel, thus improving blood flow at the narrowing. At the end of the procedure, the balloon is deflated and removed so no balloon catheter is left behind in the artery. In this way, our balloon catheters provide minimally invasive alternatives to permanent implants such as stents, offering a range of medical and cost benefits¹. We are proud that these benefits ultimately lead to a better quality of life for patients.

¹ For more details, please visit QT Vascular website <https://qtvvascular.com/us/about-us/> on “Why is it important to avoid the use of permanent implants such as stents?”

2021 SUSTAINABILITY HIGHLIGHTS



Zero significant
findings in audit
with regard to
business ethics and
independence

Zero confirmed
cases of
corruption

Zero non-compliance
with relevant laws and
regulation

ABOUT THIS REPORT

This Sustainability Report summarises QT Vascular's sustainability policies, practices and performance from 1 January 2021 to 31 December 2021 ("FY2021"), with a focus on its material ESG factors. The report covers the listed entity, QT Vascular Ltd and all its subsidiaries, including TriReme Medical, LLC, TriReme Medical (Singapore) Pte Ltd and Quattro Vascular Pte Ltd.

The report is prepared in accordance with the requirements of SGX Catalist Rules 711A and 711B, guided by SGX Catalist Rules Practice Note 7F: Sustainability Reporting Guide. The report also makes reference to the Global Reporting Initiative (GRI) Standards: Core Option, a globally recognised framework to report on ESG issues. This report references the following GRI Standards and topic-specific Disclosures:

- Disclosure 205-3 from GRI 205: Anti-corruption 2016
- Disclosure 419-1 from GRI 419: Socioeconomic Compliance 2016

All information is disclosed in good faith and to the best of our knowledge. No external assurance has been sought for this report. Please forward any enquiries or feedback to info@trirememedical.com.

MATERIALITY ASSESSMENT

To determine ESG factors of significant interests to our business and key stakeholders, QT Vascular conducted a materiality assessment guided by the GRI Principles of Materiality and Stakeholder Engagement workshop. We considered the following in identifying potential material ESG factors:

- Global and local key sustainability trends;
- Hot topics and future challenges for our industry, as identified by our peers; and
- Insights gained from interactions with internal and external stakeholders.

Two material ESG factors were identified from the assessment process:



**BUSINESS
ETHICS**

**REGULATORY
COMPLIANCE**

QT Vascular reviewed the above material ESG factors in FY2021 and found that they continue to be relevant. QT Vascular will regularly review and assess its material ESG factors to ensure their pertinence.

BUSINESS ETHICS

Operating fairly and ethically is fundamental in maintaining our stakeholders' trust in us. At QT Vascular, we uphold high standards of business ethics and independence in all areas of our business practices.

QT Vascular takes a zero-tolerance approach towards corruption. All employees are required to abide by the Employee Code of Conduct, which provides guidance on prohibition of fraud and bribery and management of conflict of interest. New employees are required to comply with all anti-corruption related policies by signing a declaration form.

We are committed to maintaining our independence in our interactions with healthcare professionals in all business settings, including research or development, and marketing and sales. Following section 6002 of the U.S. Affordable Care Act², we set clear policies on the provision of gift, entertainment or anything of value, to healthcare professionals. All interactions with healthcare professionals are properly recorded and verified in accordance with regulatory requirements. These independence precautions help us prevent any perceived or actual breach of independence, as well as safeguard the impartiality of research results and the provision of healthcare services.

To ensure independence in clinical trials, the Group appoints independent consultants and committees to collect, analyse and evaluate clinical data received from clinical trial sites. Clinical investigators are selected objectively based on a balanced consideration of expertise, history of compliance, adequate facility, staff resources and enrolment potential, influence within the targeted medical community, as well as interest in, availability for and potential conflicts with the study. Furthermore, as clinical trials involve human subjects, we strictly monitor ethical issues such as informed consent from and HIPAA requirements related to subjects and data privacy and security throughout our engagement with independent investigators to ensure research ethics.

As part of our business ethics monitoring and assurance process, the Group has established a whistle-blowing policy, which stipulates clear channels for employees to anonymously report any suspected ethical issues. In FY2021, no whistle-blowing reports were received. The Independent Directors of the Group have been listed as the contact points, with their contact details disclosed to all employees.

Performance Measures	2020	2021	2022 Target
Number of confirmed incidents of corruption	0	0	Maintain zero confirmed incidents of corruption and no significant findings from internal or external audits conducted in relation to business ethics and independence
Significant findings of internal and external audits conducted in relation to business ethics and independence	0	0	

² Section 6002 of the U.S. Affordable Care Act, also known as the "Sunshine Act", requires manufacturers of drugs and medical devices to report annually to the Secretary of Health and Human Services on the payments or other transfer of value to physicians and teaching hospitals. The Act also requires declaration of ownership or investment interests held by physicians or the immediate family members of physicians in applicable manufacturers and group purchasing organisations to enhance transparency in existing financial relationships between the industry and healthcare personnel and institutions.

REGULATORY COMPLIANCE

We believe our reputation is built by being responsible and accountable. We view regulatory compliance as the baseline for our continued operation, and we are committed to adhering to all relevant laws and regulations, including those concerning customer health and safety, independence and anti-corruption, marketing and labelling, taxation, product pricing, as well as a range of audit and reporting requirements.

The medical device industry is heavily regulated by the FDA, the European Union ("EU") and worldwide healthcare regulatory bodies. The Group is audited every 2 years by the FDA and once a year by EU notified body, and no material non-compliance issues have arisen in FY2021. The Group also did not pay any fine or penalties for non-compliance of any regulatory audit in FY2021.

In addition to regulatory audits, we strive to continuously strengthen our internal controls. QT Vascular actively identifies and manages its enterprise risks, with a particularly strong focus on product safety risks, which is the most heavily regulated and closely monitored issue by the regulators. We have established a risk management system in accordance with ISO 14971:2012 Risk Management for Medical Devices, as well as a suite of SOPs to address all essential elements of risk management, including:

- The development of a risk management plan
- Risk assessment (including hazard identification and analysis, risk estimation, and evaluation of risk acceptability)
- Risk minimisation and risk control
- Risk-based decision making
- Risk monitoring, review and reporting

To ensure that we stay abreast with new developments of relevant laws and regulations, our Regulatory Affairs team communicates regularly with regulators and industry associations for updates. When changes occur, we modify our policies and procedures accordingly, maintain strict documentation control, and promptly communicate changes in internal policies and procedures or regulatory requirements with our employees. No changes we made to our policies and procedures in FY2021. Each employee is required to read up on the changes and sign off as evidence of review.

In case of any non-conformance with relevant laws and regulations, QT Vascular will duly report to relevant government agencies in compliance with its corresponding reporting obligations under various jurisdictions. QT Vascular will also conduct an internal investigation to identify root causes of non-conformance and develop corresponding risk controls.

Performance Measures	2020	2021	2022 Target
Number of non-compliant incidents with laws and regulations in the social and economic area that results in significant fines and non-monetary sanctions	0	0	Maintain zero non-compliance with all laws and regulations





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	Proxy Form

CORPORATE GOVERNANCE

DISCLOSURE TABLE FOR ANNUAL REPORT IN COMPLIANCE TO THE CODE OF CORPORATE GOVERNANCE 2018 AND CATALIST RULES

The Board of Directors (the “**Board**”) of QT Vascular Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) are committed to maintaining high standards of corporate governance and places importance on its corporate governance processes and systems so as to ensure greater transparency, accountability and maximisation of long-term shareholder value.

This report outlines the Company’s corporate governance practices that were in place during the financial year ended 31 December 2021 (“**FY2021**”), with specific reference made to the principles and provisions of the Code of Corporate Governance 2018 (the “**Code**”), the accompanying Practice Guidance in February 2020 (the “**PG**”) as well as the disclosure guide developed by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) in January 2015 (the “**Guide**”).

Provision	Code and/or Provision Description	Company’s Compliance or Explanation																																								
General	(a) Has the Company complied with all the principles and provisions of the Code? If not, please state the specific deviations and alternative corporate governance practices adopted by the Company in lieu of the recommendations in the Code.	The Company has complied with the principles and provisions as set out in the Code and the Guide, where applicable. Appropriate explanations have been provided in the relevant sections below where there are deviations from the Code and/or the Guide.																																								
	(b) In what respect do these alternative corporate governance practices achieve the objectives of the principles and conform to the guidelines of the Code?	Not applicable. The Company did not adopt any alternative corporate governance practices in FY2021.																																								
BOARD MATTERS																																										
The Board’s Conduct of Affairs																																										
1.1 4.2 6.2 10.2 Catalist Rule 406(3)(e) Catalist Rule 1204(10B)	What is the role of the Board?	<p>As at the date of this report, the Board has 4 members and comprises the following:</p> <table><tr><th colspan="5">Table 1.1 – Board and Board committees composition</th></tr><tr><th colspan="2">Composition of the Board</th><th colspan="3">Composition of the Board Committees</th></tr><tr><td colspan="2"></td><td colspan="3"><ul style="list-style-type: none">C – ChairmanM - Member</td></tr><tr><th>Name of Director</th><th>Designation</th><th>AC ⁽¹⁾</th><th>NC ⁽²⁾</th><th>RC ⁽³⁾</th></tr><tr><td>Thomas Tan Gim Chua</td><td>Chief Executive Officer (“CEO”) and Executive Director</td><td>-</td><td>M</td><td>-</td></tr><tr><td>Ng Fook Ai Victor</td><td>Independent Chairman</td><td>M</td><td>M</td><td>C</td></tr><tr><td>Ng Boon Eng</td><td>Independent Director</td><td>M</td><td>C</td><td>M</td></tr><tr><td>Sho Kian Hin</td><td>Independent Director</td><td>C</td><td>-</td><td>M</td></tr></table> <p>Notes:</p> <p>(1) The Audit Committee (“AC”) comprises three (3) members, all of whom are independent. All members of the AC are non-executive Directors.</p> <p>(2) The Nominating Committee (“NC”) comprises three (3) members, the majority of whom, including the Chairman, are independent. Majority of the members of the NC are non-executive Directors.</p> <p>(3) The Remuneration Committee (“RC”) comprises three (3) members, all of whom are independent. All members of the RC are non-executive Directors.</p>	Table 1.1 – Board and Board committees composition					Composition of the Board		Composition of the Board Committees					<ul style="list-style-type: none">C – ChairmanM - Member			Name of Director	Designation	AC ⁽¹⁾	NC ⁽²⁾	RC ⁽³⁾	Thomas Tan Gim Chua	Chief Executive Officer (“CEO”) and Executive Director	-	M	-	Ng Fook Ai Victor	Independent Chairman	M	M	C	Ng Boon Eng	Independent Director	M	C	M	Sho Kian Hin	Independent Director	C	-	M
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		<p>The terms of reference of the AC, NC and RC are set out in Sections 10.1, 4.1 and 6.1 respectively.</p> <p>The Board is entrusted to lead and oversee the Group, with the fundamental principle to act in the best interests of the Group and hold management accountable for performance. In addition to its statutory duties, the Board's principal functions are, <i>inter alia</i>:</p> <ul style="list-style-type: none"> • overseeing the Group, including its control and accountability systems; • monitoring and reviewing senior management's performance and implementation of strategy; • satisfying itself that senior management has developed and implemented a sound system of risk management and internal controls in relation to financial reporting risks and has reviewed the effectiveness of the operation of that system; • assessing the effectiveness of senior management's implementation of systems for managing material business risks, including the making of additional enquiries and to request assurances regarding the management of material business risks, as appropriate; • ensuring compliance with all laws and regulations as may be relevant to the business; • formulating and approving financial objectives of the Group and monitoring its performance such as reviewing and approving of financial results announcements and financial statements; and • providing overall corporate governance of the Group. <p>The Company has in place practices to address potential conflicts of interest. All Directors are required to notify the Company promptly of all conflicts of interest as soon as it is practicable after the relevant facts become known to him as well as refreshing the required declaration annually. Directors are required to recuse themselves from all deliberations/ voting in relation to the matters which he has a conflict of interest in, unless the Board is of the opinion that the participation of the conflicted Director is of the best interest to the Company. Nonetheless, he will abstain from voting in relation to the conflict-related matters.</p>
1.2 Catalist Rule 406(3) (a)	(a) Are new Directors given formal training? If not, please explain why.	<p>Newly appointed Directors will receive comprehensive and tailored induction upon joining the Board, including their duties as directors and how to discharge those duties. An orientation program including site visits to the Group's operations will be held where required to ensure that the Directors are familiar with and understand the Group's business, organisation structure, corporate strategies and policies, and governance practices. The Company will also provide training for newly appointed Directors who have no prior experience as a director of a Singapore public listed company as prescribed by the SGX-ST under Rule 406(3)(a) and Practice Note 4D of the Catalist Rules. Such training must be completed within one year of the newly appointed Directors' initial appointment. The training of Directors will be arranged and funded by the Company. All newly appointed directors with no prior experience for a Singapore listed company has attended SID LED modules 1 to 8 by 14 April 2022.</p>
	(b) What are the types of information and training provided to (i) new Directors and (ii) existing Directors to keep them up-to-date?	<p>The Board values on-going professional development and recognises that it is important that all Directors receive regular training so as to be able to serve effectively on and contribute to the Board. The Board will consider adopting a policy on continuous professional development for Directors.</p> <p>To ensure Directors can fulfil their obligations and to continually improve the performance of the Board, all Directors are encouraged to undergo continual professional development during the term of their appointment. Professional development may relate to a particular subject area, committee membership, or key developments in the Company's environment, market or operations which may be provided by accredited training providers such as the Singapore Institute of Directors. Directors are encouraged to consult the Chairman if they consider that they personally, or the Board as a whole, would benefit from specific education or training regarding matters that fall within the responsibility of the Board or relate to the Company's business. Such trainings costs are borne by the Company.</p> <p>Briefings and updates for the Directors in FY2021 include:</p> <ul style="list-style-type: none"> • the external auditors ("EA") had briefed the AC on changes or amendments to accounting standards; • the Sponsors and Company Secretary had briefed the Board on regulatory changes, such as changes to the Companies Act and/or the SGX-ST Listing Manual Section B: Rules of Catalist; and • the Directors are regularly briefed by the CEO and Chief Financial Officer ("CFO") on the business activities of the Group.

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1.3	What are the types of material transactions which require approval from the Board?	<p>Matters and transactions that require the Board's approval are clearly communicated to the Management in writing and it includes, amongst others, the following:</p> <ul style="list-style-type: none">major capital expenditure, capital management and acquisitions and divestitures;Chapter 9 and Chapter 10 transactions in the SGX-ST Listing Manual Section B: Rules of Catalist (the "Catalist Rules");the Company's control and accountability systems;share issuance, dividend release or changes in capital;the Company's policies on risk oversight and management, internal compliance and control, Code of Conduct, and legal compliance;the Company's financial statements, financial results announcements, budgets; andall matters which cross the relevant thresholds stipulated in the Catalist Rules or which the Board considers material for announcement. The Board will consider materiality in the context that reflects the stage of development of the Company and also takes into consideration the guidelines provided in the Catalist Rules.																																																												
1.4	Has the Board delegated certain responsibilities to committees? If yes, please provide details.	The Board has delegated certain responsibilities to the AC, the NC and the RC (collectively, the " Board Committees "). The compositions of the Board Committees have been set out in Section 1.1 of this report.																																																												
1.5	Have the Board and Board Committees met in the last financial year?	<p>The Board meets at least four (4) times a year, and as and when circumstances require. Directors with multiple Board representations ensure that sufficient time and attention are given to the affairs of each company. During FY2021/2022, the number of the Board and Board Committee meetings held and the attendance of each Board member are shown below:</p> <table><tr><th colspan="5">Table 1.5 – Attendance of Board and Board Committee Meetings in FY2021/2022</th></tr><tr><th></th><th>Board</th><th>AC</th><th>NC</th><th>RC</th></tr><tr><td>Number of Meetings Held</td><td>5</td><td>4</td><td>2</td><td>2</td></tr><tr><td>Name of Director</td><td colspan="4">Number of Meetings Attended</td></tr><tr><td>Eric Sho Kian Hin</td><td>5</td><td>4</td><td>2*</td><td>2*</td></tr><tr><td>Amir Belson⁽¹⁾</td><td>2</td><td>2</td><td>1</td><td>1</td></tr><tr><td>Gregory David Casciaro⁽²⁾</td><td>1</td><td>1</td><td>1</td><td>1</td></tr><tr><td>Eitan Konstantino⁽³⁾</td><td>4</td><td>3*</td><td>1</td><td>1*</td></tr><tr><td>Momi Mimon Brosh⁽⁴⁾</td><td>2</td><td>1*</td><td>1</td><td>1*</td></tr><tr><td>Ng Fook Ai Victor⁽⁵⁾</td><td>1</td><td>1</td><td>1</td><td>1</td></tr><tr><td>Thomas Tan Gim Chua⁽⁶⁾</td><td>1</td><td>1*</td><td>1</td><td>1*</td></tr><tr><td>Ng Boon Eng⁽⁷⁾</td><td>4</td><td>3</td><td>1</td><td>1</td></tr></table> <p>* By invitation</p> <p>Note:</p> <p>(1) Mr Amir Belson resigned as Independent Chairman of the Company on 1 November 2021.</p> <p>(2) Mr Gregory David Casciaro resigned as an Independent Director of the Company on 30 April 2021.</p> <p>(3) Mr Eitan Konstantino resigned as Executive Director and Chief Executive Officer of the Company on 30 November 2021.</p> <p>(4) Mr Momi Mimon Brosh was appointed on 1 November 2021 and resigned as Executive Director of the Company on 13 January 2022.</p> <p>(5) Mr Ng Fook Ai Victor was appointed as an Independent Chairman of the Company on 31 January 2022.</p> <p>(6) Mr Thomas Tan Gim Chua was appointed as Chief Executive Officer of the Company on 13 January 2022.</p> <p>(7) Mr Ng Boon Eng was appointed as an Independent Director of the Company on 30 July 2021.</p> <p>The Company's Constitution (the "Constitution") allows for Board meetings to be held through teleconferencing and/or videoconferencing.</p>	Table 1.5 – Attendance of Board and Board Committee Meetings in FY2021/2022						Board	AC	NC	RC	Number of Meetings Held	5	4	2	2	Name of Director	Number of Meetings Attended				Eric Sho Kian Hin	5	4	2*	2*	Amir Belson ⁽¹⁾	2	2	1	1	Gregory David Casciaro ⁽²⁾	1	1	1	1	Eitan Konstantino ⁽³⁾	4	3*	1	1*	Momi Mimon Brosh ⁽⁴⁾	2	1*	1	1*	Ng Fook Ai Victor ⁽⁵⁾	1	1	1	1	Thomas Tan Gim Chua ⁽⁶⁾	1	1*	1	1*	Ng Boon Eng ⁽⁷⁾	4	3	1	1
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1.6	What types of information does the Company provide to Non-Executive Directors to enable them to understand its business and financial environment as well as the risks faced by the Company? How frequently is the information provided?	<p>It is the aim of the Board to provide shareholders with a balanced and understandable assessment of the Company's performance, position, and prospects. This responsibility extends to the interim and full-year financial results announcements, other price-sensitive public reports, and reports to regulators (if required).</p> <p>Management provides the Board with key information that is complete, adequate, and timely. The types of information which are provided by Management to Independent Directors are set out in the table below:</p> <table border="1"> <caption>Table 1.6 – Types of information provided by Management</caption> <thead> <tr> <th></th><th>Information</th><th>Frequency</th></tr> </thead> <tbody> <tr> <td>1.</td><td>Board papers (with background or explanatory information relating to the matters brought before the Board, where necessary)</td><td>Quarterly</td></tr> <tr> <td>2.</td><td>Updates to the Group's operations and the markets in which the Group operates in</td><td>Quarterly</td></tr> <tr> <td>3.</td><td>Reports on on-going or planned corporate actions</td><td>Quarterly</td></tr> <tr> <td>4.</td><td>Internal auditors' ("IA") report(s)</td><td>Yearly</td></tr> <tr> <td>5.</td><td>Regulatory updates and implications</td><td>As and when required</td></tr> <tr> <td>6.</td><td>Significant project updates</td><td>As and when required</td></tr> <tr> <td>7.</td><td>External Auditors' reports</td><td>Yearly</td></tr> </tbody> </table> <p>Management recognises the importance of circulating information on a timely basis to ensure that the Board has adequate time to review the materials to facilitate a constructive and effective discussion during the scheduled meetings. As such, Management endeavours to circulate information for the Board meetings at least one week prior to the meetings to allow sufficient time for the Directors' review.</p> <p>Key management personnel will also provide any additional material or information that is requested by Directors or that is necessary to enable the Board to make a balanced and informed assessment of the Group's performance, position and prospects. Directors are also provided with the contact details of key management personnel to facilitate direct and independent access to Management.</p>		Information	Frequency	1.	Board papers (with background or explanatory information relating to the matters brought before the Board, where necessary)	Quarterly	2.	Updates to the Group's operations and the markets in which the Group operates in	Quarterly	3.	Reports on on-going or planned corporate actions	Quarterly	4.	Internal auditors' ("IA") report(s)	Yearly	5.	Regulatory updates and implications	As and when required	6.	Significant project updates	As and when required	7.	External Auditors' reports	Yearly
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1.7	Do the Directors have separate and independent access to Management, the Company Secretary and professional advisers?	<p>All Directors have separate and independent access to the Management and Company Secretary at all times.</p> <p>The role of the Company Secretary, the appointment and removal of whom is a matter for the Board as a whole, is as follows:</p> <ul style="list-style-type: none"> Ensuring that board procedures are followed and that the Company's Constitution, applicable rules and regulations, including requirements of the Securities and Futures Act 2001 of Singapore, the Companies Act 1967 of Singapore and the SGX-ST Listing Manual Section B: Rules of Catalist (the "Catalist Rules"), are complied with; Ensuring good information flows within the Board and its board committees and between the senior management and the Directors, Advising the Board on all corporate governance matters, Facilitating orientation and assisting with professional developments; Attending all board and committee meetings; Ensuring coordination and liaison between the Board, the Board Committees and key management personnel; and Assisting the Chairman, the Chairman of each Board Committee and key management personnel in the development of agendas for the various Board and Board Committee meetings. <p>Individually or collectively, in order to execute their duties, Directors are able to obtain independent professional advice at the Company's expense as and when required. The appointment of such independent professional advisors is subject to approval of the Board.</p>																								

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Board Composition and Guidance		
2.1 2.2 2.3	Does the Company comply with the provisions on the proportion of Independent Directors and/ or Non-Executive Directors on the Board? If not, please state the reasons for the deviation and the remedial action taken by the Company.	<p>As at the date of this Annual Report, the Board comprises one Executive Director and three Independent Non-Executive Directors.</p> <p>In view that the Chairman of the Company is an Independent Non-Executive Director and the Independent Directors make up more than one-third of the Board, there is a strong and independent element on the Board which provide independence of thought when making decisions which are in the best interest of the Company. The Company has complied with the relevant provisions as a majority of the Board members are Independent Non-Executive Directors.</p> <p>As the Chairman of the Company, Mr Ng Fook Ai Victor, is an Independent Non-Executive Director, no Lead Independent Director was appointed in the Company. Mr Ng Fook Ai Victor makes himself available to shareholders if they have any concerns relating to matters that contact through the CEO or CFO has failed to resolve, or where such contact is inappropriate, as well as at the Company's general meetings.</p>
2.1 4.4	Has the independence of the Independent Directors been reviewed in the last financial year?	Independent Directors make up the majority of the Board members. In determining the independence of the Independent Directors, the Board takes into account the existence of relationships or circumstances, including those identified by the Code, that are relevant in its determination as to whether a Director is independent. The NC has reviewed and confirmed the independence of the Independent Directors in accordance with the Code, PG and Catalist Rules. The Independent Directors have also confirmed their independence in accordance with the Code, PG and Catalist Rules.
	<p>(a) Is there any Director who is deemed to be independent by the Board, notwithstanding the existence of a relationship as stated in the Code that would otherwise deem him not to be independent? If so, please identify the Director and specify the nature of such relationship.</p> <p>(b) What are the Board's reasons for considering him independent? Please provide a detailed explanation.</p>	There is no Director who is deemed independent by the Board, notwithstanding the existence of a relationship as stated in the Code that would otherwise deem him not to be independent.
Catalist Rule 406(3) (d)	Has any Independent Director served on the Board for more than nine years since the date of his first appointment? If so, please identify the Director and set out the Board's reasons for considering him independent.	<p>Pursuant to Catalist Rule 406(3)(d)(iii) which takes effect from 1 January 2022, a director will not be deemed independent if he has served on a board for an aggregate of more than nine years and his continued appointment as an independent director will have to be sought and approved in separate resolutions by (a) all shareholders; and (b) all shareholders, excluding shareholders who also serve as directors and chief executive officer of the issuer, and associates of such directors and chief executive officer. Such resolutions may remain in force until the earlier of (a) the retirement or resignation of the director; or (b) the conclusion of the third annual general meeting of the Company following the passing of the resolutions.</p> <p>As at the date of this annual report, there is no Independent Director who has served beyond nine (9) years since the date of his first appointment.</p>
2.4	(a) What is the Board's policy with regard to diversity in identifying director nominees?	The Board and board committees should comprise directors who, as a group, provide an appropriate balance and diversity of skills, experience, gender and knowledge of the Company. The Board's policy in identifying director nominees is primarily to have an appropriate mix of members with core competencies such as accounting or finance, business or management experience, industry knowledge, strategic planning experience and customer-based experience or knowledge that could contribute to the Group, regardless of gender to avoid groupthink and foster constructive debate.

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	(b) Please state whether the current composition of the Board provides diversity on each of the following – skills, experience, gender and knowledge of the Company, and elaborate with numerical data where appropriate.	<p>The current Board composition provides a diversity of skills, experience and knowledge to the Company as follows:</p> <table> <tr> <th colspan="3">Table 2.4 – Balance and Diversity of the Board</th></tr> <tr> <th></th><th>Number of Directors</th><th>Proportion of Board (%)</th></tr> <tr> <td>Core Competencies</td><td></td><td></td></tr> <tr> <td>- Accounting or finance</td><td>3</td><td>75</td></tr> <tr> <td>- Business management</td><td>4</td><td>100</td></tr> <tr> <td>- Legal or corporate governance</td><td>4</td><td>100</td></tr> <tr> <td>- Relevant industry knowledge or experience</td><td>4</td><td>100</td></tr> <tr> <td>- Strategic planning experience</td><td>4</td><td>100</td></tr> <tr> <td>- Customer based experience or knowledge</td><td>3</td><td>75</td></tr> <tr> <td>- Information Technology</td><td>3</td><td>75</td></tr> <tr> <td>Gender</td><td></td><td></td></tr> <tr> <td>- Male</td><td>4</td><td>100</td></tr> <tr> <td>- Female</td><td>-</td><td>-</td></tr> </table>	Table 2.4 – Balance and Diversity of the Board				Number of Directors	Proportion of Board (%)	Core Competencies			- Accounting or finance	3	75	- Business management	4	100	- Legal or corporate governance	4	100	- Relevant industry knowledge or experience	4	100	- Strategic planning experience	4	100	- Customer based experience or knowledge	3	75	- Information Technology	3	75	Gender			- Male	4	100	- Female	-	-
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- Information Technology	3	75																																							
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- Female	-	-																																							
	(c) What steps have the Board taken to achieve the balance and diversity necessary to maximise its effectiveness?	<p>The Board has taken the following steps to maintain or enhance its balance and diversity:</p> <ul style="list-style-type: none"> Annual review by the NC to assess if the existing attributes and core competencies of the Board are complementary and enhance the efficacy of the Board; and Annual evaluation by the Directors of the skill sets the other Directors possess, with a view to understand the range of expertise which is lacking by the Board. <p>The NC will consider the results of these exercises in its recommendation for the appointment of new directors and/or the re-appointment of incumbent directors.</p>																																							
2.5	Have the Non-Executive Directors and/or Independent Directors met in the absence of management in the last financial year?	<p>The Non-Executive Directors and/or Independent Directors, led by the Non-Executive Independent Chairman, are scheduled to meet regularly, and as warranted, to discuss concerns or matters such as the effectiveness of Management. Such discussions are conducted in the absence of management.</p> <p>The Non-Executive Directors and/or Independent Directors have met once in the absence of management in FY2021. The Chairman of such meetings provide feedback to the Board and/or Chairman as appropriate.</p>																																							
Chairman and Chief Executive Officer																																									
3.1 3.2 3.3	Are the duties between Chairman and CEO segregated?	<p>The roles of the Chairman and CEO are separate to ensure a clear division of their responsibilities, increased accountability and greater capacity of the Board for independent decision making. The Chairman is not related to the CEO.</p> <p>The responsibilities of the Chairman are as follows:</p> <ul style="list-style-type: none"> (a) to lead the Board to ensure its effectiveness on all aspects of its role; (b) to promote a culture of openness and debate at the Board; (c) to facilitate the effective contribution of non-executive directors in particular; and (d) to promote high standards of corporate governance. 																																							

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		<p>The responsibilities of the CEO are as follows:</p> <ul style="list-style-type: none"> (a) to progress and advance the strategic direction provided by the Board; (b) the operational running of the Company, pursuant to the Board delegating to the CEO certain of the Board's powers, authorities and discretions; (c) to set the agenda of Board meetings and ensure that adequate time is available for discussion of all agenda items, in particular strategic issues; (d) to ensure that the directors receive complete, adequate and timely information; (e) to ensure effective communication with shareholders; and (f) to encourage constructive relations within the Board and between the Board and Management. <p>The Board is satisfied that there is sufficient transparency and accountability in view of the distinction of responsibilities. Mr Ng Fook Ai Victor is an Independent Director and is also the current Chairman of the Board and he is also available to shareholders at the Company's general meetings and can be contacted at victor@nextrevolutionnow.com. Hence, the Board is of the view that there is no need to appoint a lead independent director as there is a sufficiently strong independent element on the Board which enables the exercise of judgement with regards to the corporate affairs of the Group.</p>															
Board Membership																	
4.1	What are the duties of the NC?	<p>The NC is guided by key terms of reference as follows:</p> <ul style="list-style-type: none"> (a) the review of board succession plans for directors, in particular, the Chairman, the CEO and key management personnel; (b) the development of a process and criteria for evaluation of the performance of the Board, its board committees and directors; (c) the review of training and professional development programs for the Board; (d) to review and approve any new employment of related persons and proposed terms of their employment; (e) to decide whether or not a director of the Company is able to and has been adequately carrying out his duties as a director; and (f) board appointments and re-nominations of existing directors for re-election in accordance with the Company's Constitution (including alternate directors, if applicable) after having considered important issues, as part of the process for the selection, appointment and re-appointment of directors, as to composition and progressive renewal of the Board and each director's competencies, commitment, contribution and performance (e.g. attendance, preparedness, participation, candour) including, if applicable, as an independent director as well as ensuring all directors submit themselves for re-nomination and re-appointment at regular intervals and at least once every three years. 															
4.3	Please describe the board nomination process for the Company in the last financial year for (i) selecting and appointing new directors and (ii) re-electing incumbent directors.	<table border="1"> <thead> <tr> <th colspan="3">Table 4.3(a) – Process for the Selection and Appointment of New Directors</th></tr> </thead> <tbody> <tr> <td>1.</td><td>Determination of selection criteria</td><td> <ul style="list-style-type: none"> The NC, in consultation with the Board, would identify the current needs of the Board in terms of expertise and skills that are required in the context of the strengths and weaknesses of the existing Board to complement and strengthen the Board. </td></tr> <tr> <td>2.</td><td>Search for suitable candidates</td><td> <ul style="list-style-type: none"> The NC would consider candidates proposed by the Directors, key management personnel or substantial shareholders, and may engage professional search firms where necessary. </td></tr> <tr> <td>3.</td><td>Assessment of shortlisted candidates</td><td> <ul style="list-style-type: none"> The NC would meet and interview the shortlisted candidates to assess their suitability. </td></tr> <tr> <td>4.</td><td>Appointment of director</td><td> <ul style="list-style-type: none"> The NC would recommend the selected candidate to the Board for consideration and approval. </td></tr> </tbody> </table>	Table 4.3(a) – Process for the Selection and Appointment of New Directors			1.	Determination of selection criteria	<ul style="list-style-type: none"> The NC, in consultation with the Board, would identify the current needs of the Board in terms of expertise and skills that are required in the context of the strengths and weaknesses of the existing Board to complement and strengthen the Board. 	2.	Search for suitable candidates	<ul style="list-style-type: none"> The NC would consider candidates proposed by the Directors, key management personnel or substantial shareholders, and may engage professional search firms where necessary. 	3.	Assessment of shortlisted candidates	<ul style="list-style-type: none"> The NC would meet and interview the shortlisted candidates to assess their suitability. 	4.	Appointment of director	<ul style="list-style-type: none"> The NC would recommend the selected candidate to the Board for consideration and approval.
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CORPORATE GOVERNANCE

Provision	Code and/or Provision Description	Company's Compliance or Explanation																								
		<p>Table 4.3(b) – Process for Re-electing Incumbent Directors</p> <table> <tr> <td>1.</td><td>Assessment of director</td><td> <ul style="list-style-type: none"> The NC would assess the contributions and performance of the director in accordance with the performance criteria set by the Board; and The NC would also review the range of expertise, skills and attributes of current Board members and consider the current needs of the Board. </td></tr> <tr> <td>2.</td><td>Re-appointment of director</td><td> <ul style="list-style-type: none"> Subject to the NC's satisfactory assessment of their overall contributions and performance, the NC would recommend the proposed re-appointment of the director to the Board for its consideration and approval. </td></tr> </table> <p>Pursuant to Article 102 of the Constitution, Directors appointed by the Board during the financial year shall only hold office until the next annual general meeting ("AGM") and thereafter be eligible for re-election at the AGM.</p> <p>Ng Boon Eng, Thomas Tan Gim Chua and Ng Fook Ai Victor, having been appointed as Directors as casual vacancies, have to retire at the upcoming AGM.</p> <p>Pursuant to Article 98 of the Constitution, at least one-third of the Directors for the time being (or if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation (excluding Directors appointed as casual vacancies who are required to retire at the AGM pursuant to Article 102 of the Constitution). Rule 720(4) of the Catalist Rules also requires all Directors to submit themselves for re-nomination and re-appointment at least once every three (3) years. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment or have been in office for three (3) years since their last election.</p> <p>Sho Kian Hin has to retire by rotation at the upcoming AGM pursuant to Article 98 of the Constitution as he is the longest serving member on the Board since his last-election.</p> <p>Accordingly, after assessing their contribution and performance, the NC, with the respective Director interested in the discussion having abstained from the deliberations, has recommended the following Directors be nominated for re-election. The Board has accepted the NC's recommendation to seek the approval of Shareholders at the upcoming AGM for the re-election of the following Directors:</p> <table> <tr> <th colspan="3">Table 4.3(c) – Re-election of Directors retiring at the forthcoming AGM</th></tr> <tr> <th>Name</th><th>Designation</th><th>Roles</th></tr> <tr> <td>Sho Kian Hin</td><td>Independent Director</td><td>AC Chairman and RC member</td></tr> <tr> <td>Thomas Tan Gim Chua</td><td>Chief Executive Officer and Executive Director</td><td>NC member</td></tr> <tr> <td>Ng Fook Ai Victor</td><td>Independent Chairman</td><td>RC Chairman and AC, NC member</td></tr> <tr> <td>Ng Boon Eng</td><td>Independent Director</td><td>NC Chairman and AC, RC member</td></tr> </table> <p>Sho Kian Hin, Ng Boon Eng, and Ng Fook Ai Victor are considered independent for the purpose of Rule 704(7) of the Catalist Rules.</p> <p>Further details on Sho Kian Hin, Ng Boon Eng, Ng Fook Ai Victor and Thomas Tan Gim Chua as per Appendix 7F of the Catalist Rules are set out from pages 126 to 137 of the Annual Report.</p>	1.	Assessment of director	<ul style="list-style-type: none"> The NC would assess the contributions and performance of the director in accordance with the performance criteria set by the Board; and The NC would also review the range of expertise, skills and attributes of current Board members and consider the current needs of the Board. 	2.	Re-appointment of director	<ul style="list-style-type: none"> Subject to the NC's satisfactory assessment of their overall contributions and performance, the NC would recommend the proposed re-appointment of the director to the Board for its consideration and approval. 	Table 4.3(c) – Re-election of Directors retiring at the forthcoming AGM			Name	Designation	Roles	Sho Kian Hin	Independent Director	AC Chairman and RC member	Thomas Tan Gim Chua	Chief Executive Officer and Executive Director	NC member	Ng Fook Ai Victor	Independent Chairman	RC Chairman and AC, NC member	Ng Boon Eng	Independent Director	NC Chairman and AC, RC member
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4.5	<p>(a) What is the maximum number of listed company board representations that the Company has prescribed for its directors? What are the reasons for this number?</p> <p>(b) If a maximum has not been determined, what are the reasons?</p>	<p>The Board has set the maximum number of listed company board representations as 8.</p> <p>Having assessed the capacity of the Directors based on factors disclosed in Section 4.5(c) below, the Board is of the view that this number would allow Directors to have increased exposure to different Boards and broaden their experience and knowledge in relation to Board matters, hence ultimately benefiting the Company.</p> <p>Not applicable.</p>																								

CORPORATE GOVERNANCE

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	(c) What are the specific considerations in deciding on the capacity of directors?	<p>The considerations in assessing the capacity of Directors include the following:</p> <ul style="list-style-type: none"> Expected and/or competing time commitments of Directors, including whether such commitment is a full-time or part-time employment capacity; Geographical location of Directors; Size and composition of the Board; Nature and scope of the Group's operations and size; and Capacity, complexity and expectations of the other listed directorships and principle commitments held. <p>The measures and evaluation tools in place to assess the performance and consider competing time commitments of the Directors include the following:-</p> <ul style="list-style-type: none"> Declarations by individual Directors of their other listed company board directorships and principal commitments; Annual confirmations by each Director on his/her ability to devote sufficient time and attention to the Company's affairs, having regard to his/her other commitments; and Assessment of the individual Directors' performance based on the criteria set out in Section 5 of this report. 												
	(d) Have the Directors adequately discharged their duties?	The NC has reviewed the time spent and attention given by each of the Directors to the Company's affairs, taking into account the multiple directorships and other principal commitments of each of the Directors (if any) and is satisfied that all Directors holding office in FY2021 being Sho Kian Hin and Ng Boon Eng have discharged their duties adequately for FY2021.												
PG 4	Are there alternate Directors?	The Company does not have any alternate directors currently. Alternate Directors will be appointed as and when the Board deems necessary.												
Board Performance														
5.1 5.2	What are the performance criteria set to evaluate the effectiveness of the Board as a whole and its board committees, and for assessing the contribution by each Director to the effectiveness of the Board?	<p>Table 5 sets out the performance criteria, as recommended by the NC and approved by the Board, to be relied upon to evaluate the effectiveness of the Board as a whole and its Board Committees, and for assessing the contribution by each Director to the effectiveness of the Board to address how the Board has enhanced long-term shareholders' value:</p> <table border="1"> <thead> <tr> <th colspan="3">Table 5 – Performance Criteria for Evaluating Board Effectiveness</th></tr> <tr> <th>Performance Criteria</th><th>Board and Board Committees</th><th>Individual Directors</th></tr> </thead> <tbody> <tr> <td>Qualitative</td><td> 1. Size and composition 2. Access to information 3. Board processes 4. Inputs to strategic planning 5. Board accountability 6. CEO/Top Management interaction 7. Standards of Conduct 8. Board Committee' performance in relation to discharging their responsibilities set out in their respective terms of reference </td><td> 1. Commitment of time 2. Knowledge and abilities 3. Teamwork 4. Overall effectiveness 5. Engagement with Management 6. Independence and objectivity </td></tr> <tr> <td>Quantitative</td><td colspan="2">1. Attendance at Board and Board Committee meetings</td></tr> </tbody> </table> <p>The evaluations are designed to assess the Board's effectiveness to enable the NC Chairman and Board to identify the areas of improvement or enhancement which can be made to the Board. No external facilitator was used in the evaluation process.</p> <p>The NC would review the criteria on a periodic basis to ensure that the criteria is able to provide an accurate and effective performance assessment taking into consideration industry standards and the economic climate with the objective to enhance long term shareholders value, thereafter propose amendments if any, to the Board for approval.</p> <p>The NC did not propose any changes to the performance criteria for FY2021 as compared to the previous financial year as the Group's principal business activities remained the same since FY2020.</p>	Table 5 – Performance Criteria for Evaluating Board Effectiveness			Performance Criteria	Board and Board Committees	Individual Directors	Qualitative	1. Size and composition 2. Access to information 3. Board processes 4. Inputs to strategic planning 5. Board accountability 6. CEO/Top Management interaction 7. Standards of Conduct 8. Board Committee' performance in relation to discharging their responsibilities set out in their respective terms of reference	1. Commitment of time 2. Knowledge and abilities 3. Teamwork 4. Overall effectiveness 5. Engagement with Management 6. Independence and objectivity	Quantitative	1. Attendance at Board and Board Committee meetings	
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CORPORATE GOVERNANCE

Provision	Code and/or Provision Description	Company's Compliance or Explanation
	(a) What was the process upon which the Board reached the conclusion on its performance for the financial year?	<p>The review of the performance of the Board and the Board Committees is conducted by the NC annually via a performance evaluation questionnaire to be completed by each Director and each Board Committee member. The review of the performance of each Director is also conducted at least annually and when the individual Director is due for re-election.</p> <p>For FY2021:</p> <ol style="list-style-type: none"> As past directors Amir Belson, Gregory David Casciaro, Eitan Konstantino had left the Board during FY2021 due in part to the Company's transition of business from the design, assembly and distribution of vascular medical devices to include the provision of healthcare services including dental services, leaving our Independent Directors Sho Kian Hin and Ng Boon Eng and our Executive Director Momi Mimon Brosh remaining on the Board as at 31 December 2021 (Momi Mimon Brosh subsequently resigned from the Board on 13 January 2022). Our new Executive Director and CEO, Thomas Tan Gim Chua and our new Independent Director, Ng Fook Ai Victor were appointed to the Board on 13 January 2022 and 31 January 2022 respectively. In view of the foregoing, the review of the performance of the Board and the Board Committees for FY2021 was based mainly on the results of the performance evaluation as completed by Sho Kian Hin and Ng Boon Eng. <p>All NC members have abstained from the voting or review process of any matters in connection with the assessment of his performance. No external facilitator was used in the evaluation process.</p>
	(b) Has the Board met its performance objectives?	Yes, the Board Committees and the Directors have met their performance objectives for FY2021.
REMUNERATION MATTERS		
Procedures for Developing Remuneration Policies		
6.1 6.3	What is the role of the RC?	<p>The RC is guided by key terms of reference which include, amongst others, the following:</p> <ol style="list-style-type: none"> Review and recommend to the Board a general framework of remuneration for the Board and key management personnel, as well as specific remuneration packages for each Director and key management personnel of the Company; Review annually the remuneration of the key management personnel and the Executive Director(s) including the terms of renewal for their Service Agreements; Review the Company's obligations arising in the event of termination of the Executive Director(s) and key management personnel's contracts of service and to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous; and Oversee the administration of the options granted under the 2005 Stock Plan, the QTV 2013 Share Plan, the 2010 Equity Incentive Plan, the 2014 QTV Employee Share Option Scheme ("2014 ESOS") and QT Vascular Restricted Share Plan 2015 ("2015 RSP") (or such other similar share plans as may be implemented by the Company from time to time). <p>Termination Clause</p> <p>There is currently no amount for termination, retirement and post-employment benefits granted to the Executive Director and the top key management personnel (who are not Executive Directors).</p> <p>Claw-back mechanism</p> <p>The Company does not use contractual provisions to allow the Company to reclaim incentive components of remuneration from the Executive Director and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. The Executive Director owe a fiduciary duty to the Company. The Company avails itself to remedies against the Executive Director in the event of such breach of fiduciary duties.</p> <p>The Board is of the view that as the Group pays performance bonuses based on the actual performance of the Group and/or Company (and not on forward-looking results) as well as the actual results of its Executive Director and key management personnel, hence, "claw-back" provisions in the service agreements may not be relevant or appropriate.</p>

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Provision	Code and/or Provision Description	Company's Compliance or Explanation																																																																
6.4	Were remuneration consultants engaged in the last financial year?	In FY2021, the Company did not engage any remuneration consultants.																																																																
Level and Mix of Remuneration																																																																		
7.1 7.3	What is the Company's remuneration policy?	The Company's remuneration policy, which covers all aspects of remuneration, including but not limited to directors' fees, salaries, allowances, benefits-in-kind, bonuses, options, share-based incentives and awards, is one that seeks to attract, retain and motivate talent to achieve the Company's business vision and create sustainable value for its stakeholders. The policy articulates to staff the link that total compensation has to the achievement of organisational and individual performance objectives and benchmarked against relevant and comparative compensation in the market.																																																																
	(a) Please describe how the remuneration received by Executive Directors and key management personnel has been determined by the performance criteria.	The remuneration received by the Executive Director and key management personnel takes into consideration his individual performance and contribution towards the overall performance of the Group for FY2021. Their remuneration is made up of fixed and variable compensation. The fixed compensation consists of an annual base salary, fixed allowance and annual wage supplement. The variable compensation is determined based on the level of achievement of corporate and individual performance objectives.																																																																
	(b) What were the performance conditions used to determine their entitlement under the short term and long term incentive schemes?	<div>The following performance conditions were chosen for the Group to remain competitive and to motivate the Executive Director(s) to provide good stewardship of the Group and for key management personnel to work in alignment with the long term goals of all stakeholders:</div> <table><tr><th colspan="2">Table 7 – Incentive Performance Conditions</th></tr><tr><th>Performance Conditions</th><th>Short-term Incentives (such as performance bonus)</th></tr><tr><td>Qualitative</td><td>1. Leadership 2. People development 3. Commitment 4. Teamwork</td></tr></table>	Table 7 – Incentive Performance Conditions		Performance Conditions	Short-term Incentives (such as performance bonus)	Qualitative	1. Leadership 2. People development 3. Commitment 4. Teamwork																																																										
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(c) Were all of these performance conditions met? If not, what were the reasons?	Yes, the RC has reviewed and is satisfied that the performance conditions were met for FY2021.																																																																	
7.2	Please describe how the remuneration received by Non-Executive Directors has been determined by the performance criteria.	<p>The Non-Executive Directors do not have any service agreements with the Company. Except for directors' fees, which have to be approved by shareholders at AGMs, the Non-Executive Directors do not receive any other forms of remuneration from the Company.</p> <p>The fees for the financial year in review are determined in the current financial year, proposed by the Management, submitted to the RC for review and thereafter recommended to the Board for approval.</p> <p>The RC has reviewed and assessed that the remuneration of the Non-Executive Directors for FY2021 is appropriate, considering the effort, time spent and responsibilities of the said Directors.</p>																																																																
Disclosure on Remuneration																																																																		
8.1	(a) Has the Company disclosed each Director's and the CEO's remuneration as well as a breakdown (in percentage) into base/fixed salary, variable or performance-related income/ bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives? If not, what are the reasons for not disclosing so?	<p>The breakdown for the remuneration of the Directors for FY2021 is as follows:</p> <table><tr><th colspan="8">Table 8.1 – Directors' Remuneration</th></tr><tr><th>Name</th><th>Remuneration Bands⁽¹⁾</th><th>Salary (%)</th><th>Bonus (%)</th><th>Directors Fees (%)</th><th>Benefits-in-kind (%)</th><th>Share awards (%)</th><th>Total (%)</th></tr><tr><td>Eitan Konstantino ⁽²⁾</td><td>C</td><td>92</td><td>-</td><td>-</td><td>8</td><td>-</td><td>100</td></tr><tr><td>Momi Mimon Brosh ⁽³⁾</td><td>A</td><td>-</td><td>-</td><td>-</td><td>-</td><td>100</td><td>100</td></tr><tr><td>Gregory David Casciaro ⁽⁴⁾</td><td>A</td><td>-</td><td>-</td><td>100</td><td>-</td><td>-</td><td>100</td></tr><tr><td>Sho Kian Hin</td><td>A</td><td>-</td><td>-</td><td>100</td><td>-</td><td>-</td><td>100</td></tr><tr><td>Amir Belson ⁽⁵⁾</td><td>A</td><td>-</td><td>-</td><td>100</td><td>-</td><td>-</td><td>100</td></tr><tr><td>Ng Boon Eng ⁽⁶⁾</td><td>A</td><td>-</td><td>-</td><td>100</td><td>-</td><td>-</td><td>100</td></tr></table>	Table 8.1 – Directors' Remuneration								Name	Remuneration Bands ⁽¹⁾	Salary (%)	Bonus (%)	Directors Fees (%)	Benefits-in-kind (%)	Share awards (%)	Total (%)	Eitan Konstantino ⁽²⁾	C	92	-	-	8	-	100	Momi Mimon Brosh ⁽³⁾	A	-	-	-	-	100	100	Gregory David Casciaro ⁽⁴⁾	A	-	-	100	-	-	100	Sho Kian Hin	A	-	-	100	-	-	100	Amir Belson ⁽⁵⁾	A	-	-	100	-	-	100	Ng Boon Eng ⁽⁶⁾	A	-	-	100	-	-	100
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Provision	Code and/or Provision Description	Company's Compliance or Explanation																					
		<p>Notes:</p> <p>(1) Remuneration Bands: Band "A" refers to remuneration of up to S\$250,000 per annum; and Band "C" refers to remuneration from S\$500,001 to S\$750,000 per annum.</p> <p>(2) Mr Eitan Konstantino resigned as Executive Director and Chief Executive Officer of the Company on 30 November 2021.</p> <p>(3) Mr Momi Mimon Brosh resigned as Executive Director of the Company on 13 January 2022.</p> <p>(4) Mr Gregory David Casciaro resigned as Independent Director of the Company on 30 April 2021.</p> <p>(5) Mr Amir Belson resigned as Independent Non-Executive Chairman of the Company on 1 November 2021.</p> <p>(6) Mr Ng Boon Eng was appointed as Independent Director of the Company on 30 July 2021.</p> <p>After reviewing the industry practice and analysing the advantages and disadvantages in relation to the disclosure of remuneration of each Director to the nearest thousand dollars, the Company is of the view that such disclosure would be prejudicial to its business interest given the highly competitive environment and the nature of the industry for which specialised skill sets are required.</p> <p>There were no termination, retirement and post-employment benefits that may be granted to Directors, the CEO and the top key management personnel (who are not Directors or the CEO).</p>																					
	(b) Has the Company disclosed each key management personnel's remuneration, in bands of S\$250,000 or more in detail, as well as a breakdown (in percentage) into base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives? If not, what are the reasons for not disclosing so?	<p>The Company only had one (1) top key management personnel.</p> <p>The breakdown for the remuneration of the Company's key management personnel (who are not Directors or the CEO) for FY2021 is as follows:</p> <table><tr><th colspan="7">Table 8.2 – Remuneration of Key Management Personnel</th></tr><tr><th>Name</th><th>Remuneration Bands⁽¹⁾</th><th>Salary (%)</th><th>Bonus (%)</th><th>Benefits-in-kind (%)</th><th>Share awards (%)</th><th>Total (%)</th></tr><tr><td>Kelvin Tong</td><td>B</td><td>66</td><td>6</td><td>5</td><td>23</td><td>100</td></tr></table> <p>Note:</p> <p>(1) Band "B" refers to remuneration from S\$250,001 to S\$500,000 per annum.</p> <p>After reviewing the industry practice and analysing the advantages and disadvantages in relation to the disclosure of remuneration of each key management personnel to the nearest thousand dollars, the Company is of the view that such disclosure would be prejudicial to its business interest given the highly competitive environment and the nature of the industry for which specialised skill sets are required.</p> <p>There were no termination, retirement and post-employment benefits that may be granted to the top key management personnel (who are not Directors or the CEO).</p>	Table 8.2 – Remuneration of Key Management Personnel							Name	Remuneration Bands ⁽¹⁾	Salary (%)	Bonus (%)	Benefits-in-kind (%)	Share awards (%)	Total (%)	Kelvin Tong	B	66	6	5	23	100
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	(c) Please disclose the aggregate remuneration paid to the top three key management personnel (who are not Directors or the CEO).	<p>The Company only had one key executive personnel (excluding the Directors and CEO) in FY2021. The total aggregate remuneration of the key executive is not disclosed in this annual report as the Board is of the opinion that such disclosure would be prejudicial to the Company's business interests, given the highly competitive conditions in the industry and the fact that the management team consists of only one key executive personnel (excluding the Directors and CEO).</p> <p>After taking into account the reasons for non-disclosure state above, the Board is of the view that the current disclosure of the remuneration presented herein in this report is sufficient to provide shareholders information on the Group's remuneration policies, as well as the level and mix of remuneration. Accordingly, the Board is of the view that the Company complies with Principal 8 of the Code.</p>																					

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Provision	Code and/or Provision Description	Company's Compliance or Explanation
8.2	Is there any employee who is substantial shareholder of the Company or is an immediate family member of a Director or the CEO or is immediate family of substantial shareholder of the Company, and whose remuneration exceeds S\$100,000 during the last financial year? If so, please identify the employee and specify the relationship with the relevant Director or the CEO.	There is no employee who is a substantial shareholder or employee of the Group who is an immediate family member of a Director, substantial shareholder or the CEO whose remuneration exceeded S\$100,000 in FY2021.
8.3	Please provide details of the employee share scheme(s).	<p>There are no participants who received 5% or more of the total number of outstanding options that have been granted under the Scheme (as defined on pages 41 and 42 of this Annual Report).</p> <p>Save for Momi Brosh, the Chief Executive Officer of TriReme Medical LLC, responsible for the United States operations of the Group and Kelvin Tong, the CFO of the Company, there are no participants who received 5% or more of the total number of outstanding share awards that have been granted under the 2015 RSP (as defined on page 43 of this Annual Report).</p> <p>None of the participants who were granted options under the 2005 Stock Plan, the QTV 2013 Share Plan, 2014 QTV Employee Share Option Scheme and the 2010 Equity Incentive Plan, received 5% or more of the total number of share options granted.</p> <p>The Company does not have a parent company and does not grant options or share awards to controlling shareholders and their associates. During FY2021, no options or share awards have been granted at a discount.</p> <p>Information relating to the Company's options and share awards for ordinary shares in the Company is set out on pages 41 to 43 and 96 to 100 of this Annual Report, and further information of all the employee share schemes can be found in the Company's offer document dated 16 April 2014 and Appendix to shareholders dated 15 April 2015.</p>

ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

9.1 9.2 Catalist Rule 1204(10)	(a) In relation to the major risks faced by the Company, including financial, operational, compliance, information technology and sustainability, please state the bases for the Board's view on the adequacy and effectiveness of the Company's internal controls and risk management systems.	<p>The Board is responsible for the overall risk governance, risk management and internal control framework of the Group and is fully aware of the need to put in place a system of internal controls within the Group to safeguard shareholders' interests and the Group's assets, and to manage risks.</p> <p>The CEO meets with key management personnel on a regular basis to discuss operational, business and strategic matters. During these meetings, key projects and operational risks are identified and discussed, along with proposed mitigating measures to address these risks to ensure residual risks are mitigated to an acceptable level. Follow-ups are then performed in subsequent meetings to ensure mitigating actions are executed. Any significant issues identified from these meetings are brought to the attention of the Board.</p> <p>The Group has in place a structured and systematic approach to risk management and aims to mitigate the exposures through appropriate risk management strategies and internal controls. Risk management in the Group is a continuous, iterative and integrated process which has been incorporated into various planning, approval, execution, monitoring, review and reporting systems. The Group adopts a top-down as well as bottom-up approach on risk management to ensure strategic, business, operational, financial, reporting, compliance and information technology risk exposures are identified and appropriately managed.</p> <p>The Board and the AC is of the view that the Company's internal controls (including financial, operational, compliance and information technology controls) and risk management systems were adequate and effective for FY2021.</p> <p>The bases for the Board's view are as follows:</p> <ol style="list-style-type: none"> 1. Assurance has been received from the CFO (refer to Section (b) below); 2. An internal audit has been done by the internal auditors and significant matters highlighted to the AC and key management personnel were appropriately addressed; 3. Key management personnel regularly evaluates, monitors and reports to the AC on material risks;
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CORPORATE GOVERNANCE

Provision	Code and/or Provision Description	Company's Compliance or Explanation
		<p>4. Discussions were held between the AC and auditors in the absence of the key management personnel to review and address any potential concerns;</p> <p>5. An enterprise risk management framework was established to identify, manage and mitigate significant risks; and</p> <p>6. Risk appetite statements with tolerance limits have been approved by the Board to contain risks within acceptable levels.</p> <p>The Company is gradually placing emphasis on sustainability and would implement appropriate policies and programmes when the opportunities arise.</p>
	<p>(b) In respect of the past 12 months, has the Board received assurance from the CEO and the CFO as well as the IA that: (i) the financial records have been properly maintained and the financial statements give true and fair view of the Company's operations and finances; and (ii) the Company's risk management and internal control systems are effective? If not, how does the Board assure itself of points (i) and (ii) above?</p>	<p>The Board has received assurance from the CFO (a) that the financial records have been properly maintained and the financial statements for the financial year ended 31 December 2021 give a true and fair view of the Group's operations and finances; and (b) that the Group's risk management and internal control systems are adequate and effective to address the financial, operational, compliance and information technology risks in the context of the current scope of the Group's business operations.</p> <p>Based on the assurance from the CFO referred to in the preceding paragraph, the framework of risk management and internal controls established and maintained by the Group, the review performed by the Management and the AC, the work performed by the internal auditors and the review undertaken by the external auditors as part of their statutory audit, the Board, with the concurrence of the AC, is satisfied with the adequacy and effectiveness of the Group's internal controls, including financial, operational, compliance and information technology controls, and risk management systems as at 31 December 2021.</p> <p>For FY2021, no assurance was provided to the Board by the CEO, Thomas Tan Gim Chua. Thomas Tan Gim Chua was appointed as CEO after the close of the FY2021 on 13 January 2022, and accordingly, was not in the position to comment on the Company's operations and finances or state of affairs during FY2021.</p>
Audit Committee		
10.1	What is the composition of and role of the AC?	<p>All members of the AC are Independent, Non-Executive Directors who do not have any management and business relationships with the Company or any substantial shareholder of the Company. None of the AC members were previous partners or directors of the Company's external audit firm within the last twelve months and none of the AC members hold any financial interest in the external audit firm.</p> <p>The AC is guided by the following key terms of reference:</p> <p>(a) reviewing the significant financial reporting issues and judgements to ensure the integrity of the financial statements of the Company and any formal announcements relating to the Group's financial performance;</p> <p>(b) considering the appointment, re-appointment or removal of the external auditors, the level of their remuneration and matters relating to resignation or removal of the external auditors, and reviewing with the external auditors the audit plans, their evaluation of the system of internal accounting controls, their audit reports, their management letter and the Company's management's response before submission of the results of such review to the Board for approval;</p> <p>(c) considering the appointment, re-appointment or removal of the internal auditors, the level of their remuneration and matters relating to resignation or removal of the internal auditors, and reviewing with the internal auditors the internal audit plans and their evaluation of the adequacy of the Company's system of internal accounting controls and accounting system before submission of the results of such review to the Board for approval prior to the incorporation of such results in the Company's annual report (where necessary);</p> <p>(d) reviewing the system of internal accounting controls and procedures established by management and discussing problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of management where necessary);</p> <p>(e) overseeing the development of the Company's risk framework to manage the current risk exposures and future risk strategy of the Company;</p>

CORPORATE GOVERNANCE

Provision	Code and/or Provision Description	Company's Compliance or Explanation																		
		<p>(f) reviewing the annual and quarterly financial statements and results announcements, where applicable, before submission to the Board for approval, focusing in particular, on changes in accounting policies and practices, major areas of judgement, significant adjustments resulting from the audit, the going concern statement, compliance with accounting standards as well as compliance with any stock exchange and statutory/regulatory requirements;</p> <p>(g) reviewing the effectiveness and adequacy of the Company's administrative, operating, internal accounting, financial control procedures and risk management system;</p> <p>(h) reviewing the scope and results of the external and internal audit, and the independence and objectivity of the external and internal auditors;</p> <p>(i) reviewing the assurance from the CEO and CFO on the financial records and financial statements; and</p> <p>(j) reviewing whistleblowing reports by which the staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting and to ensure that arrangements are in place for the independent investigations of such matter and for appropriate follow-up.</p>																		
	Does the Company have a whistle-blowing policy?	<p>Yes. The Company's staff and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters by submitting a whistle blowing report to the following Independent Directors:</p> <table><tr><th>Name</th><th>Email Address</th></tr><tr><td>Sho Kian Hin</td><td>eshokh88@yahoo.com</td></tr><tr><td>Ng Boon Eng</td><td>booneng.ng@cicf.com.sg</td></tr><tr><td>Ng Fook Ai Victor</td><td>victor@nextrevolutionnow.com</td></tr></table> <p>The AC, upon receipt of complaints or allegations from any employee, determines if an investigation is necessary. If an investigation should be carried out, it will direct an independent investigation to be conducted on the complaint received. The independent investigation has a well-defined process which ensures independent investigation of issues/ concerns raised and appropriate follow-up action and provides assurance that whistle-blowers will be protected from reprisal within the limits of the law or victimisation for whistle blowing in good faith. Anonymous reporting will also be attended to, and anonymity honoured. The Company ensures that the identity of the whistle-blower is kept confidential.</p> <p>The whistle blowing policy and procedures are reviewed by the AC from time to time to ensure that they remain relevant.</p> <p>The AC reports to the Board on such matters at the Board meetings. Should the AC receive reports relating to serious offences and/or criminal activities in the Group, the AC and the Board have access to the appropriate external advice where necessary. Where appropriate or required, a report will be made to the relevant government authorities for further investigation or action.</p> <p>In FY2021, there were no whistle-blowing reports received by the whistle-blowing committee.</p>	Name	Email Address	Sho Kian Hin	eshokh88@yahoo.com	Ng Boon Eng	booneng.ng@cicf.com.sg	Ng Fook Ai Victor	victor@nextrevolutionnow.com										
Name	Email Address																			
Sho Kian Hin	eshokh88@yahoo.com																			
Ng Boon Eng	booneng.ng@cicf.com.sg																			
Ng Fook Ai Victor	victor@nextrevolutionnow.com																			
Catalist Rules 1204 (6)(a) and 1204(6)(b)	Has the AC reviewed the independence of the EA?	<p>The AC has reviewed the non-audit services provided by the EA and is satisfied that the nature and extent of such services would not prejudice the independence of the EA, and has recommended the re-appointment of the EA at the forthcoming AGM.</p>																		
	(a) Please provide a breakdown of the fees paid in total to the EA for audit and non-audit services for the financial year.	<table><tr><th colspan="3">Table 10.1 – Fees Paid/Payable to the EA for FY2021</th></tr><tr><th></th><th>US\$'000</th><th>% of total</th></tr><tr><td>Audit fees</td><td>142</td><td>57%</td></tr><tr><td>Non-audit fees:</td><td></td><td></td></tr><tr><td>- Audit in connection with the Company's acquisition of 60% of Asia Dental Group Pte. Ltd ("ADG Group")</td><td>100</td><td>43%</td></tr><tr><td>Total</td><td>242</td><td>100</td></tr></table>	Table 10.1 – Fees Paid/Payable to the EA for FY2021				US\$'000	% of total	Audit fees	142	57%	Non-audit fees:			- Audit in connection with the Company's acquisition of 60% of Asia Dental Group Pte. Ltd ("ADG Group")	100	43%	Total	242	100
Table 10.1 – Fees Paid/Payable to the EA for FY2021																				
	US\$'000	% of total																		
Audit fees	142	57%																		
Non-audit fees:																				
- Audit in connection with the Company's acquisition of 60% of Asia Dental Group Pte. Ltd ("ADG Group")	100	43%																		
Total	242	100																		

CORPORATE GOVERNANCE

Provision	Code and/or Provision Description	Company's Compliance or Explanation
	(b) If the EA have supplied a substantial volume of non-audit services to the Company, please state the bases for the AC's view on the independence of the EA.	<p>As the non-audit fees of the EA was 43% of the total fees paid/payable in respect of FY2021, the AC had evaluated if appropriate safeguards have been applied by the EA so as to be satisfied that the EA's independence and objectivity in relation to their conduct of the annual audit of the Group for FY2021 (the "Annual Audit") were maintained.</p> <p>The EA have applied the appropriate safeguards to maintain their independence and objectivity which include amongst others:</p> <ul style="list-style-type: none"> - The audit in connection with the Group's proposed acquisition of ADG Group that was completed during FY2021 is not prohibited under the Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (Ethics Code) set out in the Fourth Schedule to the Accountants (Public Accountants) Rules for the provision of services to an audit client; - The EA maintained independence in accordance with the Ethics Code; - There was an independent partner for Engagement Quality Control Review in respect of the Annual Audit; and - There was a designated technical specialist for an independent review in respect of the Annual Audit. <p>Based on the above safeguards applied, the EA have maintained their independence with respect to the Group in the conduct of the Annual Audit, and accordingly, the AC concurs with the EA's assessment of its independence in respect of the Annual Audit.</p> <p>The Audit Committee is satisfied with the independence and objectivity of the external auditors and has recommended to the Board of Directors that the auditors, Moore Stephens LLP, be nominated for re-appointment as auditors at the forthcoming Annual General Meeting of the Company.</p>
10.2	Qualification of the AC members	<p>Yes. The Board considers Mr Sho Kian Hin, who has extensive and practical accounting and financial management knowledge and experience, well qualified to chair the AC. Mr Ng Boon Eng and Mr Ng Fook Ai Victor of the AC are also well versed in financial management.</p> <p>Further details on the key information and profile of the AC members, including academic and professional qualifications, are presented under the Director's Profile section of this Annual Report.</p> <p>The members of the AC collectively have many years of strong accounting and related financial management expertise and experience and are appropriately qualified to discharge their responsibilities.</p>
10.3	Exclusion from membership of AC	<p>None of the AC members are a former partner or director of the Company's existing auditing firm or audit corporation within the last two years and none of the AC members hold any financial interest in the external audit firm.</p>
10.4 Catalist Rules 719(3) and 1204(10C)	Please provide details of the Company's internal audit function, if any.	<p>The Company's internal audit function is outsourced to BDO LLP that reports directly to the AC Chairman and administratively to the CEO and CFO. The AC is responsible for the hiring, removal, evaluation and compensation of the accounting or auditing firm or corporation which the internal audit function of the Company is outsourced to.</p> <p>The AC is satisfied that internal auditor is able to discharge its duties effectively as the internal auditor:</p> <ul style="list-style-type: none"> • is independent, given that the internal auditor reports directly to the AC and not to the management of the Company; • has the appropriate standing in the Company, given, inter alia, its involvement in certain AC meetings and its unfettered access to all the Group's documents, records, properties and personnel, including direct access to the AC, which allows the internal auditors to be effective in their audit of the Group's internal controls; • is adequately qualified, given that the partner and staff assigned to the internal audit of the Company are members of the Institute of Internal Auditors and it adheres to the Standards for the Professional Practice of Internal Auditing laid down in the International Professional Practices Framework issued by the Institute of Internal Auditors; and • is adequately resourced as there is a team of between 2 to 5 members assigned to the Company's internal audit, led by Willy Leow who has more than 15 years of diverse audit experience.
10.5	Has the AC met with the External and Internal Auditors in the absence of key management personnel?	<p>Yes, the AC has met with the IA and the EA once in the absence of key management personnel in FY2021.</p>

CORPORATE GOVERNANCE

Provision	Code and/or Provision Description	Company's Compliance or Explanation
SHAREHOLDER RIGHTS AND RESPONSIBILITIES		
Shareholder Rights and Conduct of General Meetings		
11.1	Shareholders' Participation at General Meetings Appointment of Proxies	<p>Shareholders are encouraged to attend the general meetings to ensure a greater level of shareholders' participation and for them to be kept up to date with the strategies and goals of the Group. All shareholders of the Company receive a copy of the Annual Report, the notice of AGM, circular and notice pertaining to any extraordinary general meetings of the Company.</p> <p>To facilitate participation by the shareholders, the Constitution allows the shareholders to attend and vote at general meetings of the Company or to appoint not more than two proxies, other than a relevant intermediary (as defined in section 181(6) of the Companies Act) to attend and vote on their behalf. A relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the general meetings.</p> <p>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 (amended on 29 September 2020) (the "Order"), and the joint statement issued by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022 which provides additional guidance on the conduct of general meetings of listed and non-listed entities during elevated safe distancing period (the "Guidance"), the Company wishes to announce that pursuant to the Order, the AGM will be held electronically. Accordingly, shareholders and members (including those attending the meeting physically (e.g. management shareholders or members)) may vote at the AGM (i) "live" by the shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on their behalf at the AGM.</p>
11.2	Bundling of Resolutions	Separate resolutions on each distinct issue are requisite unless they are closely related and are more appropriately tabled together. Reasons, and implications of why resolutions are bundled will be set out in the circulars sent out.
11.3	Directors' Attendance	<p>At all general meetings, all Directors (including the respective chairman of the Board Committee) are present to attend and to answer queries from shareholders. Shareholders are given the opportunity at the general meetings of the Company to air their views and query the Directors and the Management on matters relating to the Group and its operations. The EA is also required to be present to address shareholders' queries about the conduct of audit and the preparation and content of the independent auditor's report.</p> <p>All the Directors and the EA attended the AGM for the financial year 2020 held on 30 April 2021.</p> <p>The Company views the AGM as a principal forum of dialogue and interaction with all shareholders. The Company will consider the use of other forums set out in the Code as and when such needs arise.</p>
11.4	Absentia Voting	Save as provided under the Order and Guidance above under provision 11.1, voting in absentia such as voting via mails, electronic mails or facsimile at the general meetings may only be possible following careful study to ensure that integrity of the information and authentication of the identity of shareholders through the web is not compromised.
11.5	Publication of Minutes	<p>The Company prepares minutes of general meetings which include substantial and relevant comments and queries from shareholders relating to the agenda of the general meetings together with responses from the Board and Management.</p> <p>For the general meetings held during FY2021, all minutes of such meetings were announced on the Company's corporate website and SGXNET. Pursuant to the Order and the Guidance, the minutes to the Company's upcoming AGM will be published on SGXNET and the Company's corporate website within one month after the AGM.</p>
11.6	Does the Company have a dividend policy?	The Company does not have a fixed dividend policy. Nonetheless, key management personnel will review, <i>inter alia</i> , the Group's performance in the relevant financial period, projected capital needs and working capital requirements and make appropriate recommendations to the Board on dividend declaration.
	Is the Company paying dividends for the financial year? If not, please explain why.	The Board has not declared or recommended any dividends for FY2021 as the Company was not profitable and intends to retain all available funds for working capital requirements.

CORPORATE GOVERNANCE

Provision	Code and/or Provision Description	Company's Compliance or Explanation
Engagement with Shareholders		
12.1 12.2 12.3	Please disclose if the Company has an investor policy in place.	<p>In line with continuous disclosure obligations, the Company is committed to provide regular and proactive communication with its shareholders but considers advice from its corporate lawyers and professionals on appropriate disclosure requirements before announcing material information to shareholders.</p> <p>All announcements are released via SGXNET including the quarterly/half yearly and full year financial results, distribution of notices, press releases and other major developments. Price sensitive information to shareholders is publicly released on an immediate basis where required under the Catalyst Rules. All shareholders will receive the annual report which is made available on the SGXNET.</p> <p>The Company solicits feedback from and addresses the concerns of shareholders via the following:</p> <ul style="list-style-type: none"> • an investor relations contact whose contact details can be found on the Investor Relations page of the Company's website, www.qtvvascular.com; • media publications; and • investor/analyst briefings. <p>The Company's investor relations website at https://qtvascular.com/news/singapore_exchange/, is a key resource of information for the investment community. It contains comprehensive information on the Company, including annual reports, past financial results, shares and dividend information.</p>
	(a) Does the Company regularly communicate with shareholders and attend to their questions? How often does the Company meet with institutional and retail investors?	The Company strives to communicate regularly with its shareholders and meets shareholders, investors and media who wish to seek a better understanding of the Group's operations as and when necessary and appropriate.
	(b) Is this done by a dedicated investor relations team (or equivalent)? If not, who performs this role?	The Company does not have an internal investor relations team. The Company's CEO and CFO performs the role of investor relations.
	(c) How does the Company keep shareholders informed of corporate developments, apart from SGXNET announcements and the annual report?	Apart from the SGXNET announcements and its annual report, the Company updates shareholders on its corporate developments through its corporate website and its investor relations webpage at www.qtvvascular.com .
MANAGING STAKEHOLDERS RELATIONSHIP		
Engagement with Stakeholders		
13.1 13.2 13.3		<p>The Company undertakes an annual review in identifying its material stakeholders through various medium and channels to understand their needs and expectations, and to address their concerns so as to improve product standards, as well as to align the business interest with those of the stakeholders and ultimately to generate sustainable value in the long-run. It assesses the material environmental, social and governance factors that affects the Group.</p> <p>Please refer to the Company's latest sustainability report set out on pages 10 to 17 of this Annual Report for the assessment process and how such relationships with stakeholders are managed.</p>

CORPORATE GOVERNANCE

COMPLIANCE WITH APPLICABLE CATALIST RULES																			
Catalist Rule	Rule Description	Company's Compliance or Explanation																	
712, 715	Appointment of Auditors	The Company confirms its compliance to the Catalist Rules 712 and 715.																	
1204(8)	Material Contracts	Save for the acquisition of ADG Group which was completed on 13 January 2022 (for details please refer to page 112 of this Annual Report), there were no material contracts entered into by the Group involving the interest of the CEO, any Director, or controlling shareholder, which are either still subsisting at the end of FY2021 or if not then subsisting, entered into since the end of the previous financial year.																	
1204(10)	Confirmation of adequacy of internal controls	<p>The Board and the AC are of the opinion that the internal controls are adequate to address the financial, operational and compliance and information technology risks which the Group considers relevant and material to its current business scope and environment for FY2021 based on the following:</p> <ul style="list-style-type: none">internal controls and the risk management system established by the Company;work performed by the internal and external auditors;assurances from the CFO; andreviews done by the various Board Committees and key management personnel.																	
1204(17)	Interested Persons Transaction ("IPT")	<p>The Group has procedures governing all IPTs to ensure that they are properly documented and reported on a timely manner to the AC and that they are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.</p> <p>In FY2021, other than the US\$161,000 for certain transactions entered into with Expanse Medical, Inc (an associate of Mr Eitan Konstantino, who was the CEO of the Company up to 30 November 2021) for which the Group has the general mandate for recurrent interested party transactions since 30 April 2021, there were no other interested person transactions which were S\$100,000 and above entered into during the current financial period reported on.</p> <p>The Group do not have any intention to renew the general mandate with Expanse Medical, Inc. at the upcoming AGM.</p>																	
1204(19)	Dealing in Securities	<p>The Company has adopted an internal policy which prohibits the Directors and officers from dealing in the securities of the Company while in possession of price-sensitive information.</p> <p>The Company, its Directors and officers are also discouraged from dealing in the Company's securities on short term considerations and are prohibited from dealing in the Company's securities during the period beginning two weeks before the announcement of the Company's quarterly financial statements and one month before the announcement of the Company's full-year financial statements respectively, and ending on the date of the announcement of the relevant results.</p>																	
1204(21)	Non-sponsor fees	The total amount of non-sponsor fees paid to the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd for FY2021 was S\$270,000.																	
1204(22)	Use of Proceeds	<p>Share subscription</p> <p>On 25 May 2021, the Company announced that it had entered into a subscription agreement with three investors to subscribe for an aggregate of 4,055,555,556 new shares in the capital of the Company at an issue price of S\$0.0018 per share amounting to a total cash consideration of S\$7.3 million ("Gross Proceeds") subject to the satisfaction of the terms and conditions in the subscription agreement. On 13 January 2022, the Company announced the completion of the proposed share subscription.</p> <p>As at the date of this announcement, the Gross Proceeds have been utilized as follows:</p> <table><thead><tr><th></th><th>Allocation of Gross Proceeds received S\$'000</th><th>Amount utilised S\$'000</th><th>Balance S\$'000</th></tr></thead><tbody><tr><td>General working capital purposes ⁽¹⁾</td><td>4,300*</td><td>(899)</td><td>3,401</td></tr><tr><td>Partial financing of the acquisition of ADG Group</td><td>3,000</td><td>(3,000)</td><td>–</td></tr><tr><td>Total</td><td>7,300</td><td>(3,899)</td><td>3,401</td></tr></tbody></table>			Allocation of Gross Proceeds received S\$'000	Amount utilised S\$'000	Balance S\$'000	General working capital purposes ⁽¹⁾	4,300*	(899)	3,401	Partial financing of the acquisition of ADG Group	3,000	(3,000)	–	Total	7,300	(3,899)	3,401
	Allocation of Gross Proceeds received S\$'000	Amount utilised S\$'000	Balance S\$'000																
General working capital purposes ⁽¹⁾	4,300*	(899)	3,401																
Partial financing of the acquisition of ADG Group	3,000	(3,000)	–																
Total	7,300	(3,899)	3,401																

CORPORATE GOVERNANCE

Catalist Rule	Rule Description	Company's Compliance or Explanation										
		<p>(1) A breakdown on the Gross Proceeds utilised for general working capital purposes is as follows:</p> <table><tr><td></td><td>Balance S\$'000</td></tr><tr><td>Payment of salaries and wages</td><td>136</td></tr><tr><td>Payment to suppliers</td><td>728</td></tr><tr><td>Repayment of loan</td><td>35</td></tr><tr><td>Total</td><td><u>899</u></td></tr></table> <p>The use of proceeds is consistent with the Company's proposed use of funds as set out in the Company's circular dated 24 December 2021.</p> <p>* Includes estimated expenses of S\$1.1million.</p>		Balance S\$'000	Payment of salaries and wages	136	Payment to suppliers	728	Repayment of loan	35	Total	<u>899</u>
	Balance S\$'000											
Payment of salaries and wages	136											
Payment to suppliers	728											
Repayment of loan	35											
Total	<u>899</u>											
Practice Note 7F	Update on Sustainability Report	<p>The Group recognises the importance of sustainability that creates long-term value to our stakeholders by embracing opportunities and managing risks derived from social developments and governance. The Group is committed towards implementing sustainable practices in order to achieve the right balance between the needs of the wider community and the requirements of stakeholders and business growth.</p> <p>The Company's fifth sustainability report has been prepared in accordance with the Global Reporting Initiative Standards and in line with the requirements of the Catalist Rules on sustainability reporting. The report will highlight the key factors such as business ethics and regulatory compliance. The Company's Sustainability Report is set out on pages 10 to 17 of this Annual Report.</p>										

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

The directors present their statement to the members of QT Vascular Ltd. (the "Company") together with the audited consolidated financial statements of the Company and its subsidiaries (collectively, the "Group") for the financial year ended 31 December 2021 and the statement of financial position of the Company as at 31 December 2021.

In the opinion of the directors:

- (a) the consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2021 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year then ended; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Group and the Company will be able to pay its debts as and when they fall due, and the financial statements have been prepared on a going concern basis, after taking into consideration the factors as disclosed in Note 3(b) to the financial statements.

1 Directors

The directors of the Company in office at the date of this statement are:

Ng Fook Ai Victor	<i>Independent Director and Chairman of the Board</i>	(Appointed on 31 January 2022)
Thomas Tan Gim Chua	<i>Executive Director and Chief Executive Officer</i>	(Appointed on 13 January 2022)
Sho Kian Hin	<i>Independent Director</i>	
Ng Boon Eng	<i>Independent Director</i>	(Appointed on 30 July 2021)

2 Arrangements to Enable Directors to Acquire Shares or Debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other corporate body, except as disclosed under "Share Options and Share Awards" in this statement.

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Directors' Interests in Shares or Debentures

According to the register of directors' shareholdings kept by the Company under section 164 of the Singapore Companies Act 1967 (the "Act"), the directors of the Company who held office at the end of the financial year had no interests in the shares or debentures of the Company and its related corporations except as follows:

Name of directors	Direct interest	
	At the beginning of year	At the end of year
The Company		
Sho Kian Hin		
• Ordinary shares	60	60
• Restricted share awards	331,631	331,631

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2022.

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares or debentures of the Company and its related corporations, either at the beginning of the financial year or at the end of the financial year.

4 Share Options and Share Awards

(a) Options to Purchase Ordinary Shares

In September 2005 ("2005 Stock Plan"), November 2010 ("2010 Stock Plan") and September 2013 ("2013 Stock Plan"), the Group had established share option plans that entitle certain employees, directors and consultants to purchase ordinary shares of the Company.

On 9 April 2014, the Company had adopted the 2014 QTV Employee Share Option Scheme ("2014 Stock Plan") which became effective upon the listing of the Company on the Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST") on 29 April 2014.

The Group's 2005, 2010, 2013 and 2014 Stock Plans (collectively, the "Scheme") are administered by the Remuneration Committee, comprising the independent directors of the Company, Ng Fook Ai Victor, Sho Kian Hin and Ng Boon Eng.

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

4 Share Options and Share Awards (cont'd)

(a) Options to Purchase Ordinary Shares (cont'd)

Movements of options under the Scheme are as follows:

	No. of options 2021 '000	No. of options 2020 '000
Outstanding at 1 January	76,123	94,453
Exercised during the year	(33,035)	-
Forfeited during the year	(13,854)	(8,340)
Expired during the year	(6,730)	(9,990)
Outstanding at 31 December	<u>22,504</u>	<u>76,123</u>
Exercisable at 31 December	<u>22,504</u>	<u>75,567</u>

Further details of the share option plans are disclosed in Note 23 to the financial statements.

There were no options granted to directors of the Company under the Scheme. Details of options granted to key management personnel of the Company under the Scheme are as follows:

	Options granted for financial year ended 31 December 2021	Aggregate options granted since commencement of Scheme to 31 December 2021	Aggregate options exercised since commencement of Scheme to 31 December 2021	Aggregate options expired/ forfeited since commencement of Scheme to 31 December 2021	Aggregate options outstanding as at 31 December 2021
Name of key management personnel					
Momi Mimon Brosh	-	4,077,648	(200,000)	(3,877,648)	-

Since the commencement of the Scheme, no options have been granted to the controlling shareholders of the Company and their associates, and no participant under the Scheme has been granted 5% or more of the total options available under the Scheme.

The options granted by the Company do not entitle the holders of the options, by virtue of such holding, to any rights to participate in any share issue of any other company. No options had been granted at a discount.

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

4 Share Options and Share Awards (cont'd)

(b) Restricted Share Awards

At the Annual General Meeting of the Company held on 30 April 2015, the shareholders of the Company had approved the QT Vascular Restricted Share Plan 2015 ("2015 RSP"). The 2015 RSP is administered by the Remuneration Committee, comprising the independent directors of the Company, Ng Fook Ai Victor, Sho Kian Hin and Ng Boon Eng.

Movements of Restricted Share Awards ("RSA") under the 2015 RSP are as follows:

	No. of RSA 2021 '000	No. of RSA 2020 '000
Outstanding at 1 January	5,906	7,060
Granted during the year	30,000	-
Issued during the year	(30,000)	-
Forfeited during the year	(4,664)	(1,154)
Outstanding at 31 December	1,242	5,906

Further details of the RSA are disclosed in Note 23 to the financial statements.

Details of RSA granted to directors and key management personnel of the Company under the 2015 RSP are as follows:

	RSA granted for financial year ended 31 December 2021	Aggregate RSA granted since commencement of 2015 RSP to 31 December 2021	Aggregate RSA issued since commencement of 2015 RSP to 31 December 2021	Aggregate RSA forfeited since commencement of 2015 RSP to 31 December 2021	Aggregate RSA outstanding as at 31 December 2021
<u>Name of directors</u>					
Sho Kian Hin	-	2,300,291	(1,968,660)	-	331,631
<u>Name of key management personnel</u>					
Kelvin Tong	12,000,000	25,107,158	(24,957,158)	-	150,000
Momi Mimon Brosh	18,000,000	42,179,196	(41,539,196)	(640,000)	-

Since the commencement of the 2015 RSP, no RSAs have been granted to the controlling shareholders of the Company and their associates, and except for Kelvin Tong and Momi Mimon Brosh, no participant under the 2015 RSP has been granted 5% or more of the total RSAs available under the 2015 RSP.

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

4 Share Options and Share Awards (cont'd)

(c) Warrants

The Company had on 4 May 2018 issued 35,000,000 unlisted warrants ("Warrants") to GEM Global Yield Fund LLC SCS ("GEM Global"), a company based in Luxembourg, each carrying the right to subscribe for 1 new ordinary share of the Company ("Share") at an exercise price of S\$0.10 for each new Share ("Warrant Shares").

As at 31 December 2021, no Warrants have been exercised and converted into new Shares (2020: Nil). Accordingly, as at 31 December 2021, there were 35,000,000 outstanding Warrants (2020: 35,000,000 outstanding Warrants) and the total number of new Shares that may be issued on conversion of all outstanding Warrants is 35,000,000 (2020: 35,000,000). The Warrants will expire in May 2022.

Except as disclosed above,

Options Granted

During the financial year, there were no share options granted to subscribe for unissued shares of the Company or any corporation in the Group.

Options Exercised

During the financial year, there were no shares issued by virtue of the exercise of options to take up unissued shares of the Company or any corporation in the Group.

Options Outstanding

As at the end of the financial year, there were no unissued shares of the Company or any corporation in the Group under option.

5 Audit Committee

The Audit Committee ("AC") comprises all the independent directors at the date of this statement:

Sho Kian Hin (Chairman)
Ng Boon Eng
Ng Fook Ai Victor

The AC carried out its functions in accordance with Section 201B(5) of the Act, the SGX-ST Listing Manual and the Code of Corporate Governance and assists the Board of Directors (the "Board") in the execution of its corporate governance responsibilities within its established terms of reference.

The duties of the AC, amongst other things, include:

- (a) review the audit plans of the internal and external auditors of the Company, and review the internal auditors' evaluation of the adequacy of the Group's/Company's system of internal accounting controls and the assistance given by the Group's/Company's management to the external and internal auditors;

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

5 Audit Committee (cont'd)

- (b) review the quarterly announcement of financial statements and annual financial statements and the auditors' report on the annual consolidated financial statements of the Company and its subsidiaries before their submission to the Board;
- (c) review the effectiveness of the Group's/Company's material internal controls, including financial, operational, compliance and information technology controls and risk management via reviews carried out by the internal auditors;
- (d) meet with the external and internal auditors, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the AC;
- (e) review legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programs and any reports received from regulators;
- (f) review the cost effectiveness and the independence and objectivity of the external auditors;
- (g) review the nature and extent of non-audit services provided by the external auditors;
- (h) recommend to the Board the external auditors to be nominated, approve the compensation of the external auditors and review the scope and results of the audit;
- (i) report actions and minutes of the AC to the Board with such recommendations as the AC considers appropriate;
- (j) review interested person transactions in accordance with the requirements of the SGX-ST Listing Manual; and
- (k) undertake such other functions and duties as may be agreed to by the AC and the Board.

The AC is satisfied with the independence and objectivity of the external auditors and has recommended to the Board of Directors that the auditors, Moore Stephens LLP, be nominated for re-appointment as auditors at the forthcoming Annual General Meeting of the Company.

Further details regarding the AC are disclosed in the Report on Corporate Governance included in the Company's Annual Report.

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

6 Independent Auditors

The independent auditors, Moore Stephens LLP, have expressed their willingness to accept re-appointment as auditors.

On behalf of the Board of Directors

.....
Sho Kian Hin
Director

.....
Ng Boon Eng
Director

Singapore

14 April 2022

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF QT VASCULAR LTD (INCORPORATED IN SINGAPORE)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of QT Vascular Ltd. (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2021, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2021 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF QT VASCULAR LTD (INCORPORATED IN SINGAPORE)

Key Audit Matters (cont'd)

Key Audit Matter	How our audit addressed the key audit matter
<p>Going concern assumption</p> <p>(Refer to Note 3(b) to the financial statements)</p> <p>As disclosed in Note 3(b) to the financial statements, for the financial year ended 31 December 2021, the Group incurred a net loss and a total comprehensive loss of US\$3,940,000 and US\$3,687,000, respectively, and has net cash used in operating activities of US\$749,000. As at 31 December 2021, the Group and the Company have net current liabilities of US\$2,096,000 and US\$1,695,000, and a deficit in shareholders' equity of US\$1,788,000 and US\$1,695,000, respectively.</p> <p>The above conditions indicate the existence of a material uncertainty that may cast significant doubt on the ability of the Group and the Company to continue as going concerns and therefore they may be unable to realise their assets and discharge their liabilities in the normal course of business.</p> <p>Notwithstanding the above, the Board of Directors of the Company (the "Board") are of the opinion that the use of the going concern assumption in the preparation and presentation of the financial statements for the financial year ended 31 December 2021 is appropriate based on the forecasted cash flow prepared by management which include the cash injection from certain investors and loan obtained from a related party subsequent to the financial year end. Based on the forecasted cash flow, the Board believes that there is no material uncertainty that casts a significant doubt on the Group's ability to continue in operational existence for the foreseeable future and to discharge its liabilities in the normal course of business.</p> <p>The above factors, which involve management's judgements, are important considerations for the appropriateness on the use of the going concern assumption in the preparation and presentation of the financial statements. As such, we considered this to be a key audit matter.</p>	<p>Our response</p> <p>Our audit procedures related to the going concern assumption included, amongst others:</p> <ul style="list-style-type: none"> discussed with management to obtain an understanding on the Group's business plan and financing requirements, including the Company's proposed acquisition of ADG Group during the year which was completed subsequent to the financial year ended as disclosed in Note 29 to the financial statements; obtained management's forecasted cash flow prepared for the purpose of the going concern assessment for the period of twelve months from the date of the financial statements and evaluated the reasonableness of the key assumptions used in the forecast; tested the underlying data generated to prepare the forecast and determined whether there was adequate supporting evidential material for the assumptions underlying the forecast; agreed the Group's committed debts and obligations, including any financial covenant terms, and timing of repayments to supporting documentation; and evaluated the Group's ability to meet its current liabilities, which are due within one year from 31 December 2021, through analysis of existing available cash resources. <p>In addition, we reviewed the adequacy of the disclosures in relation to the use of the going concern assumption in the preparation and presentation of the financial statements in Note 3(b) to the financial statements.</p> <p>Our findings</p> <p>We found the management's use of the going concern assumption in the preparation and presentation of the financial statements for the financial year ended 31 December 2021 to be appropriate.</p>

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF QT VASCULAR LTD (INCORPORATED IN SINGAPORE)

Other Information

Management is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF QT VASCULAR LTD (INCORPORATED IN SINGAPORE)

Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Mr Ng Chiou Gee Willy.

Moore Stephens LLP
Public Accountants and
Chartered Accountants
Singapore

14 April 2022

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

	Note	Group	
		2021 US\$'000	2020 US\$'000
Revenue	5	-	557
Cost of sales		-	(616)
Gross (loss)		-	(59)
Sales and marketing expenses		-	(10)
Administrative expenses		(2,419)	(3,425)
Research and development expenses		-	(4,024)
Other income	6	420	411
Other expenses		(1,887)	(164)
Results from operating activities		(3,886)	(7,271)
Finance costs	7	(54)	(304)
(Loss) before income tax		(3,940)	(7,575)
Income tax	8	-	(2)
(Loss) for the year	9	(3,940)	(7,577)
Other comprehensive (loss), net of tax:			
<i>Items that will be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation		253	(123)
Total comprehensive (loss) for the year		(3,687)	(7,700)
(Loss) for the year attributable to:			
- Owners of the Company		(3,913)	(7,577)
- Non-controlling interests		(27)	-
Loss for the year		(3,940)	(7,577)
Total comprehensive (loss) for the year attributable to:			
-Owners of the Company		(3,660)	(7,700)
-Non-controlling interests		(27)	-
Total comprehensive loss for the year		(3,687)	(7,700)
(Loss) per share			
Basic and Diluted (dollars per share)	10	(0.01)	(0.01)

The accompanying notes form an integral part of these financial statements

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2021

		Group		Company	
	Note	2021 US\$'000	2020 US\$'000	2021 US\$'000	2020 US\$'000
Assets					
Non-current assets					
Plant and equipment	11	-	-	-	-
Intangible assets	12	-	1,464	-	40
Investment in subsidiaries	13	-	-	-	12,624
Other investment	14	-	255	-	255
Right-of-use assets	15	366	41	-	-
Other non-current assets	16	36	94	-	-
		402	1,854	-	12,919
Current assets					
Trade and other receivables	17	22	588	17	200
Cash and bank balances	18	255	970	5	29
		277	1,558	22	229
Total assets		679	3,412	22	13,148
Equity					
Share capital	19	174,530	173,182	174,530	173,182
Reserves	19	3,555	3,866	5,777	4,638
Accumulated losses		(179,863)	(176,294)	(182,002)	(166,384)
Equity attributable to owners of the Company		(1,778)	754	(1,695)	11,436
Non-controlling interests		(145)	-	-	-
		(1,923)	754	(1,695)	11,436
Non-current liabilities					
Lease liabilities	21	229	-	-	-
		229	-	-	-
Current liabilities					
Trade and other payables	20	1,862	1,613	1,357	712
Lease liabilities	21	151	45	-	-
Loans and borrowings	22	360	1,000	360	1,000
		2,373	2,658	1,717	1,712
Total liabilities		2,602	2,658	1,717	1,712
Total equity and liabilities		679	3,412	22	13,148

The accompanying notes form an integral part of these financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

	Attributable to owners of the Company						Attributable to equity holders of the Company	Non-controlling interests	Total equity
	Ordinary shares	Merger reserve	Reserve for Translation	Share-based payment reserve	Accumulated losses				
	US\$'000	US\$'000	own shares	reserve	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Group									
At 1 January 2021	173,182	(1,385)	(77)	(3,838)	9,166	(176,294)	754	-	754
(Loss) for the year	-	-	-	-	-	(3,913)	(3,913)	(27)	(3,940)
Other comprehensive income:									
Exchange translation differences	-	-	-	253	-	-	253	-	253
Total comprehensive income/(loss) for the year	-	-	-	253	-	(3,913)	(3,660)	(27)	(3,687)
Share-based payment transactions (Note 23)	-	-	-	-	(564)	-	(564)	-	(564)
Shares issued pursuant to exercise of share option	146	-	-	-	-	-	146	-	146
Shares issued pursuant to settlement of loans and payables	1,202	-	-	-	-	-	1,202	-	1,202
Partial disposal of interests in a subsidiary to non-controlling interests (Note 13(c))	-	-	-	-	-	344	344	(118)	226
At 31 December 2021	174,530	(1,385)	(77)	(3,585)	8,602	(179,863)	(1,778)	(145)	(1,923)

The accompanying notes form an integral part of these financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

	Attributable to owners of the Company						
	Ordinary shares	Merger reserve	Reserve for own shares	Translation reserve	Share-based payment reserve	Accumulated losses	Total equity
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Group							
At 1 January 2020	173,182	(1,385)	(77)	(3,715)	9,229	(168,717)	8,517
(Loss) for the year	-	-	-	-	-	(7,577)	(7,577)
Other comprehensive (loss):							
Exchange translation differences	-	-	-	(123)	-	-	(123)
Total comprehensive (loss) for the year	-	-	-	(123)	-	(7,577)	(7,700)
Share-based payment transactions (Note 23)	-	-	-	-	(63)	-	(63)
At 31 December 2020	173,182	(1,385)	(77)	(3,838)	9,166	(176,294)	754

The accompanying notes form an integral part of these financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

Note	Group	
	2021 US\$'000	2020 US\$'000
Cash flows from operating activities		
Receipts from customers	1,294	1,055
Payments to suppliers and employees	(2,043)	(7,050)
Net cash (used in) operating activities	(749)	(5,995)
Cash flows from investing activities		
Cash receipts from disposal of assets to G Vascular Private Limited	-	3,900
Cash receipts from disposal of assets to Medtronic, Inc.	-	400
Cash receipts from disposal of assets to Teleflex, Inc.	-	951
Net cash generated from investing activities	-	5,251
Cash flows from financing activities		
Proceeds from issuance of shares due to exercise of share options	146	-
Proceeds from non-controlling interest	60	-
Proceeds from short-term loans	70	1,000
Repayment of short-term loans	(44)	(363)
Payment of lease liabilities	(172)	(354)
Interest paid	(22)	(13)
Net cash generated from financing activities	38	270
Net (decrease) in cash and cash equivalents	(711)	(474)
Cash and cash equivalents at the beginning of year	970	1,504
Effect of exchange rate changes on cash and cash equivalents	(4)	(60)
Cash and cash equivalents at the end of year	18 255	970

Significant non-cash transactions

During the financial year ended 31 December 2021, the Company carried out a debt conversion of certain loans and other payables (including debt conversion premiums (Note 9)) amounting to US\$1,202,000 via the issuance of ordinary shares of the Company as disclosed in Note 19(a).

The accompanying notes form an integral part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

These notes form an integral part of and should be read in conjunction with the consolidated financial statements.

1 General Information

QT Vascular Ltd. (the "Company") is a public limited liability company incorporated and domiciled in Singapore and listed on the Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST").

The Company's registered office and principal place of business is at 18 Boon Lay Way, #10-140(D) TradeHub 21, Singapore 609966.

The principal activities of the Company are those of investment holding. The principal activities of the subsidiaries are set out in Note 13.

The financial statements for the financial year ended 31 December 2021 were authorised for issue in accordance with a resolution of the Board of Directors of the Company on the date of the Directors' Statement.

2 Application of Singapore Financial Reporting Standards (International) ("SFRS(I)s")

(a) Adoption of New and Revised Standards

On 1 January 2021, the Group has adopted the new and amended SFRS(I) and SFRS(I) Interpretations ("SFRS(I) INTs") that are mandatory for application for the financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and SFRS(I) INTs. The adoption of these new or amended SFRS(I) and SFRS(I) INTs did not result in substantial changes to the Group's accounting policies and had no material effect on the amounts on the amounts reported for the current or prior financial years.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

2 Application of Singapore Financial Reporting Standards (International) ("SFRS(I)s") (cont'd)

(b) New and Revised Standards Issued but Not Yet Effective

At the date of authorisation of these financial statements, the Group has not adopted the following new and revised standards that have been issued and are relevant to the Group but not yet effective:

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 16 - COVID-19 Related Rent Concessions beyond 30 June 2021	1 April 2021
Annual Improvements to SFRS(I)s Standards 2018-2020 Cycle - SFRS(I) 9 <i>Financial Instruments</i> - Fees in the "10 per cent" test for derecognition	1 January 2022
Amendments to SFRS(I) 3 <i>Business Combinations</i> - Reference to the Conceptual Framework	1 January 2022
Amendments to SFRS(I) 1-16 <i>Property, Plant and Equipment</i> - Proceeds before Intended Use	1 January 2022
Amendments to SFRS(I) 1-37 <i>Provisions</i> - Onerous Contracts - Cost of Fulfilling a Contract	1 January 2022
Amendments to SFRS(I) 1-1 <i>Presentation of Financial Statements</i> : Classification of Liabilities as Current or Non-current	1 January 2023
Amendments to SFRS(I) 1-1: Disclosure of Accounting Policies and SFRS(I) Practice Statement 2 Making Materiality Judgements	1 January 2023
Amendments to SFRS(I) 1-8: Definition of Accounting Estimates	1 January 2023
Amendments to SFRS(I) 1-12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
Amendments to SFRS(I) 10 and SFRS(I) 1-28 <i>Investments in Associates and Joint Ventures</i> - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred indefinitely, early application is still permitted

The directors of the Company do not expect that the adoption of these new and revised standards above will have a material impact on the financial statements in the period of initial application.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies

(a) Basis of Preparation

The consolidated financial statements of the Group and the statement of financial position of the Company have been prepared in accordance with the provisions of the Singapore Companies Act 1967 and SFRS(I)s. The financial statements have been prepared on the historical cost basis, except as disclosed in the accounting policies below.

(b) Going Concern Assumption

For the financial year ended 31 December 2021, the Group incurred a net loss and a total comprehensive loss of US\$3,940,000 and US\$3,687,000 (2020: US\$7,577,000 and US\$7,700,000), respectively, and has net cash used in operating activities of US\$749,000 (2020: US\$5,995,000). As at 31 December 2021, the Group and the Company have net current liabilities of US\$2,096,000 and US\$1,695,000 (2020: US\$1,100,000 and US\$1,483,000), and a deficit in shareholders' equity of US\$1,788,000 and US\$1,695,000 (2020: surplus of US\$754,000 and US\$11,536,000), respectively.

The above conditions indicate the existence of a material uncertainty that may cast significant doubt on the ability of the Group and the Company to continue as going concerns and therefore they may be unable to realise their assets and discharge their liabilities in the normal course of business.

Notwithstanding the above, the Board of Directors of the Company (the "Board") are of the opinion that the use of the going concern assumption in the preparation and presentation of the financial statements for the financial year ended 31 December 2021 is appropriate after taking into account the following considerations:

- i. Management is of the view that the Group will have sufficient working capital for at least the next 12 months from the date of these financial statements and will be able to meet its obligations as and when they fall due based on a forecasted cash flow prepared;
- ii. Management will continue to implement comprehensive cost-containment measures and does not expect the Group to have any significant commitments that will require significant cash outflow in the next 12 months;
- iii. On 13 January 2022, following the receipt of the Company shareholders' approval at an extraordinary general meeting held on 8 January 2022, the Company announced that it had completed the acquisition of 60% of the entire issued and paid-up share capital of Asia Dental Group Pte. Ltd. and its subsidiaries ("ADG Group") and received a gross cash injection of S\$7.3 million (of which S\$4.3 million will be used as general working capital) from certain investors following the issuance of an aggregate 4,055,555,556 new ordinary shares of the Company;
- iv. Management has also subsequently obtained a loan amount of S\$2.0 million from a related party which will be repaid over the next 42 months; and
- v. Management is exploring the possibility of corporate actions involving entering into new business opportunities to generate new sources of revenue and/or fund-raising exercises.

Based on the forecasted cash flow which include the aforesaid cash injection from certain investors and loan obtained from a related party subsequent to the financial year end, the Board believes that there is no material uncertainty that casts a significant doubt on the Group's ability to continue in operational existence for the foreseeable future and to discharge its liabilities in the normal course of business.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies (cont'd)

(c) Group Accounting

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

Goodwill on acquisitions of subsidiaries and businesses, represents the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previously-held equity interest in the acquiree over the fair value of the fair value of the investee's identifiable net assets acquired. Goodwill on acquisitions of subsidiaries is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment loss. Gains and losses on the disposal of subsidiaries, include the carrying amount of goodwill relating to the subsidiary sold.

The Group applies the acquisition method to account for business combinations when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether an integrated set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create output. The Group has an option to apply a 'fair value concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test can be applied on a transaction-by-transaction basis. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the test is met, the set of activities and assets is determined not to be a business and no further assessment is needed. If the test is not met, or if the Group elects not to apply the test, a detailed assessment must be performed applying the normal requirements in SFRS(I) 3.

The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies (cont'd)

(c) Group Accounting (cont'd)

Subsidiaries (cont'd)

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

If the total of consideration transferred, non-controlling interest recognised and previously-held interest measured is less than the fair value of the net assets of the subsidiary acquired as in the case of a bargain purchase, the difference is recognised directly in profit or loss.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment indicator of the transferred assets. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions - that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals of interests in subsidiaries to non-controlling interests without loss of control are also recorded in equity.

When the Group loses control of a subsidiary, it:

- derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;
- derecognises the carrying amount of any non-controlling interest (including any components of other comprehensive income attributable to them);
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained in the former subsidiary at its fair value;
- re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate; and
- recognises any resulting difference in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies (cont'd)

(d) Investment in Subsidiaries

Investment in subsidiaries is carried at cost less accumulated impairment losses in the statement of financial position of the Company.

On disposal of investment in subsidiaries, the difference between net disposal proceeds and the carrying amount of the investment are recognised in the profit or loss.

(e) Revenue Recognition

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

Sale of goods

The Group develops and manufactures advanced therapeutic solutions for the treatment of complex vascular disease.

Revenue is recognised when the control of the goods has transferred, being when the goods are delivered to the customer, the customer has full discretion over the manner of distribution and price to sell the goods, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has the objective evidence that all criteria for acceptance have been satisfied. A receivable is recognised when the goods are delivered, as this represents the point in time that the right to consideration is unconditional, because only the passage of time is required before the payment is due.

Service income

The Group provides lot release testing service to customers.

Revenue is recognised over time, once lot release testing is completed. This is due to the short-term nature of testing services which typically completes within two weeks from the point of commencement of the process.

(f) Government Grants

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately under other income in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies (cont'd)

(g) Foreign Currencies

Functional and presentation currency

The individual financial statements of each entity in the Group are presented in the currency of the primary economic environment in which the entity operates ("functional currency").

The Company's functional currency is Singapore Dollar ("S\$"), which reflects the economic substance of the underlying events and circumstances of the Company. For the purposes of the consolidated financial statements, the results and financial position of each entity in the Group are expressed in United States Dollars ("US\$"), which is the presentation currency for the consolidated financial statements.

All values are rounded to the nearest thousand (US\$'000) except when otherwise indicated.

Transactions and balances

In preparing the financial statements of each individual entity, transactions in currencies other than the entity's functional currency ("foreign currencies") are recognised at the rates of exchange prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Currency translation differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the reporting date are recognised in profit or loss. However, in consolidated financial statements, currency translation differences arising from borrowings in foreign currencies and other currency instruments designated and qualifying as net investment hedges and net investment in foreign operations, are recognised in other comprehensive income and accumulated in the translation reserve.

When a foreign operation is disposed of or any loan forming part of the net investment of the foreign operation is repaid, a proportionate share of the accumulated currency translation differences is reclassified to profit or loss, as part of the gain or loss on disposal.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies (cont'd)

(g) Foreign Currencies (cont'd)

Translation of Group entities' financial statements

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the reporting date;
- income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income and accumulated in the translation reserve.

(h) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

(i) Employee Benefits

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which related services are rendered by employees.

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies (cont'd)

(i) Employee Benefits (cont'd)

Share-based payment transactions

The grant date fair value of equity-settled share-based payment awards granted to employees are recognised as an employee expense with a corresponding increase in equity, over the period that the employees unconditionally become entitled to awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

(j) Income Tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by reporting date. The Group periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investment in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies (cont'd)

(j) Income Tax (cont'd)

Deferred tax (cont'd)

Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

The Group recognises a previously unrecognised deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Current and deferred tax for the period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where the current and deferred tax arises from the initial accounting for a business combination, the tax effect is taken into account in the accounting for the business combination.

(k) Plant and Equipment

Measurement

All items of plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

The cost includes its purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Dismantlement, removal or restoration costs are included as part of the cost if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the plant and equipment.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies (cont'd)

(k) Plant and Equipment (cont'd)

Depreciation

Depreciation is recognised so as to write off the depreciable amounts of the assets over their estimated useful lives, using the straight-line method.

The following useful lives are used in the calculation of depreciation:

Furniture, fixtures and office equipment	3 years
Computer, network and software	3 years
Machinery and equipment	3 years

Construction in progress is not depreciated.

The carrying amounts of plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable.

The residual value, useful life and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis. The effects of any revision are recognised in profit or loss when the changes arise.

Subsequent expenditure

Subsequent expenditure related to plant and equipment that has been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

Disposal

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal.

The gain or loss arising on disposal or retirement of an item of plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies (cont'd)

(l) Intangible Assets

Research and development

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognised in profit or loss as incurred.

Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditure is capitalised only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the cost of materials, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use, and capitalised borrowing costs. Other development expenditure is recognised in profit or loss as incurred.

Capitalised development expenditure is carried at cost less accumulated amortisation and accumulated impairment losses.

Other intangible assets

Other intangible assets that are acquired by the Group and have finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. These intangible assets include licensed royalties and intellectual property.

Amortisation

Amortisation is calculated based on the cost of the intangible assets less their residual values.

Amortisation is recognised in profit or loss using the straight-line method over the estimated useful lives of intangible assets from the date that they are available for use. The following useful lives are used in the calculation of amortisation:

Developed technology	15 years
Licensed royalties	15 years
Intellectual property	5 years

Developed technology in progress is not amortised.

Intangible assets with finite useful lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies (cont'd)

(l) Intangible Assets (cont'd)

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

Disposal

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and are recognised in profit or loss when the intangible asset is derecognised.

(m) Impairment of Non-financial Assets

Non-financial assets (including intangible assets with finite useful lives) are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any), on an individual asset.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGUs, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies (cont'd)

(n) Cash and Cash Equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include bank balances and short-term deposits pledged with financial institutions, which are subjected to an insignificant risk of change in value, and are used by the Group in the management of its short-term commitments.

(o) Financial Assets

Classification

i. Debt instruments

Financial assets that are debt instruments are classified into categories based on the Group's business model for managing them and their contractual cash flow characteristics.

- Financial Assets measured at Amortised Cost (AC) comprise of assets that are held within a business model whose objective is to hold those assets for collection of contractual cash flows, and those contractual cash flows represent solely payments of principal and interest.
- Financial Assets measured at Fair Value through Other Comprehensive Income (FVOCI) comprise of assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling those assets, and those contractual cash flows represent solely payments of principal and interest.
- Financial Assets measured at Fair Value through Profit and Loss (FVPL) comprise of assets that do not qualify for AC and FVOCI. Assets that would otherwise qualify for AC or FVOCI may also be designated as FVPL upon initial recognition, if such designation eliminates or significantly reduces a measurement or recognition inconsistency that arises from measuring assets and liabilities on an inconsistent basis.

ii. Equity instruments

Financial assets that are equity instruments comprise mainly of investments in equity securities. The Group classifies these assets as FVPL, except for those that the Group has designated as FVOCI. The FVOCI designation is irrevocable, and is not permitted for held-for-trading financial assets and financial assets that represent contingent consideration in a business combination.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies (cont'd)

(o) Financial Assets (cont'd)

Initial measurement

Trade receivables that do not contain a significant financing component are initially recognised at their transaction price. Other financial assets are initially recognised at fair value, plus, for financial assets that are not at FVPL, transaction costs that are directly attributable to their acquisition. Transaction costs of financial assets at FVPL are expensed in profit and loss.

Subsequent measurement

i. Debt instruments

AC

These assets are subsequently measured at amortised cost using the effective interest method unless they are part of a designated hedging relationship. Impairment losses and reversals, interest income, and foreign exchange gains and losses (except where designated as a hedging instrument) on such assets are recognised in profit and loss. Interest income is based on the effective interest method which allocates interest income over the life of the financial asset based on an effective interest rate that discounts estimated future cash receipts to its gross carrying amount.

FVOCI

These assets are subsequently measured at fair value. Impairment losses and reversals, interest income based on the effective interest method, and foreign exchange gains and losses (except where designated as a hedging instrument) on such assets are recognised in profit and loss. Any remaining fair value movements are recorded in other comprehensive income.

FVPL

These assets are subsequently measured at fair value. All fair value movements are recorded in profit and loss.

ii. Equity instruments

Subsequent to initial recognition, all equity investments are measured at fair value. Changes in the fair value of FVPL equity investments are recognised in profit and loss, while changes in the fair value of FVOCI equity investments are recognised in other comprehensive income. All dividend income is recognised in profit and loss, except for dividends from FVOCI equity investments that clearly represent a recovery of the cost of investment.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies (cont'd)

(o) Financial Assets (cont'd)

Impairment

At each reporting date, the Group assesses expected credit losses (ECL) on the following financial instruments:

- Financial assets that are debt instruments measured at AC and FVOCI;
- Contract assets; and
- Financial guarantee contracts.

ECL is a probability-weighted estimate of credit losses. Credit losses are measured at the present value of all shortfalls between the cash flows due to the Group in accordance with contractual terms, and the cash flows that the Group actually expects to receive. ECL is discounted at the effective interest rate of the financial asset. The Group records allowances on financial assets based on either the:

- 12-month ECL – representing the ECL that results from default events that are possible within the 12 months after the reporting date (or the expected life of the instrument if shorter); or
- Lifetime ECL – representing the ECL that results from all possible default events over the expected life of the contract.

Simplified approach - Trade receivables

For all trade receivables, the Group adopts a simplified approach whereby an allowance for lifetime ECL is assessed upon initial recognition. The Group estimates lifetime ECL using a provision matrix based on historical credit loss experience, adjusted for various factors including debtor-specific factors, forward-looking information such as industry and economic forecasts, and others as appropriate.

General approach – All other financial instruments on which ECL assessment is required

For all other financial instruments on which ECL is assessed, an allowance for 12-month ECL is recorded upon initial recognition. The allowance is increased to lifetime ECL if the credit risk at each reporting date has increased significantly as compared to the credit risk at initial recognition. In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group considers all reasonable and supportable information that is relevant and available without undue cost or effort including both historical credit experience and forward-looking information.

The Group regards the following as events of default:

- events that make it unlikely for the borrower to repay in full unless the Group undertakes actions to recover the asset (e.g. by exercising rights over collaterals or other credit enhancements); or
- the financial instrument has become overdue for more than 12 months.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies (cont'd)

(o) Financial Assets (cont'd)

Impairment (cont'd)

Credit-impaired financial instruments

At each reporting date, the Group assesses whether a financial instrument on which ECL assessment is required has become credit-impaired. This is the case when one or more events have occurred that are considered to be detrimental to the estimated future cash flows of the instrument. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the borrower;
- a breach of contract such as a default or past due event;
- other lenders granting concessions (such as loan restructurings) to the borrower due to economic or contractual reasons, that would not have been considered in the absence of the borrower's financial difficulty;
- increasing likelihood that the borrower will enter bankruptcy or other financial re-organisation; and
- the disappearance of an active market for the borrower's securities due to financial difficulties.

For credit-impaired financial assets, interest income is determined by applying the effective interest rate to the net carrying amount of the financial asset (after deduction of the ECL allowance).

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, such as when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in the profit and loss.

Recognition and derecognition

Financial assets are recognised when, and only when the Group becomes a party to its contractual provisions. All regular way purchases and sales of financial assets are recognised on trade-date, which is the date on which the Group commits to purchase or sell the financial asset.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies (cont'd)

(o) Financial Assets (cont'd)

Recognition and derecognition (cont'd)

On derecognition of a financial asset that is a debt instrument, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit and loss. In addition, for a financial asset that is a debt instrument at FVOCI, the cumulative gain or loss previously accumulated in the fair value adjustment reserve is reclassified to profit and loss.

On derecognition of an equity investment at FVPL, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit and loss. For equity investments at FVOCI, this difference is instead recognised directly in equity as part of retained earnings. Cumulative gains and losses previously accumulated in equity are also transferred directly to retained earnings upon derecognition of FVOCI equity investments.

(p) Financial Liabilities

Financial liabilities

The Group recognises financial liabilities on its statement of financial position when, and only when, the Group becomes a party to the contractual provisions of the instruments.

Financial liabilities are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition or issue of the financial liability. All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method. Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least twelve months after the reporting period.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they have expired. The difference between the carrying amount of a financial liability that has been derecognised and the consideration paid and payable (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(q) Offsetting of Financial Assets and Financial Liabilities

Financial assets and financial liabilities are offset and the net amount is presented in the statement of financial position, when and only when, there is a currently enforceable legal right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise the financial assets and settle the financial liabilities simultaneously.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies (cont'd)

(r) Leases

When the Group is the lessee

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

The Group recognises right-of-use assets and lease liabilities at the date which the underlying assets become available for use. Right-of-use assets are measured at cost, which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement dates, plus any initial direct costs incurred and an estimate of restoration costs, less any lease incentives received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

Right-of-use assets are subsequently depreciated using the straight-line method from the commencement dates to the earlier of the end of the useful lives of the right-of-use assets or the end of the lease terms. The estimated useful lives of right-of-use assets are determined to be between 1 to 3 years. In addition, the right-of-use assets are periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the corresponding lease liabilities. The Group presents its right-of-use assets (except for those which meets the definition of an investment property) in "Right-of-use Assets" and lease liabilities in "Lease Liabilities" in the statement of financial position.

The initial measurement of lease liabilities is measured at the present value of the lease payments discounted using the implicit rate in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments (including in-substance fixed payments), less any lease incentives receivables;
- variable lease payments that are based on an index or rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under residual value guarantees
- the exercise price of a purchase option if it is reasonably certain to exercise the option; and
- payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies (cont'd)

(r) Leases (cont'd)

When the Group is the lessee (cont'd)

For contracts that contain both lease and non-lease components, the Group allocates the consideration to each lease component on the basis of the relative stand-alone price of the lease and non-lease components. The Group has elected not to separate lease and non-lease components for property leases; instead, these are accounted for as one single lease component.

Lease liabilities are measured at amortised cost, and are remeasured when:

- there is a change in future lease payments arising from changes in an index or rate;
- there is a change in the Group's assessment of whether it will exercise lease extension and termination options;
- there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee; or
- there is a modification to the lease term.

When lease liabilities are remeasured, corresponding adjustments are made against the right-of-use assets. If the carrying amounts of the right-of-use assets have been reduced to zero, the adjustments are recorded in profit or loss.

Variable lease payments that are based on an index or a rate are included in the measurement of the corresponding right-of-use assets and lease liabilities. Other variable lease payments are recognised in profit or loss when incurred.

Short-term leases and leases of low-value assets

The Group applies the exemption for all short-term leases (up to 12 months) and low-value assets on a lease-by-lease basis. All lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

(s) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies (cont'd)

(t) Share Capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are charged to equity.

Repurchase, disposal and reissue of share capital (treasury shares)

When share capital recognised as equity is repurchased, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the reserve for own share account. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity, and the resulting surplus or deficit on the transaction is presented in other reserve.

Distribution of non-cash assets to owners of the Company

The Group measures a liability to distribute non-cash assets as a dividend to the owners of the Company at the fair value of the assets to be distributed. The carrying amount of the dividend is remeasured at each reporting date and at the settlement date, with any changes recognised directly in equity as adjustments to the amount of the distribution. On settlement of the transaction, the Group recognises the difference, if any, between the carrying amount of the assets distributed and the carrying amount of the liability in profit or loss.

(u) Dividends to Company's Shareholders

Dividends to the Company's shareholders are recognised when the dividends are approved for payment.

(v) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the executive management whose members are responsible for allocating resources and assessing performance of the operating segments.

(w) Related Parties

A related party is defined as follows:

A related party is a person or entity that is related to the entity that is preparing its financial statements (in this Standard referred to as the "reporting entity").

- a. A person or a close member of that person's family is related to a reporting entity if that person:
 - i. has control or joint control over the reporting entity;
 - ii. has significant influence over the reporting entity; or
 - iii. is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

3 Significant Accounting Policies (cont'd)

(w) Related Parties (cont'd)

- b. An entity is related to a reporting entity if any of the following conditions applies:
- i. the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - ii. one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - iii. both entities are joint ventures of the same third party;
 - iv. one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - v. the entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity;
 - vi. the entity is controlled or jointly controlled by a person identified in (a);
 - vii. a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
 - viii. the entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

4 Critical Accounting Judgements and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in Note 3 above, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

(a) Critical judgements in applying the accounting policies

Other than the going concern assumption disclosed in Note 3(b), management is of the opinion that in the preparation of the financial statements there were no critical judgements made in the process of applying the Group's accounting policies that have a significant effect on the amounts recognised in the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

4 Critical Accounting Judgements and Key Sources of Estimation Uncertainty (cont'd)

(b) Key sources of estimation uncertainty

Impairment loss on intangible assets

The carrying amount of the Group's intangible assets with finite useful lives are reviewed at each reporting date to determine whether there is any indication of impairment. Management judgement is required in assessing whether events or changes in circumstances have occurred that may indicate that the carrying amount of intangible assets may no longer be recoverable. If any such indication exists, the recoverable amount is estimated in order to determine the extent of impairment loss (if any). Recoverable amount is the higher of fair value less cost to sell and value in use.

The Group recognised an impairment loss on intangible assets of US\$1,464,000 (2020: US\$302,000) at the end of the reporting period. Further details of the Group's intangible assets are disclosed in Note 12.

Impairment loss on investment in subsidiaries

The carrying amount of the Company's investment in subsidiaries are reviewed at each reporting date to determine whether there is any indication of impairment. Management judgement is required in assessing whether events or changes in circumstances have occurred that may indicate that the carrying amount of investment in subsidiaries may no longer be recoverable. If any such indication exists, the recoverable amount is estimated in order to determine the extent of impairment loss (if any). Recoverable amount is the higher of fair value less cost to sell and value in use.

The Company recognised an impairment loss on investment in subsidiaries of US\$11,064,000 (2020: US\$8,688,000) at the end of the reporting period. Further details of the Company's investment in subsidiaries are disclosed in Note 13.

5 Revenue from Contracts with Customers

Disaggregation of revenue from contract with customers

The Group's revenue is disaggregated by major product lines and timing of revenue recognition. This is consistent with the segment revenue information as disclosed in Note 26.

	Group	
	2021	2020
	US\$'000	US\$'000
Sale of goods – at a point in time	-	557

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

6 Other Income

	Group	
	2021	2020
	US\$'000	US\$'000
Government grants	-	38
Service income	-	115
Gain on disposal of asset	100	-
Others	320	258
	420	411

7 Finance Costs

	Group	
	2021	2020
	US\$'000	US\$'000
Interest expense on short-term loans	(4)	(262)
Interest expenses on lease liabilities	(22)	(13)
Foreign exchange loss, net	(28)	(29)
	(54)	(304)

8 Income Tax

	Group	
	2021	2020
	US\$'000	US\$'000
Current income tax:		
- current year	-	-
- under provision in respect of prior year	-	2
	-	2

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

8 Income Tax (cont'd)

A reconciliation between income tax and the product of accounting loss multiplied by the applicable corporate tax rate for the financial year is as follows:

	Group	
	2021	2020
	US\$'000	US\$'000
(Loss) before tax	(3,940)	(7,575)
Income tax using the statutory tax rate of 17% (2020: 17%)	(670)	(1,288)
Effect of tax rates in foreign jurisdictions	(25)	(232)
Non-deductible expenses	531	203
Non-taxable items	(3,331)	(791)
Deferred tax benefits not recognised	3,495	2,108
Under provision of current income tax in prior year	-	2
	-	2

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items:

	Group	
	2021	2020
	US\$'000	US\$'000
Deductible temporary differences	9,006	20,908
Research and development tax credits	4,679	4,622
Tax losses	219,011	215,226
	232,696	240,756

The Group's ability to utilise, in the future, the tax losses and other tax credits relating to its subsidiary, TriReme Medical, LLC ("TMI US"), incorporated in the United States of America, may be subject to substantial restrictions in the event of past or future ownership changes as defined in Section 382 of the Internal Revenue Code of the United States of America and similar state tax laws. Such annual limitations could result in the expiration of the tax losses and other tax credits before utilisation.

As at 31 December 2021, the Group's unrecognised tax losses mainly related to federal and state income taxes in relation to TMI US amounting to US\$132,835,000 (2020: US\$117,161,000) and US\$86,176,000 (2020: US\$70,553,000), respectively. The unrecognised federal losses generated prior to 31 December 2017 will begin to expire from 2037. The unrecognised federal losses generated after 2017 are carried forward indefinitely. The state tax losses will expire from 2040.

As at 31 December 2021, the Group has federal and state research and development tax credits related to TMI US of US\$2,383,000 (2020: US\$2,346,000) and US\$2,296,000 (2020: US\$2,276,000), respectively. The federal research and development tax credits will expire from 2025 and the state research and development tax credits have no expiration.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

8 Income Tax (cont'd)

Unrecognised deferred tax assets (cont'd)

The remaining unutilised tax losses and deductible temporary differences do not expire under the relevant current tax legislation.

Deferred tax assets have not been recognised in respect of the above items because it is not probable that future taxable profits will be available against which the Group can utilise the benefits therefrom.

9 (Loss) for the Year

The following items have been included in arriving at (loss) for the year:

	Group	
	2021	2020
	US\$'000	US\$'000
Audit fees paid/payable to auditors of the Company:		
- statutory audit fees	142	108
- other auditors	-	(3)
Non-audit fees paid/payable to:		
- auditors of the Company*	100	-
- other auditors	39	36
Professional fees	1,004	1,372
Directors' fees	143	213
Depreciation of plant and equipment	-	63
Depreciation of right-of-use assets	182	344
Amortisation of intangible assets – included in costs of sales	-	151
Impairment loss on intangible assets	1,464	302
Loss on disposal of intangible assets – included in other expenses	-	140
Plant and equipment written off – included in other expenses	-	4
Write back of other payables – included in costs of sales	-	(30)
Debt conversion premiums – included in other expenses	200	-
Employee compensation expense:		
- salaries and bonus	994	3,005
- employee benefit expense	64	386
- expenses related to defined contribution plans	38	39
- equity settled share-based payment transactions	(564)	(63)

* Relates to non-audit services provided by the auditors of the Company in relation to the proposed acquisition of ADG Group by the Company that was completed subsequent to the financial year end as disclosed in Note 30.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

10 (Loss) per Share

(a) Basic (loss) per share

The calculation of basic (loss) per share has been based on the following (loss) attributable to ordinary shareholders of the Company and weighted average number of ordinary shares outstanding:

(Loss) attributable to ordinary shareholders

	Group	
	2021	2020
	US\$'000	US\$'000
(Loss) attributable to ordinary shareholders	(3,913)	(7,577)

Weighted average number of ordinary shares

	Group	
	2021	2020
	'000	'000
Issued ordinary shares at 1 January	2,235,271	2,171,181
Effect of new shares issued:		
- pursuant to settlement of loan and payables	15,758	-
- pursuant to exercise of share options	6,950	-
- pursuant to vesting of share awards	1,808	-
Weighted average number of ordinary shares during the year	2,259,787	2,171,181

(b) Diluted (loss) per share

The calculation of diluted (loss) per share has been based on the following (loss) attributable to ordinary shareholders of the Company and weighted average number of ordinary shares outstanding after adjustment for effects of all dilutive potential ordinary shares:

(Loss) attributable to ordinary shareholders (diluted)

	Group	
	2021	2020
	US\$'000	US\$'000
(Loss) attributable to ordinary shareholders	(3,913)	(7,577)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

10 (Loss) per Share (cont'd)

(b) Diluted (loss) per share (cont'd)

Weighted average number of ordinary shares (diluted)

	Group	
	2021	2020
	'000	'000
Weighted average number of ordinary shares (basic)	2,259,787	2,171,181
Effect of potential dilutive shares in issue	-	-
Weighted average number of shares during the year (diluted)	2,259,787	2,171,181

As at 31 December 2021 and 2020, the Group's outstanding warrants (Note 19) and share options/restricted share awards (Note 23) were excluded from the weighted-average number of ordinary shares (diluted) calculation as their effect would be to decrease the loss per share and therefore were considered to be anti-dilutive.

11 Plant and Equipment

	Furniture, fixtures and office equipment US\$'000	Computer, network and software US\$'000	Machinery and equipment US\$'000	Total US\$'000
Group				
<u>Cost</u>				
At 1 January 2020	731	335	1,967	3,033
Write off	(456)	(248)	(353)	(1,057)
Effects of movements in exchange rates	(19)	(2)	3	(18)
At 31 December 2020	256	85	1,617	1,958
Write off	(100)	(37)	(871)	(1,008)
At 31 December 2021	156	48	746	950
<u>Accumulated depreciation</u>				
At 1 January 2020	691	328	1,920	2,939
Depreciation for the year	34	6	23	63
Write off	(452)	(248)	(353)	(1,053)
Effects of movements in exchange rates	(17)	(1)	27	9
At 31 December 2020	256	85	1,617	1,958
Depreciation for the year	-	-	-	-
Write off	(100)	(37)	(871)	(1,008)
At 31 December 2021	156	48	746	950
<u>Net book value</u>				
At 31 December 2020	-	-	-	-
At 31 December 2021	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

12 Intangible Assets

	Developed technology US\$'000	Licensed royalties US\$'000	Intellectual property US\$'000	Developed technology in progress US\$'000	Total US\$'000
Group					
<u>Cost</u>					
At 1 January 2020	3,982	172	372	5,518	10,044
Disposals (a)	(3,982)	(172)	-	(4,092)	(8,246)
At 31 December 2020	-	-	372	1,426	1,798
Disposals	-	-	-	-	-
At 31 December 2021	-	-	372	1,426	1,798
<u>Accumulated amortisation and impairment loss</u>					
At 1 January 2020	1,311	112	332	-	1,755
Amortisation for the year	145	6	-	-	151
Disposals (a)	(1,817)	(118)	-	-	(1,935)
Impairment loss recognised in profit or loss (b)	302	-	-	-	302
Effects of movements in exchange rates	59	-	-	2	61
At 31 December 2020	-	-	332	2	334
Amortisation for the year	-	-	-	-	-
Impairment loss recognised in profit or loss (b)	-	-	40	1,424	1,464
At 31 December 2021	-	-	372	1,426	1,798
<u>Net book value</u>					
At 31 December 2020	-	-	40	1,424	1,464
At 31 December 2021	-	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

12 Intangible Assets (cont'd)

	Intellectual property US\$'000
Company	
<u>Cost</u>	
At 1 January 2020, 31 December 2020 and 31 December 2021	40
<u>Accumulated amortisation</u>	
At 1 January 2020 and 31 December 2020	-
Impairment loss recognised in profit or loss (b)	40
At 31 December 2021	40
<u>Net book value</u>	
At 31 December 2020	40
At 31 December 2021	-

(a) Disposal of intangible assets

Chocolate Touch® product line

On 28 August 2020, the Group had completed the sale of the Chocolate Touch® product line to a third party, G Vascular Private Limited ("G Vascular").

	2020 US\$'000
<u>(Loss) on disposal of Chocolate Touch® product line</u>	
Consideration received in cash*	3,900
Assumed loan liability (i)	1,000
Settlement of liabilities (ii)	1,271
Total consideration	6,171
Less: Net book value of Chocolate Touch® product line	(6,311)
(Loss) on disposal of intangible assets – included in other expenses	(140)

* The Group's policy is to recognise variable consideration, only to the extent that it is highly probable that a significant reversal of the income recognised, will not occur. Accordingly, the Group had not considered the variable consideration of up to US\$16 million to be received from G Vascular from their further use of the Chocolate Touch® in the above disposal calculation.

(i) The bridging loan due to a third party, Emerald Apex Pte. Ltd., of US\$1,000,000 was assumed by G Vascular upon completion of the sale of the Chocolate Touch® product line pursuant to the terms of the sale.

(ii) G Vascular had settled certain liabilities on behalf of the Group which mainly pertained to the clinical trials incurred by the Group in relation to the Chocolate Touch® product line pursuant to the terms of the sale.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

12 Intangible Assets (cont'd)

(b) Recoverability of intangible assets

Chocolate Heart™ product line

2021

As at the end of the current reporting period, the recoverability of the intangible assets relating to the Chocolate Heart™ product line amounting to US\$1,424,000 (2020: US\$1,424,000) and developed technology in progress amounting to US\$40,000 (2020: US\$40,000) is measured by comparing the carrying amount of the intangible assets to the recoverable amount.

Based on the assessment performed by management, management concluded that impairment loss of US\$1,464,000 (2020: Nil) is to be recognised for the intangible assets in relation to the Chocolate Heart™ product line as well as the developed technology in progress in view that the recoverable amount of the intangible assets is uncertain in light of the future business plans of the Group, including the proposed acquisition of ADG Group during the year that was completed subsequent to the financial year end as disclosed in Note 29, at the reporting date. The impairment loss on intangible assets is included in "other operating expenses" within the consolidated statement of comprehensive income of the Group for the current financial year.

2020

As at the end of the previous reporting period, the recoverability of the intangible assets relating to the Chocolate Heart™ product line amounting to US\$1,424,000 was measured by comparing the carrying amount of the intangible assets to the recoverable amount.

Based on the assessment performed by management, management had concluded that there was no impairment loss to be recognised for the intangible assets relating to the Chocolate Heart™ product line as the recoverable amount was determined to be in excess of the carrying amount at the reporting date.

Notwithstanding the above, the methodology, assumptions and estimates used to determine the future values of the intangible assets are complex and subjective, and may be affected by various factors such as the Group's ability to complete the development and to use or sell the intangible assets.

Silk product line

2020

As at the end of the previous reporting period, management had recognised a full impairment loss of US\$302,000 of the intangible assets relating to the Silk product line. The Group had ceased development of the Silk product line as management assessed that the Silk product line was unlikely to generate probable future economic benefits to the Group. The impairment loss of intangible assets was included in "research and development costs" within the consolidated statement of comprehensive income of the Group for the previous financial year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

13 Investment in Subsidiaries

	Company	
	2021	2020
	US\$'000	US\$'000
Unquoted shares in subsidiaries, at cost	423	423
Amount due from subsidiaries:		
- waiver of loans to subsidiaries (i),(iv)	73,352	74,742
- amounts due from subsidiaries (ii),(iv)	47,389	47,559
- capital contributions related to share-based payment awards (iii),(iv)	8,839	8,839
	129,580	131,140
	130,003	131,563
Less: Allowance for impairment loss	(130,003)	(118,939)
	-	12,624

- (i) The Company waived certain amounts due from the subsidiaries. The Company has classified these loans as investment in subsidiaries as these loans are in substance the Company's investment in the subsidiaries.
- (ii) It was agreed between the management of the parties involved that the loans due to subsidiaries would be repaid only at the discretion of the respective subsidiaries. The Company has classified these loans as investment in subsidiaries as these loans are in substance the Company's investment in the subsidiaries.
- (iii) Share awards were issued by the Company primarily to employees and consultants of its subsidiaries. In addition, certain directors of the Company had received these share awards. These share awards are treated as capital contributions relating to share-based payment awards in the Company's separate financial statements as the Company is obligated to settle the share-based payment awards with its ordinary shares. The related expense is recorded by the subsidiary that received the services from the directors, employees and/or consultants.
- (iv) The total amount due from subsidiaries of US\$129,580,000 (2020: US\$130,203,000) has an internal credit rating "non-performing" as disclosed in Note 28(a).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

13 Investment in Subsidiaries (cont'd)

(a) Details of the subsidiaries at the end of the reporting period are as follows:

Name of subsidiaries and country of incorporation	Principal activities and place of business	Effective equity interests held by the Company	
		2021 %	2020 %
TriReme Medical, LLC ^{(1) (2)} ("TMI US") United States of America	Development, manufacturing and distribution of medical devices United States of America	50% plus 1 share	100
Quattro Vascular Pte. Ltd. ⁽³⁾ ("Quattro") Singapore	Development of medical devices Singapore	100	100
TriReme Medical (Singapore) Pte. Ltd. ⁽³⁾ Singapore	Support services to related corporations for the development, manufacturing and distribution of medical devices. Singapore	100	100

(1) Not required to be audited by law of its country of incorporation.

(2) Audited in accordance with SFRS(I) by Moore Stephens LLP, Singapore for group consolidation purposes.

(3) Audited by Moore Stephens LLP.

(b) Interest in subsidiary with material non-controlling interests

The Group has the following subsidiary that have material non-controlling interests:

Name of subsidiary	Place of incorporation and principal place of business	Proportion of ownership interests held by non- controlling interests	
		2021 %	2020 %
TriReme Medical, LLC	United States of America	50%	-

Name of subsidiary	Place of incorporation and principal place of business	Loss allocated to non-controlling interests	Accumulated non-controlling interests
		2021 US\$'000	2021 US\$'000
TriReme Medical, LLC	United States of America	(27)	(145)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

13 Investment in Subsidiaries (cont'd)

(b) Interest in subsidiary with material non-controlling interests (cont'd)

Summarised financial information in respect of the Group's subsidiary that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

	2021 US\$'000
Current assets	251
Non-current assets	398
Current liabilities	(711)
Non-current liabilities	(229)
Equity attributable to owners of the Company	(146)
Non-controlling interests	(145)
Revenue	-
Expenses	(483)
(Loss) for the year	(483)
(Loss) attributable to owners of the Company	(456)
(Loss) attributable to the non-controlling interests	(27)
(Loss) and total comprehensive (loss) for the year	(483)
Net cash (outflow) from operating activities	(704)
Net cash inflow from financing activities	66
Net cash (outflow)	(638)

(c) Disposal of subsidiary without loss of control

On 16 July 2021, the Group diluted approximately 50% of its interest in TMI US, reducing its continuing interest to 50% plus 1 share. A portion of the proceeds of the sale of the 50% ownership interest amounting to US\$166,158 was offset against an existing loan owing to a third party.

The following summarises the effect of the change in the Group's ownership interest in TMI US on the equity attributable to owners of the Company:

	2021 US\$'000
Proceeds from sale of the 50% ownership interest	226
Net liabilities attributable to non-controlling interests	118
Increase in equity attributable to the Company	344

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

13 Investment in Subsidiaries (cont'd)

(d) Recoverability of investment in subsidiaries

As at the end of the reporting period, management assessed the recoverable amounts of certain subsidiaries that had indicators of impairment. Management estimated the recoverable amounts based on the fair value less cost to sell of these investments in subsidiaries. The fair value of the investment in subsidiaries is measured using valuation inputs categorised as Level 3 in the Fair Value Hierarchy as disclosed in Note 29.

2021

The fair value less cost to sell for these investments in subsidiaries were estimated based on the based on the value of the underlying intangible assets held by the respective subsidiaries. Based on the assessment performed by management, an impairment loss of US\$11,064,000 was recognised following the full impairment loss recognised on the Group's intangible assets as disclosed in Note 12(b). The impairment loss was recognised in the profit or loss of the Company and has no impact on the consolidated financial statements of the Group.

2020

The fair value less cost to sell for these investments in subsidiaries were estimated based on the value of the underlying intangible assets held by the respective subsidiaries, the value of which was based on the assessment performed by management as disclosed in Note 12(b).

Based on the assessment performed by management, an additional impairment loss of US\$11,064,000 (2020: US\$8,688,000) was recognised in profit or loss of the Company during the financial year. The impairment loss has no impact on the consolidated financial statements of the Group.

Movements in the allowance for impairment loss during the financial year are as follows:

	2021 US\$'000	2020 US\$'000
At 1 January	118,939	110,251
Impairment loss recognised during the year	11,064	8,688
At 31 December	130,003	118,939

14 Other Investment

	Group		Company	
	2021 US\$'000	2020 US\$'000	2021 US\$'000	2020 US\$'000
<u>Non-current investment</u>				
Equity investment – mandatorily at FVTPL	-	255	-	255

2021

At the end of the current reporting period, management recognised a fair value loss for the unquoted equity investment of approximately US\$255,000 in profit or loss in view of the negative financial position of the investee company.

2020

At the end of the previous reporting period, management was of the opinion that the fair value of the unquoted equity investment approximated the carrying amount at the reporting date.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

15 Right-of-use Assets

	Land and buildings US\$'000
Group	
<u>2021</u>	
At 1 January 2021	41
Additions	507
Depreciation charge	(182)
At 31 December 2021	366
<u>2020</u>	
At 1 January 2020	317
Additions	68
Depreciation charge	(344)
At 31 December 2020	41

Right-of-use assets are acquired under leasing arrangement and the details of such leased assets are disclosed in Note 21.

16 Other Non-current Assets

	Group		Company	
	2021 US\$'000	2020 US\$'000	2021 US\$'000	2020 US\$'000
Security deposits	36	94	-	-

17 Trade and Other Receivables

	Group		Company	
	2021 US\$'000	2020 US\$'000	2021 US\$'000	2020 US\$'000
Trade receivables	-	1	-	-
Grant receivables (a)	-	314	-	-
Other receivables	2	39	-	-
	2	354	-	-
Prepayments	20	234	17	200
	22	588	17	200

- (a) Grant receivables relate to the grant from Economic Development Board of Singapore (EDB) to establish a drug-coating R&D center to develop a drug-coated product portfolio in prior years and cash grants under the Job Support Scheme (JSS) as introduced by the Singapore government during the financial year.

There is no allowance for impairment loss on these trade and other receivables. Management assessed that the expected credit loss is insignificant.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

18 Cash and Bank Balances

	Group		Company	
	2021	2020	2021	2020
	US\$'000	US\$'000	US\$'000	US\$'000
Bank balances	205	912	5	29
Deposits pledged	50	58	-	-
Cash and cash equivalents per consolidated statement of cash flows	255	970	5	29

Amounts in deposits pledged relate to security for various company credit cards both in the United States of America and Singapore. These deposits pledged earn interest income at interest rates of 0.02% and 0.08% (2020: 0.02% and 0.08%) per annum.

19 Share Capital and Reserves

	Group and Company			
	2021		2020	
	Number of ordinary shares '000	US\$'000	Number of ordinary shares '000	US\$'000
Issued and fully paid:				
At 1 January	2,235,271	173,182	2,235,271	173,182
Shares issued pursuant to exercise of share options	33,035	146	-	-
Shares issued pursuant to vesting of share awards	30,000	-	-	-
Issuance of shares pursuant to settlement of loans and payables (a)	261,433	1,202	-	-
At 31 December	2,559,739	174,530	2,235,271	173,182

(a) On 10 December 2021, the Company issued 261,433,000 ordinary shares at an issue price of S\$0.0063 per share for the settlement of certain loans (Note 22) and other payables amounting to approximately US\$1,202,000.

All shares rank equally with regard to the Company's residual assets. All issued shares are fully paid with no par value.

Ordinary shares

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at general meetings of the Company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

19 Share Capital and Reserves (cont'd)

Warrants

The Company had on 4 May 2017 issued 35,000,000 unlisted warrants ("Warrants") to GEM Global Yield Fund LLC SCS ("GEM Global"), a company based in Luxembourg, each carrying the right to subscribe for 1 new ordinary share of the Company ("Share") at an exercise price of S\$0.10 for each new Share ("Warrant Shares").

As at 31 December 2021, no Warrants have been exercised and converted into new Shares (2020: Nil). Accordingly, as at 31 December 2021, there were 35,000,000 outstanding Warrants (2020: 35,000,000 outstanding Warrants) and the total number of new Shares that may be issued on conversion of all outstanding Warrants is 35,000,000 (2020: 35,000,000). The Warrants will expire in May 2022.

Reserves

	Group		Company	
	2021	2020	2021	2020
	US\$'000	US\$'000	US\$'000	US\$'000
Merger reserve (a)	(1,385)	(1,385)	(32,390)	(32,390)
Reserve for own shares (b)	(77)	(77)	(77)	(77)
Translation reserve (c)	(3,585)	(3,838)	(4,414)	(6,117)
Share-based payment reserve (d)	8,602	9,166	8,602	9,166
Capital-contribution (e)	-	-	34,056	34,056
	3,555	3,866	5,777	4,638

Movements in the Group's reserves during the financial year are set out in the consolidated statement of changes in equity of the Group.

(a) Merger reserve

Merger reserve represents the combined amount of issued capital of respective subsidiaries under common control that were subsequently combined to form the Group under the restructuring exercise which was completed in 2013.

(b) Reserve for own shares

The reserve for own shares comprises the cost of the Company's shares held by the Group. As at 31 December 2021, the Group held 16,000 (2020: 16,000) of the Company's shares.

(c) Translation reserve

The foreign currency translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

(d) Share-based payment reserve

The share-based payment reserve comprises the cumulative value of employee services received for the issue of share options to employees of the Group.

(e) Capital contribution

The capital contribution represents the loans from a wholly owned subsidiary, Quattro, of which the terms are unsecured, interest-free and repayable at the discretion of the Company.

NOTES TO THE FINANCIAL STATEMENTS

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20 Trade and Other Payables

	Group		Company	
	2021	2020	2021	2020
	US\$'000	US\$'000	US\$'000	US\$'000
<u>Current</u>				
Trade payables	-	6	-	-
Accrued payroll and other related costs	172	470	-	-
Accrued operating expenses	928	938	681	615
Non-trade payables	515	115	676	97
Other payables	247	84	-	-
	1,862	1,613	1,357	712

The non-trade payables comprised mainly legal and professional fees which are unsecured, interest-free and payable within one year.

21 Lease Liabilities

	Land and buildings US\$'000
<u>Group</u>	
<u>2021</u>	
At 1 January 2021	45
Additions	507
Interest expense	22
Lease payments:	
- principal portion	(172)
- interest portion	(22)
At 31 December 2021	380
<u>2020</u>	
At 1 January 2020	331
Additions	68
Interest expense	13
Lease payments:	
- principal portion	(354)
- interest portion	(13)
At 31 December 2020	45

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

21 Lease Liabilities (cont'd)

The maturity analysis of lease liabilities of the Group as at the end of the reporting period are as follows:

	2021 US\$'000	2020 US\$'000
<u>Contractual undiscounted cash flows</u>		
Less than 1 year	161	45
Between 1 to 5 years	245	-
	406	45
Less: Future interest charges	(26)	-
Present value of lease liabilities	380	45
Presented as:		
- non-current	229	-
- current	151	45
	380	45

The Group leases land and buildings with only fixed payments over the lease terms. The Group is prohibited from selling, pledging or sub-leasing the underlying leased assets and is required to maintain the assets in good condition.

The reconciliation of movements of lease liabilities to cash flows arising from financing activities is presented in Note 22.

22 Loans and Borrowings

	Group		Company	
	2021 US\$'000	2020 US\$'000	2021 US\$'000	2020 US\$'000
Short-term loans	360	1,000	360	1,000

At 31 December 2021, included in the short-term loans is a loan amounting to US\$334,000 which is repayable on demand and secured over the Company's remaining 50% plus one share shareholding in TMI US. The loan outstanding as at 31 December 2020 was unsecured.

All loans outstanding as at 31 December 2021 incur an interest rate charge of 8% per annum. The loan outstanding as at 31 December 2020 was interest free.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

22 Loans and Borrowings (cont'd)

Reconciliation of movements of liabilities to cash flows arising from financing activities is as follows:

	Cash flows				Non-cash changes			
	1 January	Proceeds	Repayments	Additions	Assumed loan liability	Interest expense	Others	31 December
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
<u>2021</u>								
Loans and borrowings	1,000	270	(44)	-	-	4	(870)*	360
Lease liabilities	45	-	(194)	507	-	22	-	380
<u>2020</u>								
Loans and borrowings	1,363	1,000	(363)	-	(1,000)	262	(262)	1,000
Lease liabilities	331	-	(367)	68	-	13	-	45

* Including loans amounting to US\$866,000 settled via debt conversion (Note 19(a)).

23 Share-based Payment Arrangements

The Group has the following share-based payment arrangements:

Share option programme (equity-settled)

In September 2005 ("2005 Stock Plan"), November 2010 ("2010 Stock Plan") and September 2013 ("2013 Stock Plan") the Group had established share option plans that entitle certain employees, directors and consultants to purchase ordinary shares in the Company. On 9 April 2014, the Company had adopted the 2014 QTV Employee Share Option Scheme ("2014 Stock Plan") which became effective upon the listing of the Company on the Catalist of the SGX-ST on 29 April 2014.

The Group's 2005, 2010, 2013 and 2014 Stock Plans (collectively, the "Scheme") are administered by the Remuneration Committee, comprising the independent directors of the Company, Ng Fook Ai Victor, Sho Kian Hin and Ng Boon Eng.

NOTES TO THE FINANCIAL STATEMENTS

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23 Share-based Payment Arrangements (cont'd)

Share option programme (equity-settled) (cont'd)

All share options are to be settled by physical delivery of shares.

	No. of share options '000	Vesting conditions	Contractual life of options
<u>Aggregate share options granted</u>			
Aggregate share options granted since the commencement of the share option programme	302,547	*	10 years

* As at 31 December 2021 and 2020, each set of share options granted has one of the following vesting conditions:

Vesting conditions

1. Rateable over one year (1/12 per month)
2. Rateable over two years (1/24 per month)
3. Rateable over three years (1/36 per month)
4. Rateable over four years (1/48 per month)
5. 25% after one year; rateable over four years (1/48 per month) thereafter
6. 25% at start date; rateable over three years (1/36 per month) thereafter
7. 25% at start date; rateable over four years (1/48 per month) thereafter
8. 25% after one year; rateable over three years (1/36 per month) thereafter
9. 25% at start date; 25% per year thereafter
10. 50% at start date; rateable over two years
11. 50% at start then rateable over two years (1/24 per month) thereafter
12. 50% at start then rateable over three years (1/36 per month) thereafter
13. 100% vesting at start date
14. 100% vesting at milestone completion date
15. One third on 31 May 2006, 30 September 2006 and 31 December 2006 respectively
16. 100% vesting after one year

Vested share options may be exercised up to ten years from the vesting commencement date.

Measurement of fair values

The fair value of the share options had been measured using the Black-Scholes option-pricing model. Estimates of volatility had been based on an evaluation of the historical volatility of the Company's share price. The expected term of the share options had been based on estimated option holder behaviour.

The inputs used in the measurement of the fair values at grant date of the share options under the share option programme had been disclosed in the consolidated financial statements of the Group for the relevant financial years.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

23 Share-based Payment Arrangements (cont'd)

Share option programme (equity-settled) (cont'd)

Reconciliation of outstanding share options

The number and weighted average exercise prices of share options under share option programme are as follows:

	Group and Company		Group and Company	
	Weighted average exercise price	No. of share options	Weighted average exercise price	No. of share options
	2021	2021	2020	2020
	US\$	'000	US\$	'000
Outstanding at 1 January	0.006 – 0.09	76,123	0.004 – 0.07	94,453
Forfeited during the year	0.01 – 0.06	(13,854)	0.01 – 0.07	(8,340)
Expired during the year	0.01 – 0.03	(6,730)	0.04	(9,990)
Exercised during the year	0.004	(33,035)	-	-
Outstanding at 31 December	0.004 – 0.07	<u>22,504</u>	0.006 – 0.09	<u>76,123</u>
Exercisable at 31 December	0.004 – 0.07	<u>22,504</u>	0.004 – 0.07	<u>75,567</u>

As at 31 December 2021, the options outstanding have an exercise price in the range of US\$0.004 to US\$0.07 (2020: US\$0.004 to US\$0.07) and a weighted average contractual life of 5.4 years (2020: 6.6 years).

As at 31 December 2021, there were no share options granted and 33,035,000 share options were exercised (2020: Nil) during the financial year.

	Group		Company	
	2021	2020	2021	2020
	US\$'000	US\$'000	US\$'000	US\$'000
Share-based compensation (forfeiture)/ expense recognised in profit or loss	(358)	15	(95)	3

Restricted share awards (equity-settled)

At the Annual General Meeting of the Company held on 30 April 2015, the shareholders of the Company had approved the QT Vascular Restricted Share Plan 2015 ("2015 RSP"). The 2015 RSP is administered by the Remuneration Committee, comprising the independent directors of the Company, Ng Fook Ai Victor, Sho Kian Hin and Ng Boon Eng.

NOTES TO THE FINANCIAL STATEMENTS

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23 Share-based Payment Arrangements (cont'd)

Restricted share awards (equity-settled) (cont'd)

	No. of share awards '000	Vesting conditions
<u>Aggregate share awards granted</u>		
Aggregate share awards granted since the commencement of the restricted share awards scheme	<u>147,443</u>	*

* As at 31 December 2021 and 2020, each set of share awards granted has one of the following vesting conditions:

Vesting conditions

1. 20% of total awards will vest upon achievement of each of the 5 predetermined milestones.
2. 25% of total awards will vest upon achievement of each of the 4 predetermined milestones.
3. 100% of total awards will vest immediately upon issuance.
4. 50% of total awards will vest immediately upon issuance and 25% of total awards will vest upon achievement of each of the 2 predetermined milestones.
5. The award holder has to remain as an employee of the Group on the date that the shares are issued.

Reconciliation of outstanding restricted share awards

The number of shares issuable under restricted share awards scheme are as follows:

	Group		Company	
	2021 '000	2020 '000	2021 '000	2020 '000
Outstanding at 1 January	5,906	7,060	900	900
Forfeited during the year	(4,664)	(1,154)	(568)	-
Issued during the year	(30,000)	-	-	-
Granted during the year	30,000	-	-	-
Outstanding at 31 December	<u>1,242</u>	<u>5,906</u>	<u>332</u>	<u>900</u>

As at 31 December 2021, there were 30,000,000 (2020: Nil) restricted share awards that had vested and 30,000,000 restricted share awards were issued (2020: Nil) during the financial year.

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23 Share-based Payment Arrangements (cont'd)

Restricted share awards (equity-settled) (cont'd)

	Group		Company	
	2021	2020	2021	2020
	US\$'000	US\$'000	US\$'000	US\$'000
Share-based compensation (forfeiture) recognised in profit or loss	(206)	(78)	(40)	-

24 Related Party Transactions

In addition to the related party information disclosed elsewhere in the financial statements, the Group entered into transactions with related parties during the financial year, on terms agreed between the parties, as shown below.

Key management personnel compensation comprised:

	Group		Company	
	2021	2020	2021	2020
	US\$'000	US\$'000	US\$'000	US\$'000
Short-term employee benefits	1,116	1,361	139	208
Share-based payments	114	(19)	-	3
	1,230	1,342	139	211

Key management personnel and director transactions:

	Group		Company	
	2021	2020	2021	2020
	US\$'000	US\$'000	US\$'000	US\$'000
<u>Transactions</u>				
Royalty	-	2	-	-
<u>Balances</u>				
Royalty	-*	-*	-	-

* Denotes amount less than US\$1,000.

On 27 April 2014, Eitan Konstantino, the former executive director and chief executive officer of the Company, had entered into an amended and restated intellectual property assignment agreement with the Company and Quattro under which he assigned the Company and Quattro all intellectual property rights for a medical device to be utilised in the treatment of blood vessels, i.e., 'chocolate' balloon catheter. Based on the revised agreement, Eitan Konstantino is entitled to 2.85% of the net sales of the product upon commercialisation and the amount is payable quarterly on a date within five business days of the earlier of (i) filing with the applicable regulatory body of the required quarterly and annual financial reports and (ii) 45 days following the end of a fiscal quarter and 60 days following the end of a fiscal year. As presented on the above-mentioned table, during the financial year, the royalty expense recognised in profit and loss of the Group paid/ payable to Eitan Konstantino amounted to Nil (2020: US\$2,000).

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25 Contingent Liabilities

As part of the loan extension agreements that the Group had entered into and referred to as qualifying exit clause, the Group is obligated to pay a consideration equal to two times the outstanding principal amount invested by each loan lender at the reporting date, contingent upon the cumulative transaction size of the sale of assets and/or businesses of the Group and/or the acquisition of the Group for a purchase consideration of at least S\$75,000,000 (transaction value) prior to the maturity date of the loans.

As at 31 December 2021 and 2020, the remaining outstanding principal amount, which may be subject to the qualifying exit clause, was US\$1,363,000 (2020: US\$1,363,000). The Group may be obligated to pay an additional consideration of US\$1,363,000 (2020: US\$1,363,000), in addition to the outstanding principal amount, if the qualifying exit clause is triggered. As the possibility of an outflow is not yet probable, as at the date of these financial statements, the Group has not recognised any liability in respect of the contingent consideration.

26 Legal Proceedings

In August 2021, InnoRa GmbH ("InnoRa"), a licensor to Trireme Medical LLC ("TriReme"), a subsidiary of the Group, is seeking to claim certain amount in royalties and certain percentage of all future payments received by TriReme under the Sublicense Agreement in connection with the disposal of Chocolate Touch® by the Group in the previous financial year. The Company has disputed the claim by InnoRa and engaged a legal counsel in the United States of America to defend its interests.

In October 2021, TriReme and Quattro Vascular Pte Ltd ("Quattro"), a subsidiary of the Group, filed for a demand for arbitration against InnoRa with the American Arbitration Association seeking declaratory judgements and certain damages from InnoRa. InnoRa has responded to the claims made by TriReme and Quattro in November 2021. Subsequently, in March 2022, TriReme and Quattro responded to the statement of counterclaims made by InnoRa.

Based on the Company's legal counsel advice, the Board of Directors of the Company are of the opinion that the arbitration process is still in the early stages with discovery process in progress. The arbitration hearing is scheduled for January 2023 with the decision on the award of the claims made by TriReme and Quattro and the counterclaims made by InnoRa is anticipated to be made within 2 months after the arbitration hearing. Accordingly, no provision for any claims by InnoRa has been made in the financial statements as at 31 December 2021.

27 Operating Segments

Operating segments are defined as components of an enterprise that engage in business activities for which separate financial information is available and evaluated by the chief operating decision maker in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker is its CEO. The CEO reviews financial information presented on a consolidated basis, for purposes of allocating resources and evaluating financial performance. The Group has one business activity and there are no segment managers who are held accountable for operations, or plans for levels or components below the consolidated unit level. Accordingly, the Group operates as a single reportable operating segment.

Geographical segments

The Group operates principally in the United States of America and Singapore. In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers and segment assets are based on the geographical location of the non-current assets.

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27 Operating Segments (cont'd)

Group	Revenue		Non-current assets	
	2021 US\$'000	2020 US\$'000	2021 US\$'000	2020 US\$'000
United States of America	-	478	398	1,483
Singapore	-	-	4	371
Europe	-	79	-	-
	-	557	402	1,854

Major customers

During the previous financial year ended 31 December 2020, 86% of the Group's revenue was attributable to sale transactions with a single multinational customer.

28 Financial Instruments

Financial risk management objectives and policies

The Group and the Company is exposed to financial risks arising from its operations and the use of financial instruments. The Board of Directors reviews and agrees policies and procedures for the management of these risks. The Audit Committee provides independent oversight to the effectiveness of the risk management process. These risks include credit risk, foreign currency risk, interest rate risk and liquidity risk. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks. The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

(a) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in a loss to the Group and the Company. In order to minimise credit risk, the Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Group generally do not require collateral. The Group reviews the recoverable amount of each trade receivable and debt investment on an individual basis at the end of the reporting period to ensure that adequate loss allowance is made for irrecoverable amounts.

At the reporting date, the Group does not have significant credit risk exposure to any individual customer's balance of trade receivables. The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings. The Group's maximum exposure to credit risk arises from the carrying amount of the respective recognised financial assets as present on the consolidated statement of financial position.

The credit risk for financial assets (excluding cash and bank balances) based on geographical information provided by key management is as follows:

	Group		Company	
	2021 US\$'000	2020 US\$'000	2021 US\$'000	2020 US\$'000
North America	-	-	-	-
Asia	2	354	-	-
	2	354	-	-

NOTES TO THE FINANCIAL STATEMENTS

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28 Financial Instruments (cont'd)

Financial risk management objectives and policies (cont'd)

(a) Credit risk (cont'd)

i. Trade receivables

The Group uses a provision matrix to measure the lifetime expected credit loss allowance for trade receivables. In measuring the expected credit losses, trade receivables are grouped based on their shared credit risk characteristics and numbers of days past due. The expected credit losses on trade receivables are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

The amount of the allowance on trade receivables was immaterial.

ii. Cash and bank balances and other financial assets

The cash and bank balances are entered into with banks and financial institutions that have high credit-ratings.

Impairment on cash and bank balances and other financial assets has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and bank balances and other financial assets have low credit risk based on the external credit ratings of the counterparties. The amount of the allowances on cash and bank balances and other financial assets were immaterial.

Credit risk grading guideline

Management has established the Group's internal credit risk grading to the different exposures according to their degree of default risk. The internal credit risk grading which is used to report the Group's credit risk exposure to key management for credit risk management purposes are as follows:

Internal rating grades	Definition	Basis of recognition of expected credit loss (ECL)
i. Performing	The counterparty has a low risk of default and does not have any past-due amounts.	12-month ECL
ii. Under-performing	There has been a significant increase in credit risk since initial recognition.	Lifetime ECL (not credit-impaired)
iii. Non-performing	There is evidence indicating that the asset is credit-impaired.	Lifetime ECL (credit impaired)
iv. Write-off	There is evidence indicating that there is no reasonable expectation of recovery as the debtor is in severe financial difficulty.	Asset is written off

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

28 Financial Instruments (cont'd)

Financial risk management objectives and policies (cont'd)

(a) Credit risk (cont'd)

Credit risk exposure

The credit quality of the Group's financial assets, as well as maximum exposure to credit risk by credit risk rating grades is presented as follows:

	Internal credit rating	ECL	Gross carrying amount US\$'000	Loss allowance US\$'000	Net carrying amount US\$'000
Group					
<u>2021</u>					
Other receivables	Performing	12-month ECL	2	-	2
<u>2020</u>					
Trade receivables	Performing	Lifetime ECL (simplified)	1	-	1
Other receivables	Performing	12-month ECL	353	-	353
Company					
<u>2021</u>					
Amount due from subsidiaries	Non- performing	Lifetime ECL (credit impaired)	129,580	(129,580)	-
<u>2020</u>					
Amount due from subsidiaries	Performing	12-month ECL	937	-	937
Amount due from subsidiaries	Non- performing	Lifetime ECL (credit impaired)	130,203	(118,939)	11,264

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

28 Financial Instruments (cont'd)

Financial risk management objectives and policies (cont'd)

(b) Foreign currency risk

The Group has transactional currency exposure arising from sales or purchases that are denominated in foreign currencies; consequently, exposures to exchange rate fluctuation arise. The foreign currencies which these transactions are denominated are mainly United States Dollar ("USD") and Singapore Dollar ("SGD").

The Group does not hedge foreign currency exposure using derivative financial instruments. The Group manages foreign currency risks by close monitoring of the timing of inception and settlement of the foreign currency transactions.

The Group's currency exposure based on the information provided to key management is as follows:

	USD US\$'000	SGD US\$'000	Total US\$'000
Group			
2021			
<u>Financial assets</u>			
Other non-current assets	32	4	36
Trade and other receivables (excluding prepayments)	-	2	2
Cash and bank balances	250	5	255
	<u>282</u>	<u>11</u>	<u>293</u>
<u>Financial liabilities</u>			
Trade and other payables (excluding accrued payroll and other related costs)	(286)	(1,404)	(1,690)
Loans and borrowings	(334)	(26)	(360)
Lease liabilities	(380)	-	(380)
	<u>(1,000)</u>	<u>(1,430)</u>	<u>(2,430)</u>
Net financial (liabilities)	<u>(718)</u>	<u>(1,419)</u>	<u>(2,137)</u>
(Less)/Add:			
Net financial (liabilities) denominated in the Group entities' functional currency	(828)	(180)	(1,008)
Currency exposure	<u>(1,546)</u>	<u>(1,599)</u>	<u>(3,145)</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

28 Financial Instruments (cont'd)

Financial risk management objectives and policies (cont'd)

(b) Foreign currency risk (cont'd)

The Group's currency exposure based on the information provided to key management is as follows: (cont'd)

	USD US\$'000	SGD US\$'000	Total US\$'000
Group			
<u>2020</u>			
<u>Financial assets</u>			
Other non-current assets	32	62	94
Trade and other receivables (excluding prepayments)	-	354	354
Cash and bank balances	902	68	970
	<u>934</u>	<u>484</u>	<u>1,418</u>
<u>Financial liabilities</u>			
Trade and other payables (excluding accrued payroll and other related costs)	(801)	(342)	(1,143)
Loans and borrowings	(1,000)	-	(1,000)
Lease liabilities	(45)	-	(45)
	<u>(1,846)</u>	<u>(342)</u>	<u>(2,188)</u>
Net financial assets/(liabilities)	<u>(912)</u>	<u>142</u>	<u>(770)</u>
(Less)/Add:			
Net financial assets/(liabilities) denominated in the Group entities' functional currency	(550)	219	(331)
Currency exposure	<u>(1,462)</u>	<u>361</u>	<u>(1,101)</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

28 Financial Instruments (cont'd)

Financial risk management objectives and policies (cont'd)

(b) Foreign currency risk (cont'd)

The Company's currency exposure based on the information provided to key management is as follows:

	USD US\$'000	SGD US\$'000	Total US\$'000
Company			
<u>2021</u>			
<u>Financial liabilities</u>			
Trade and other payables (excluding accrued payroll and other related costs)	(494)	-	(494)
Loans and borrowings	(334)	(26)	(360)
	(828)	(26)	(854)
Net financial (liabilities)	(828)	(26)	(854)
(Less)/Add:			
Net financial liabilities denominated in the Company's functional currency	-	21	21
Currency exposure	(828)	(5)	(833)
<u>2020</u>			
<u>Financial assets</u>			
Amount due from subsidiaries	1,160	11,041	12,201
Cash and bank balances	9	20	29
	1,169	11,061	12,230
<u>Financial liabilities</u>			
Trade and other payables (excluding accrued payroll and other related costs)	(470)	(242)	(712)
Loans and borrowings	(1,000)	-	(1,000)
Loans due to subsidiary – capital contribution	(20,152)	(13,904)	(34,056)
	(21,622)	(14,146)	(35,768)
Net financial (liabilities)	(20,453)	(3,085)	(23,538)
(Less)/Add:			
Net financial liabilities denominated in the Company's functional currency	-	3,085	3,085
Currency exposure	(20,453)	-	(20,453)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

28 Financial Instruments (cont'd)

Financial risk management objectives and policies (cont'd)

(b) Foreign currency risk (cont'd)

Sensitivity analysis

The Group's and the Company's exposure to foreign currencies and the sensitivity to a 10% strengthening of the respective functional currencies of the Group's entities against the foreign currencies, are shown below. A 10% strengthening of the respective functional currencies of the Group's entities against the foreign currencies at the reporting date would increase/(decrease) profit or loss by the amounts shown below. The analysis assumes that all other variables, in particular interest rates, remain constant.

	Group		Company	
	Increase/(Decrease)		Increase/(Decrease)	
	Loss	Loss	Loss	Loss
	before tax	before tax	before tax	before tax
	2021	2020	2021	2020
	US\$'000	US\$'000	US\$'000	US\$'000
SGD against USD	(18)	(36)	-	-
USD against SGD	(83)	146	(83)	2,045

A 10% (2020: 10%) weakening of USD/SGD against the above currencies would have had the equal but opposite effect on the above currencies to the amounts shown above.

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates.

The Group is exposed to interest rate risk because they obtain interest-bearing loans and borrowings from third parties. The Group's policy is to obtain the most favourable interest rates available. The risk is also managed by maintaining an appropriate mix of fixed and floating rate borrowings. Surplus funds are placed with reputable banks.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

28 Financial Instruments (cont'd)

Financial risk management objectives and policies (cont'd)

(c) Interest rate risk (cont'd)

The table below sets out the Group's/Company's exposure to interest rate risk. Included in the table are the assets and liabilities at their carrying amounts, categorised by the earlier of contractual repricing or maturity dates.

	Group		Company	
	2021	2020	2021	2020
	US\$'000	US\$'000	US\$'000	US\$'000
<u>Fixed interest rates</u>				
Financial assets	50	58	-	-
Financial liabilities	(360)	(1,000)	(360)	(1,000)
	(310)	(942)	(360)	(1,000)

The fixed interest rate financial assets comprised the deposits pledged as disclosed in Note 18. The fixed interest rate financial liabilities comprised the short-term loans as disclosed in Note 22. In respect of these fixed interest rates financial instruments, a change in interest rates at the reporting date would not affect profit or loss of the Group.

(d) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group and the Company's liquidity needs include working capital expenditures, conduct of research and development, testing and regulatory compliance activities, business development activities and paying down outstanding debt. To meet its liquidity needs, the Group primarily relies on financing in the form of issuance of ordinary shares and short-term loans from third parties.

Further details on the ability of the Group and the Company to carry on as going concerns are disclosed in Note 3(b).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

28 Financial Instruments (cont'd)

Financial risk management objectives and policies (cont'd)

(d) Liquidity risk (cont'd)

The table below shows the remaining contractual maturities of the Group's and the Company's financial liabilities, including estimated interest payments. These amounts are gross and undiscounted and include contractual interest payments.

	Carrying amount US\$'000	Contractual cash flows US\$'000	Within 1 year US\$'000	1-2 years US\$'000	2-5 years US\$'000	> 5 years US\$'000
Group						
<u>2021</u>						
Trade and other payables*	1,690	1,690	1,690	-	-	-
Loans and borrowings	360	360	360	-	-	-
Lease liabilities	380	406	161	245	-	-
	2,430	2,456	2,211	245	-	-
<u>2020</u>						
Trade and other payables*	1,143	1,143	1,143	-	-	-
Loans and borrowings	1,000	1,000	1,000	-	-	-
Lease liabilities	45	45	45	-	-	-
	2,188	2,188	2,188	-	-	-
Company						
<u>2021</u>						
Trade and other payables	1,357	1,357	1,357	-	-	-
Loans and borrowings	360	360	360	-	-	-
	1,717	1,717	1,717	-	-	-
<u>2020</u>						
Trade and other payables	712	712	712	-	-	-
Loans and borrowings	1,000	1,000	1,000	-	-	-
	1,712	1,712	1,712	-	-	-

* Excluding accrued payroll and other related costs.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

28 Financial Instruments (cont'd)

Capital risk management

The primary objective of the Group's capital management is to ensure it maintains healthy capital ratios in order to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from the previous financial year.

The Group's management reviews the capital structure of the Group and makes adjustment to it, in light of changes in economic conditions. The Group's management monitors capital using the net debt to capital ratio. The Group's net debt is calculated as total liabilities less cash and bank balances. Total capital includes all capital and reserves of the Group that are managed as capital.

	Group	
	2021	2020
	US\$'000	US\$'000
Net debt	2,347	1,688
Total capital	(1,739)	754
Net debt to capital ratio	N.M.	2.24

N.M. – Not meaningful as the Group was in shareholders' deficit as at 31 December 2021.

For the financial years ended 31 December 2021 and 2020, the Group was not subjected to any significant externally imposed capital requirements.

29 Determination of Fair Values

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods:

- Management has determined that the carrying amounts of cash at bank, including deposits pledged, trade and receivables (excluding prepayments), inventories, other financial assets, trade and other payables and loans and borrowings on their notional amounts reasonably approximate their fair values because of their short-term nature.
- The fair value of the employee share options and restricted share awards are measured using the Black-Scholes options-pricing model. Measurement inputs include the share price on the measurement date, the exercise price of the instrument, expected volatility (based on an evaluation of the historic volatility of the Company's share price, particularly over the historical period commensurate with the expected term), expected term of the instruments (based on historical experience and general option holder behaviour), expected dividends, and the risk-free interest rate (based on government bonds). Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

29 Determination of Fair Values (cont'd)

- (c) Other non-derivative financial liabilities are measured at fair value at initial recognition and for disclosure purposes, at each reporting date. Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the measurement date.

When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that financial asset or financial liability.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible.

The Group holds unquoted equity investment that is carried at fair value under Level 3 of the fair value hierarchy. Further details of the fair value of the Group's unquoted equity investment at the reporting date are disclosed in Note 14.

30 Subsequent Events

In January 2022, the Company completed the acquisition of 60% of the entire issued and paid-up share capital of ADG Group for an aggregate consideration of up to S\$7,650,000 (approximately US\$5,661,000). The Company is currently in the process of finalising the accounting for this transaction and expect to complete its preliminary allocation of the purchase consideration to the assets acquired and liabilities assumed by 30 June 2022.

In February 2022, the Group has incorporated a wholly owned subsidiary, Eastern Dental Centre Pte. Ltd. ("Eastern Dental Centre"), through its 60% owned subsidiary, Asia Dental Group Pte. Ltd..

In March 2022, the Group, via Eastern Dental Centre, completed the acquisition of the business of three dental clinics for a total cash consideration of S\$1,256,500 (approximately US\$928,000). The Group is currently in the process of finalising the accounting for this transaction and expect to complete its preliminary allocation of the purchase consideration to the assets acquired and liabilities assumed by 30 June 2022.

STATISTICS OF SHAREHOLDINGS

AS AT 17 MARCH 2022

ISSUED AND FULLY PAID UP CAPITAL	:	S\$195,768,446
NUMBER OF SHARES IN ISSUE	:	6,893,072,508
CLASS OF SHARES	:	ORDINARY SHARES
VOTING RIGHTS	:	ONE VOTE PER ORDINARY SHARE

The Company does not have any treasury shares.

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 17 MARCH 2022

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	12	0.34	391	0.00
100 – 1,000	40	1.12	25,766	0.00
1,001 – 10,000	420	11.74	3,218,084	0.05
10,001 – 1,000,000	2,778	77.66	589,118,044	8.55
1,000,001 AND ABOVE	327	9.14	6,300,710,223	91.44
TOTAL	3,577	100.00	6,893,072,508	100.00

TWENTY LARGEST SHAREHOLDERS

NO.	SHAREHOLDER'S NAME	NUMBER OF SHARES HELD	%
1	THOMAS TAN GIM CHUA	1,666,666,667	24.18
2	CGS-CIMB SECURITIES (SINGAPORE) PTE LTD	1,483,574,726	21.52
3	CHONG LEONG FAH DERRICK	1,111,111,111	16.12
4	GIAN SIONG LIN JIMMY (YAN XIANGLIN JIMMY)	277,777,778	4.03
5	CITIBANK NOMINEES SINGAPORE PTE LTD	120,186,513	1.74
6	EITAN KONSTANTINO	116,328,460	1.69
7	UOB KAY HIAN PTE LTD	97,933,518	1.42
8	DBS NOMINEES PTE LTD	72,084,438	1.05
9	TAN KIAN HING	58,000,000	0.84
10	PHILLIP SECURITIES PTE LTD	49,016,400	0.71
11	OCBC SECURITIES PRIVATE LTD	48,048,243	0.70
12	RAFFLES NOMINEES (PTE) LIMITED	37,713,708	0.55
13	IFAST FINANCIAL PTE LTD	33,141,700	0.48
14	SOLIGNY BRUNO LUDOVIC	31,900,100	0.46
15	KOH CHEE TECK (XU ZHIDE)	27,500,000	0.40
16	LIM ENG CHONG (LIN RONGCANG)	23,000,000	0.33
17	CHEN YUEHUA	22,500,000	0.33
18	UNITED OVERSEAS BANK NOMINEES PTE LTD	19,649,800	0.29
19	CHUA PENG HOCK	18,000,000	0.26
20	MERRILL LYNCH (SINGAPORE) PTE LTD	17,294,840	0.25
	TOTAL	5,331,428,002	77.35

STATISTICS OF SHAREHOLDINGS

As at 17 March 2021

SUBSTANTIAL SHAREHOLDER AS PER REGISTER OF SUBSTANTIAL SHAREHOLDERS

No.	Name	No. of shares held as Direct	%	No. of shares held as Deemed	%
1	Thomas Tan Gim Chua	1,666,666,667	24.18	-	-
2	Quek Chin Thean ⁽¹⁾	1,277,777,778	18.54	-	-
3	Chong Leong Fah Derrick	1,111,111,111	16.12	-	-

Notes:

(1) 1,277,777,778 shares are held in the name of CGS-CIMB Securities (Singapore) Pte Ltd.

SHAREHOLDING HELD IN THE HANDS OF PUBLIC

Based on the information available to the Company as at 17 March 2022, approximately 40.93% of the issued ordinary shares of the Company was held in the hands of the public and therefore, Rule 723 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited, is complied with.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of QT Vascular Limited will be held by way of electronic means on 29 April 2022 at 9:30 a.m. for the purposes set out below.

This Notice has been made available on SGXNet, the Company’s website and the AGM registration website at URL <https://registration.ryt-poll.com/home/index/qtvascular-agm>. A printed copy of this Notice, the proxy form and other documents related to the AGM will not be despatched to shareholders.

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2021 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect Sho Kian Hin who is retiring pursuant to Article 98 of the Company’s Constitution as a Director of the Company. **(Resolution 2)**
See explanatory note (i)
3. To re-elect Ng Boon Eng who is retiring pursuant to Article 102 of the Company’s Constitution as a Director of the Company. **(Resolution 3)**
See explanatory note (ii)
4. To re-elect Thomas Tan Gim Chua who is retiring pursuant to Article 102 of the Company’s Constitution as a Director of the Company. **(Resolution 4)**
See explanatory note (iii)
5. To re-elect Ng Fook Ai Victor who is retiring pursuant to Article 102 of the Company’s Constitution as a Director of the Company. **(Resolution 5)**
See explanatory note (iv)
6. To approve the payment of Directors’ fees of US\$146,584 for the financial year ended on 31 December 2021 to be paid in arrears. **(Resolution 6)**
7. To re-appoint Moore Stephens LLP as the Company’s Auditors and to authorise the Directors of the Company (“Directors”) to fix the remuneration. **(Resolution 7)**
8. To transact any other ordinary business that may be properly transacted at an annual general meeting.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

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

9. Authority to Allot and Issue Shares

(Resolution 8)

That pursuant to Section 161 of the Companies Act 1967 of Singapore ("**Companies Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**"), the Directors be empowered to:

- (a) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
- (b) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other Instruments convertible into Shares;

At any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion deem fit and, notwithstanding the authority conferred by this Resolution may have ceased to be in force, issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred percent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;
- (b) subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST"), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from exercising of share options or vesting of share awards which are outstanding or subsisting at the time of passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

NOTICE OF ANNUAL GENERAL MEETING

any adjustments in accordance with (i) and (ii) are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

- (c) In exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance is waived by the SGX-ST) and the Constitution of the Company; and
- (d) Unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (vi)]

10. **Authority to allot and issue shares under QTV 2013 Share Plan (the “QTV 2013 Share Plan”), the TriReme Medical, LLC 2005 Stock Plan (“2005 Stock Plan”) and the Quattro Vascular Pte. Ltd. 2010 Equity Incentive Plan (“2010 Equity Incentive Plan”). (Resolution 9)**

That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to allot and issue from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the exercise of options under the QTV 2013 Share Plan, the 2005 Stock Plan and the 2010 Equity Incentive Plan, such authority (unless revoked or varied by the company in a general meeting) to continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (vi)]

11. **Authority to allot and issue shares under the 2014 QTV Employee Share Option Scheme (the “Scheme”) (Resolution 10)**

THAT the Directors be and are hereby authorised to:

- (a) offer and grant options to purchase Shares (“**Options**”) in accordance with the provisions of the Scheme as from time to time amended, modified or supplemented and approved by shareholders in a general meeting;
- (b) pursuant to Section 161 of the Companies Act, allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the exercise of the Options; and
- (c) (notwithstanding the authority conferred by this Resolution may have ceased to be in force), pursuant to Section 161 of the Companies Act, allot and issue fully paid-up Shares pursuant to the exercise of any Options granted by the Directors in accordance with the Scheme while this Resolution was in force,

such authority to continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held whichever is the earlier.

[See Explanatory Note (vii)]

NOTICE OF ANNUAL GENERAL MEETING

12. **Authority to allot and issue shares under the QT Vascular Restricted Share Plan 2015 (Resolution 11)** **(the “Share Plan”)**

THAT the Directors of the Company be and are hereby authorised to:

- (a) Grant award of Shares (“**Awards**”) in accordance with the provisions of the Share Plan as from time to time amended, modified or supplemented and approved by shareholders in a general meeting;
- (b) Pursuant to Section 161 of the Companies Act, allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the exercise of the Awards; and
- (c) (notwithstanding the authority conferred by this Resolution may have ceased to be in force), pursuant to Section 161 of the Companies Act, allot and issue fully paid-up Shares pursuant to the exercise of any Award granted by the Directors in accordance with the Share Plan while this Resolution was in force,

such authority to continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held whichever is the earlier.

[See Explanatory Note (viii)]

13. **Proposed Renewal of the Share Buy-Back Mandate** **(Resolution 12)**

THAT:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, and such other laws and regulations as may for the time being be applicable, approval be and is hereby given for the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company (“Shares”) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market purchase(s) (each a “**Market Purchase**”) on the SGX-ST transacted through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchase(s) (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with an equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Catalist Rules and the Companies Act;

on the terms of the Appendix and otherwise in accordance with all other laws and regulations including but not limited to, the provisions of the Constitution of the Company and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buy-Back Mandate**”);

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- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors of the Company at any time and from time to time during the Relevant Period (as hereinafter defined) and expiring on the earliest of:
- (i) the conclusion of the next annual general meeting of the Company is held or date by which such annual general meeting is required to be held;
 - (ii) the date on the date on which the share buy-backs are carried out to the full extent of the Share Buy-Back Mandate; or
 - (iii) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked;
- (c) for the purposes of this resolution:

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

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

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

- (i) in the case of Market Purchase, 105% of the Average Closing Price; and
- (ii) in the in the case of an Off-Market Purchase pursuant to an equal access scheme, 110% of the Average Closing Price,

where:

"Average Closing Price" means the average of the closing market prices of the Share over the last five (5) Market Days, on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Day period and the day on which the purchases are made;

NOTICE OF ANNUAL GENERAL MEETING

"date of making of the offer" means the day on which the Company makes an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and;

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

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

[See Explanatory Note (ix)]

By Order of the Board

Lee Pih Peng
Company Secretary
14 April 2022

Explanatory Notes:

- (i) Resolution 2, if passed, will re-appoint Mr Sho Kian Hin as Director of the Company. Further information on Sho Kian Hin is set out under the sections entitled "Board of Directors" and "Report on Corporate Governance" of the Company's annual report. Sho Kian Hin is considered an independent non-executive director of the Company. Sho Kian Hin will, upon re-election, remain as the Chairman of the Audit Committee and a member of the Remuneration Committee. The Board considers Sho Kian Hin to be independent for the purpose of Rule 704(7) of the Catalist Rules. Further information on Sho Kian Hin is set out under the sections entitled "Board of Directors" and "Report on Corporate Governance" of the Company's annual report.
- (ii) Resolution 3, if passed, will re-appoint Ng Boon Eng, who was appointed as a Director during the course of the financial year ended 31 December 2021, as Director of the Company. Ng Boon Eng is a non-executive Director. Ng Boon Eng will upon the re-election, remain as a Chairman of the Nominating Committee and member of the Audit and Remuneration Committees. The Board considers Ng Boon Eng to be independent for the purpose of Rule 704(7) of the Catalist Rules. Further information on Ng Boon Eng is set out under the sections entitled "Board of Directors" and "Report on Corporate Governance" of the Company's annual report.

NOTICE OF ANNUAL GENERAL MEETING

- (iii) Resolution 4, if passed, will re-appoint Thomas Tan Gim Chua, who was appointed as an Executive Director and Chief Executive Officer on 13 January 2022, as Director of the Company. Thomas Tan Gim Chua is an executive Director. Thomas Tan Gim Chua will upon the re-election, remain as a member of the Nominating Committee. Further information on Thomas Tan Gim Chua is set out under the sections entitled “Board of Directors” and “Report on Corporate Governance” of the Company’s annual report.
- (iv) Resolution 5, if passed, will re-appoint Ng Fook Ai Victor, who was appointed as a Director and Chairman of the Board on 31 January 2022, as Director of the Company. Ng Fook Ai Victor is a non-executive Director. Ng Fook Ai Victor will upon the re-election, remain as Chairman of the Board and the Remuneration Committee, and a member of the Audit and Nominating Committees. The Board considers Ng Fook Ai Victor to be independent for the purpose of Rule 704(7) of the Catalist Rules. Further information on Ng Fook Ai Victor is set out under the sections entitled “Board of Directors” and “Report on Corporate Governance” of the Company’s annual report.
- (v) Resolution 8, if passed, will empower the Directors from the date of the Annual General Meeting (“**AGM**”) until (a) the conclusion of the next annual general meeting of the Company, or (b) the date by which the next annual general meeting of the Company is required to be held pursuant to the Constitution of the Company or any applicable laws of Singapore, or (c) it is carried out to the full extent mandated, or (d) the date on which such authority is varied or revoked by ordinary resolution of the shareholders in a general meeting, whichever is the earliest, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to an amount not exceeding, in total, one hundred percent (100%) of the issued Share capital of the Company (excluding treasury shares and subsidiary holdings), of which up to fifty percent (50%) may be issued other than on a pro-rata basis to existing shareholders of the Company.
- (vi) Resolution 9, if passed, will empower the Directors, from the date of the AGM until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied and revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares to holders of outstanding options which were awarded under the QTV 2013 Share Plan, the 2005 Stock Plan and the 2010 Equity Incentive Plan pursuant to the exercise of such outstanding options. Options granted under the 2005 Stock Plan and the 2010 Equity Incentive Plan had been assumed by the Company pursuant to the restructuring exercise entered into prior to the listing of the Company on Catalist. The Company had ceased issuing additional options under the QTV 2013 Share Plan since 25 April 2014. However, subsisting options granted prior to such date are not affected by the discontinuation and remain exercisable in accordance with the rules of the QTV 2013 Share Plan, the 2005 Stock Plan and the 2010 Equity Incentive Plan.
- (vii) Resolution 10 above, if passed, will empower the Directors, from the date of the AGM until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied and revoked by the Company in a general meeting, whichever is the earlier, to (i) offer and grant Options under the terms of the Scheme and (ii) allot and issue Shares pursuant to the exercise of Options to be granted under the Scheme.
- (viii) Resolution 11, if passed, will empower the Directors, from the date of the AGM until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied and revoked by the Company in a general meeting, whichever is the earlier, to (i) grant awards under the terms of the Share Plan and (ii) allot and issue Shares pursuant to the vesting of the Awards to be granted under the Share Plan.
- (ix) Resolution 12, if passed, will empower the Company to purchase or otherwise acquire issued Shares by way of Market Purchases or Off-Market Purchases, in accordance with the terms and conditions set out in the Resolution and the Appendix dated 14 April 2022 (the “**Appendix**”).

NOTICE OF ANNUAL GENERAL MEETING

Important notice on Annual General Meeting (“AGM”) arrangements in light of COVID-19

The Notice of AGM has been published on SGXNet, the Company’s website and the AGM registration website at URL: <https://registration.ryt-poll.com/home/index/qtvvascular-agm>. A printed copy of this Notice, the proxy form and other documents related to the AGM will NOT be despatched to shareholders of the Company.

This notice sets out the Company’s arrangements relating to, among others, attendance and participation at the AGM via electronic means (including arrangements by which shareholders will be able to (i) observe and/or listen to the AGM proceedings through a “live” audio-visual webcast or “live” audio-only stream via their phones, tablets or computers; (ii) submit questions in advance of the AGM; and (iii) vote at the AGM (a) “live” by the shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (b) by appointing the Chairman of the Meeting as proxy to vote on their behalf at the AGM.

Notes:

1. The AGM is being convened, and will be held, by electronic means pursuant to:
 - (a) the Covid-19 (Temporary Measures) Act 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, teleconferencing or other electronic means;
 - (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies;
 - (c) the joint statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022) which provides guidance on the conduct of general meetings amid the evolving Covid-19 situation.
2. Due to the current COVID-19 restriction orders in Singapore, shareholders will not be able to attend the AGM in person. Shareholders will be able to participate in the AGM through:
 - (a) observing and/or listening to the AGM proceedings via “live” audio-visual webcast or “live” audio-only stream via their mobile phones, tablets or computers; and
 - (b) voting at the AGM (i) “live” by the shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on their behalf at the AGM.

In order to do so, shareholders should pre-register themselves or, where applicable, their appointed proxy(ies) for the AGM at the pre-registration website by 9.30 a.m. on 27 April 2022, at <https://registration.ryt-poll.com/home/index/qtvvascular-agm>. Following authentication of their status as shareholders, authenticated shareholders will receive email instructions on how to access the “live” audio-visual webcast and “live” audio-only stream of the proceedings of the AGM by 12.00 p.m. on 28 April 2022. Shareholders who do not receive an email by 12.00 p.m. on 28 April 2022 should contact the Company’s polling agent, by email at qtvvascular-agm@ryt-poll.com.

SRS Investors are to approach their respective SRS Operators to submit their votes by at least seven (7) working days before the AGM.

NOTICE OF ANNUAL GENERAL MEETING

3. Persons holding Shares through relevant intermediaries who wish to participate in the AGM via webcast should contact their relevant intermediaries through which they hold such Shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.
4. Shareholders who pre-register to watch the “live” audio-visual webcast or listen to the “live” audio-only stream may also submit questions relating to the resolutions to be tabled for approval at the AGM.

All questions must be submitted by 21 April 2022:

- (a) in hard copy by post to 18 Boon Lay Way, #10-140(D), TradeHub 21, Singapore 609966; or
- (b) by email to kelvin.tong@quantummedical.com.sg.

The Company will endeavour to address all substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) received from shareholders in advance of the AGM by publishing our responses to such questions on SGXNet, the Company’s website and the AGM registration website at URL <https://registration.ryt-poll.com/home/index/qtvvascular-agm> by 9:30 a.m. on 25 April 2022. The Company will, during the AGM itself, address as many substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) which have not already been addressed prior to the AGM. Where substantially similar questions are received, we will consolidate such questions and consequently not all questions may be individually addressed.

5. The instrument appointing a proxy (whether the Chairman of the Meeting or otherwise) must be downloaded, printed, completed and signed by shareholders and submitted to the Company in the following manner:
 - (a) if submitted personally or by post, be received at 18 Boon Lay Way, #10-140(D), TradeHub 21, Singapore 609966; or
 - (b) if submitted electronically,
 - (i) be received via email by:
 - (a) QT Vascular Ltd., at kelvin.tong@quantummedical.com.sg; or
 - (b) the Company’s share registrar, at sg.is.proxy@sg.tricorglobal.com,

in either case no later than 9.30 a.m. on 27 April 2022, and in default the instrument of proxy shall not be treated as valid. A shareholder 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.

6. A proxy need not be a shareholder of the Company.
7. The Annual Report for the financial year ended 31 December 2021 and the Appendix dated 14 April 2022 in relation to the proposed renewal of the Share Buy-Back Mandate have been made available on SGXNET and may be accessed at the Company’s website at <https://qtvvascular.com>.

NOTICE OF ANNUAL GENERAL MEETING

8. The instrument appointing a proxy (whether the Chairman of the Meeting or otherwise) must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting (or otherwise) 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 the instrument appointing a proxy (whether the Chairman of the Meeting or otherwise) 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 a proxy (whether the Chairman of the Meeting or otherwise) 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 (or otherwise) 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 shareholder, 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 AGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for updates on the AGM. Further, 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.

Personal Data Privacy:

By (a) submitting an instrument appointing a proxy to attend, participate and vote at the general meeting and/or any adjournment thereof, (b) completing the pre-registration in the manner as aforesaid, or (c) submitting any question prior to or at the general meeting in the manner as aforesaid, a shareholder of the Company consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the following purposes ("**Purposes**"):

- (i) processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing a proxy for the general meeting (including any adjournment thereof);
- (ii) processing of the pre-registration for the purposes of granting access to the shareholder or its proxy to the general meeting proceedings via the e-Meeting System and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from the shareholder or its proxy received before the general meeting and if necessary, following up with the relevant shareholder or its proxy in relation to such questions;
- (iv) making a sound and/or video recordings of the general meeting which may be made by the Company for record keeping, to ensure the accuracy of the minutes of the general meeting and, where necessary, for compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines;

NOTICE OF ANNUAL GENERAL MEETING

- (v) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the general meeting (including any adjournment thereof); and
- (vi) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

A shareholder (i) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) (save for the Chairman of the Meeting) to the Company or its agents, the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company or its agents of such personal data for the Purposes and (ii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages suffered by the Company as a result of such shareholder's breach of such warranty.

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr Sho Kian Hin, Mr Thomas Tan Gim Chua, Mr Ng Fook Ai Victor and Mr Ng Boon Eng are the Directors seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 29 April 2022 ("AGM") (the "Retiring Directors").

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

	Mr Sho Kian Hin	Mr Thomas Tan Gim Chua	Mr Ng Fook Ai Victor	Mr Ng Boon Eng
Date of Appointment	25 September 2015	13 January 2022	31 January 2022	30 July 2021
Date of last re-appointment	30 April 2021	-	-	-
Age	53	49	74	51
Country of principal residence	Malaysia	Singapore	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mr Sho Kian Hin as the Independent Director of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his qualifications, expertise, past experiences and overall contribution since he was appointed as a Director of the Company. Mr Sho Kian Hin is considered independent for the purposes of Catalist Rule 704(7).	The re-election of Mr Thomas Tan Gim Chua as the Executive Director and Chief Executive Officer of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his qualifications, expertise, past experiences and overall contribution since he was appointed as a Director of the Company.	The re-election of Mr Ng Fook Ai as the Independent Director and Chairman of the Board of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his qualifications, expertise, past experiences and overall contribution since he was appointed as a Director of the Company. Mr Ng Fook Ai Victor is considered independent for the purposes of Catalist Rule 704(7).	The re-election of Mr Ng Boon Eng as the Independent Director of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his qualifications, expertise, past experiences and overall contribution since he was appointed as a Director of the Company. Mr Ng Boon Eng is considered independent for the purposes of Catalist Rule 704(7).
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Executive. Primarily responsible for the business development and overall management of the Group.	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC member etc.)	Chairman of the Audit Committee and member of the Remuneration Committee	Chief Executive Officer and Member of the Nominating Committee	Independent Chairman of the Board, Chairman of the Remuneration Committee and member of the Audit Committee and Nominating Committee	Chairman of the Nominating Committee and member of the Audit Committee and Remuneration Committee
Professional qualifications	Fellow Member of Association of Chartered Certified Accountants	Bachelor of Engineering from Nanyang Technological University	Bachelor of Science (Honours) in Economics from University of London Master of Science in Economics from Birkbeck College, University of London	Bachelor of Engineering (Electrical) (Honours) from Nanyang Technological University Chartered Valuer and Appraiser (CVA)

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Sho Kian Hin	Mr Thomas Tan Gim Chua	Mr Ng Fook Ai Victor	Mr Ng Boon Eng
Working experience and occupation(s) during the past 10 years	<ol style="list-style-type: none"> China Farm Equipment Limited, Board Member and Chief Financial Officer from 2007 to 2013 Hunan Longzhou Farm Equipment Holdings Co., Ltd, Corporate Development Director from 2013 to 2017 China Farm Equipment Pte Ltd. Board member from 2013 to present. Hartanah Kencana Sdn Bhd, Board Member from 2013 to present OUE Lippo Healthcare Limited, Board Member from 2017 to present Choo Chiang Holdings Ltd.; Board Member from 2018 to present Versalink Holdings Limited, Board Member from 2021 to present 	<ol style="list-style-type: none"> Ridgeline Technology Pte Ltd, Managing Director from 2000 to 2016 Awesome Food Holdings Pte Ltd, Director from 2004 to 2021 Ridgeline Engineering Pte Ltd, Director from 2004 to 2021 White Water Capital Pte Ltd, Executive Director from 2004 to present Intex Fabric Sdn Bhd, Non-Executive Director from 2009 to present Lifeline Corporation Pty Ltd, Non-Executive Director from 2016 to present Perpetual Insurance Agency Pte Ltd, Chief Executive Officer from 2017 to 2021 Folomi (S) Pte Ltd, Non-Executive Director from 2018 to present Lifeline Corporation Pte Ltd, Chief Executive Officer from 2019 to 2021 Lifeline Wellness Pte Ltd, Non-Executive Director from 2018 to present Lifeline Holdings Pte Ltd, Non-Executive Director from 2018 to present Ezwills Pte Ltd, Non-Executive Director from 2018 to present Lifeline Innovator Sdn Bhd, Non-Executive Director from 2018 to present 	<ol style="list-style-type: none"> DConstruct Systems Pte Ltd, Director in 2018 Millet World Trading Post Private Limited, Director from 2018 to 2020 Millet Capital Private Limited, Director from 2018 to 2020 Ocision Pte Ltd, Director from 2017 to 2021 LI TV Asia Pte Ltd, Director from 2017 to 2019 Star Publications (Singapore) Pte Ltd, Director from 2017 to 2021 Sun Resources Holdings Pte Ltd, Director from 2017 to 2020 Director of Laviani Pte Ltd from 2017 to 2019 SG Makers Association Ltd, Director from 2017 to 2018 Cityneon Holdings Limited (NKA Cityneon Holdings Pte Ltd), Lead Independent Director from 2016 to 2017 SB REIT Management Pte Ltd, Independent Director from 2015 to 2021 Global Arena Asia Pte Ltd, Director from 2015 to present SHC Capital Asia Limited (NKA Memories Group Limited), Lead Independent Director from 2014 to 2017 	<ol style="list-style-type: none"> RHB Securities Singapore Pte. Ltd (formerly known as DMG & Partners Securities Pte. Ltd.), Director, Head of Corporate Finance from 2011 to 2017 CEL Impetus Corporate Finance Pte. Ltd., Chief Executive Officer and Director from 2017 to present

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Sho Kian Hin	Mr Thomas Tan Gim Chua	Mr Ng Fook Ai Victor	Mr Ng Boon Eng
		<p>14. Lifelab Pte Ltd, Non-Executive Director from 2020 to present</p> <p>15. Arona Industrial Products Pte Ltd, Non-Executive Director from 2020 to present</p> <p>16. Lifeline Healthcare Pte Ltd, Non-Executive Director from 2020 to present</p> <p>17. Asia Dental Group Pte Ltd, Director from 2022 to present</p>	<p>14. 1Rockstead GIP Fund II Pte Ltd, Non-Executive Director from 2013 to 2018</p> <p>15. Nee Soon Social Enterprise Limited, Non-Executive Chairman and Director from 2013 to 2020</p> <p>16. Jiahui New Climate Holdings Pte Ltd, Director from 2013 to 2015</p> <p>17. New Climate Pte Ltd, Non-Executive Director from 2013 to 2015</p> <p>18. JH Global Resources Pte Ltd, Director from 2013 to 2015</p> <p>19. Grand Canal Property Pte Ltd, Director from 2013 to 2014</p> <p>20. 1Rockstead GIP Fund Ltd, Non-Executive Director, Non-Executive Chairman from 2010 to 2018</p> <p>21. MY E G Services Bhd, Independent Director from 2008 to 2017</p> <p>22. Devotion Energy Group Limited, Independent Chairman from 2002 to 2014</p> <p>23. Mercur Business Control Asia Pte Ltd, Director from 1999 to 2017</p> <p>24. London Asia Capital Co Ltd, Director from 2003 to 2017</p> <p>25. Asia Power Corporation Limited, Independent Director from 1999 to 2014</p>	
Shareholding interest in the listed issuer and its subsidiaries	Direct interest: 60 shares, representing less than 0.01%	Direct interest: 1,666,666,667 shares representing 24.18%	Direct interest: 2,000,000 shares representing 0.03%	Nil

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Sho Kian Hin	Mr Thomas Tan Gim Chua	Mr Ng Fook Ai Victor	Mr Ng Boon Eng
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issue and/or substantial shareholder of the listed issue or of any of its principal subsidiaries	No	No	No	No
Conflict of Interest (including any competing business)	No	No	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes	Yes
Past (for the last 5 years)	Hunan Longzhou Farm Equipment Holdings Co., Ltd	<ol style="list-style-type: none"> 1. Awesome Food Holdings Pte Ltd 2. Ridgeline Engineering Pte Ltd 3. Ridgeline Technology Pte Ltd 	<ol style="list-style-type: none"> 1. DConstruct Systems Pte Ltd 2. Millet World Trading Post Private Limited 3. Millet Capital Private Limited 4. Ocision Pte Ltd 5. LI TV Asia Pte Ltd 6. Star Publications (Singapore) Pte Ltd 7. Sun Resources Holdings Pte Ltd 8. Laviani Pte Ltd 9. SG Makers Association Ltd 10. Cityneon Holdings Limited (NKA Cityneon Holdings Pte Ltd) 11. SB REIT Management Pte Ltd (Soilbuild Business Space REIT) 12. SHC Capital Asia Limited (NKA Memories Group Limited) 13. 1Rockstead GIP Fund II Pte Ltd 14. Nee Soon Social Enterprise Limited 15. 1Rockstead GIP Fund Ltd 16. MY E G Services Bhd 17. Mercur Business Control Asia Pte Ltd 18. London Asia Capital Co Ltd 	RHB Securities Singapore Pte. Ltd (formerly known as DMG & Partners Securities Pte. Ltd.)

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Sho Kian Hin	Mr Thomas Tan Gim Chua	Mr Ng Fook Ai Victor	Mr Ng Boon Eng
Present	<ol style="list-style-type: none"> 1. Choo Chiang Holdings Ltd. 2. Hartanah Kencana Sdn Bhd 3. OUE Lippo Healthcare Limited 4. Versalink Holdings Limited 5. China Equipment Farm Pte Ltd 	<ol style="list-style-type: none"> 1. White Water Capital Pte Ltd 2. Intex Fabric Sdn Bhd 3. Lifeline Corporation Pty Ltd 4. Perpetual Insurance Agency Pte Ltd 5. Folomi (S) Pte Ltd 6. Lifeline Corporation Pte Ltd 7. Lifeline Wellness Pte Ltd 8. Lifeline Holdings Pte Ltd 9. Ezwillis Pte Ltd 10. Lifeline Innovator Sdn Bhd 11. Lifelab Pte Ltd 12. Arona Industrial Products Pte Ltd 13. Lifeline Healthcare Pte Ltd 14. Asia Dental Group Pte Ltd 	<ol style="list-style-type: none"> 1. Wosh.World Holdings Pte. Ltd 2. Blue Monsoon Pte Ltd 3. The Mediciwatermark Pte Ltd 4. Healthbank Holdings Limited 5. Millet World Private Limited 6. The Place Holdings Limited 7. Millet Holdings Private Limited 8. Caregiver Group Pte Ltd 9. Futsalarena @ Yishun Limited 10. Sunshine 100 China Holdings Ltd 11. SHC Investments Ltd 	CEL Impetus Corporate Finance Pte. Ltd.
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Sho Kian Hin	Mr Thomas Tan Gim Chua	Mr Ng Fook Ai Victor	Mr Ng Boon Eng
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Sho Kian Hin	Mr Thomas Tan Gim Chua	Mr Ng Fook Ai Victor	Mr Ng Boon Eng
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Sho Kian Hin	Mr Thomas Tan Gim Chua	Mr Ng Fook Ai Victor	Mr Ng Boon Eng
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of: i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	<p>Yes</p> <p>1. Special Audit of Asia Power Corporation Limited ("Asia Power")</p> <p>Mr Ng was the Chairman of the Audit Committee at the time of the matter in 2013. Notwithstanding, Mr Ng confirmed that there were no known material weaknesses of internal controls prior to the incident. The forgery and wrongful withdrawal of funds was carried out by Asia Power's then financial controller, who admitted to the wrongdoing and was terminated with immediate effect. Furthermore, Mr Ng represented that he initiated the special audit once this matter had surfaced, and the special audit concluded with additional controls to be implemented.</p>	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Sho Kian Hin	Mr Thomas Tan Gim Chua	Mr Ng Fook Ai Victor	Mr Ng Boon Eng
			<p>2. Public reprimand of MY E.G. Services Berhad ("MYEG") by Bursa Malaysia Securities Berhad ("Bursa Malaysia")</p> <p>Mr Ng represented that he was not present at the CIMB conference held on 6 January 2015 and he was not aware of the material information which was disclosed to fund managers at the conference by the MYEG's managing director. A public reprimand for breaching paragraph 9.08(2) of the Main Market Listing Requirements of the Bursa Malaysia ("Main LR") was made against MYEG for failing to ensure that disclosure of material information made on an individual or selective basis to analysts, shareholders, journalists or other persons has previously been fully disclosed and disseminated to the public. In the event of such disclosure, it must be publicly disseminated as promptly as possible. MYEG's then managing director was also publicly reprimanded and fined. In addition to the public reprimand, MYEG was required to undertake or arrange for the necessary training programme(s) in relation to compliance with the disclosure obligations under the Main LR and to ensure its directors and relevant personnel of MYEG attend the same.</p> <p>Mr Ng represented that no actions were taken against him, being the independent director of MYEG.</p>	

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Sho Kian Hin	Mr Thomas Tan Gim Chua	Mr Ng Fook Ai Victor	Mr Ng Boon Eng
			<p>3. Penalties imposed against MYEG and MyEG Commerce Sdn Bhd ("MyEG Commerce") by Malaysia Competition Commission ("MyCC")</p> <p>As Mr Ng was an Independent Director at the time of the matter, he was not involved in the day-to-day business of the company. The matter concluded with, inter alia, penalties imposed on both MYEG and its wholly owned subsidiary, MyEG Commerce for the breach of Section 10(2) (d)(iii) of the Competition Act by abusing its dominant position in harming competition in the downstream market in which MyEG Commerce participated as an insurance agent for the online foreign workers permit renewal applications.</p> <p>Mr Ng represented that no actions were taken against him, being the independent director of MYEG.</p> <p>For the appointment of Mr Ng as independent director of the Company on 31 January 2022, the Nominating Committee noted that Mr Ng was not a subject of the investigations above and Mr Ng continues to be a director of several SGX listed companies after the occurrence of the events set out above. The Nominating Committee also noted that there were no adverse actions taken against Mr Ng in relation to the above matters.</p>	

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Sho Kian Hin	Mr Thomas Tan Gim Chua	Mr Ng Fook Ai Victor	Mr Ng Boon Eng
ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No	No
iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No	No
iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No	No

DISCLOSURE OF INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	Mr Sho Kian Hin	Mr Thomas Tan Gim Chua	Mr Ng Fook Ai Victor	Mr Ng Boon Eng
Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.	Not applicable. This is a re-election of a director.	No. Mr Thomas Tan Gim Chua has attended Singapore Institute of Directors ("SID") LED from 1 to 8 by 31 March 2022.	Yes. Mr Ng Fook Ai Victor is presently a director for the following listed companies: 1. Healthbank Holdings Ltd 2. The Place Holdings Limited 3. Sunshine 100 China Holdings Ltd	No. In March 2022, Mr Ng Boon Eng has attended SID LED modules 1 to 8.
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable. This is a re-election of a director.	Not applicable. This is a re-election of a director.	Not applicable. This is a re-election of a director.	Not applicable. This is a re-election of a director.

QT VASCULAR LTD.

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

ANNUAL GENERAL MEETING PROXY FORM

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://qtvascular.com>. A printed copy of this form of proxy will NOT be despatched to shareholders.

IMPORTANT

- Due to the current COVID-19 restriction orders in Singapore, shareholders of the Company will not be able to attend the AGM in person. Shareholders will be able to participate in the AGM through (a) observing and/or listening to the AGM proceedings via "live" audio-visual webcast or "live" audio-only stream via their mobile phones, tablets or computers; and (b) voting at the AGM (i) "live" by the shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on their behalf at the AGM. In order to do so, shareholders should pre-register themselves or, where applicable, their appointed proxy(ies) for the AGM at the pre-registration website by 9.30 a.m. on 27 April 2022, at <https://registration.ryt-poll.com/home/index/qtvascular-agm>. Following authentication of their status as shareholders, authenticated shareholders will receive email instructions on how to access the "live" audio-visual webcast and "live" audio-only stream of the proceedings of the AGM by 12.00 p.m. on 28 April 2022. Shareholders who do not receive an email by 12.00 p.m. on 28 April 2022 should contact the Company's polling agent, by email at qtvascular-agm@ryt-poll.com.
- SRS Investors who wish to appoint a proxy (whether the Chairman of the Meeting or otherwise) should approach their respective SRS Operators to submit their voting instructions at least seven (7) working days before the AGM.
- By submitting a proxy form appointing a proxy to attend, pose questions and vote at the AGM and/or any adjournment thereof, a shareholder (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 AGM dated 14 April 2022.

I/We* _____ (Name in block letters), _____ (NRIC/Passport No./
Company Registration No.) of _____ (Address),
being a shareholder/shareholders* of **QT Vascular Ltd.** (the "**Company**"), hereby appoint

Name	Email Address	NRIC/Passport No.	Proportion of Shareholding (%)

/the Chairman of the Annual General Meeting of the Company ("**AGM**"), as my/our* proxy to vote for me/us* on my/our* behalf at the AGM to be held by way of electronic means on 29 April 2022 at 9.30 a.m. and at any adjournment thereof. I/We* direct the above-named/ Chairman of the AGM* to vote for or against, or abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder.

If the Chairman of the AGM is appointed as proxy and no specific direction as to voting is given in respect of a resolution, or in the event of any other matter arising at the AGM and at any adjournment thereof, the appointment of the Chairman of the AGM as proxy for that resolution and any other matter arising at the AGM will be treated as invalid.

The resolutions put to the vote of the AGM shall be decided by the way of poll. If you wish for your proxy to cast all your votes "For", "Against" or "Abstain", please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

No	Resolutions	Number of votes FOR	Number of votes AGAINST	Number of votes ABSTAIN
	Ordinary Business			
1.	Adoption of the Directors' Statement, Audited Financial Statements and Independent Auditors' Report for the financial year ended 31 December 2021.			
2.	To re-elect Sho Kian Hin who is retiring pursuant to Article 98 of the Company's Constitution as a Director of the Company.			
3.	To re-elect Ng Boon Eng who is retiring pursuant to Article 102 of the Company's Constitution as a Director of the Company.			
4.	To re-elect Thomas Tan Gim Chua who is retiring pursuant to Article 102 of the Company's Constitution as a Director of the Company.			
5.	To re-elect Ng Fook Ai Victor who is retiring pursuant to Article 102 of the Company's Constitution as a Director of the Company.			
6.	Approval of Directors' fees amounting to US\$146,584 for the financial year ended 31 December 2021.			
7.	Re-appointment of Moore Stephens LLP as auditors of the Company and to authorise Directors to fix their remuneration.			
	SPECIAL BUSINESS			
8.	Authority to allot and issue shares.			
9.	To approve the authority to allot and issue shares pursuant to options granted by the Company under the QTV 2013 Share Plan and assumed by the Company under the 2005 Stock Plan and the 2010 Equity Incentive Plan.			
10.	To approve the authority to allot and issue shares under the 2014 QTV Employee Share Option Scheme.			
11.	To approve the authority to allot and issue shares under the QT Vascular Restricted Share Plan 2015.			
12.	Proposed renewal of the Share Buy-Back Mandate			

Date this _____ day of _____ 2022

Total number of shares held in (See Note 1):	
(a) CDP Register	
(b) Register of Members	
TOTAL	

Signature(s) of shareholder(s)/or
Common Seal of Corporate Shareholder

*Delete as appropriate.

IMPORTANT: PLEASE READ NOTES OVERLEAF



NOTES TO PROXY FORM

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this proxy form will be deemed to relate to the entire number of ordinary Shares in the Company registered in your name(s).
2. A shareholder will not be able to attend the AGM in person.
3. If a shareholder intends to appoint the Chairman of the Meeting (or otherwise) as proxy, such shareholder must download, print, complete, sign and send such instrument to the Company in the following manner:
 - (i) if submitted by post or sent personally, be received at 18 Boon Lay Way, #10-140(D), TradeHub 21, Singapore 609966; or
 - (ii) if submitted electronically:
 - (a) QT Vascular Ltd., at kelvin.tong@quantummedical.com.sg; or
 - (b) the Company's share registrar, at sg.is.proxy@sg.tricorglobal.com,

Shareholders who wish to appoint the Chairman of the Meeting (or otherwise) as proxy to vote "live" via electronic means at the AGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), pre-register their appointed proxy(ies) for the AGM at the pre-registration website by 9.30 a.m. on 27 April 2022, at <https://registration.ryt-poll.com/home/index/qtvascular-agm>. Proxies must access the AGM proceedings via the "live" audio-visual webcast in order to vote "live" at the AGM, and will not be able to do so via the audio-only stream of the AGM proceedings. Following authentication of their status as shareholders, authenticated shareholders will receive email instructions on how to access the "live" audio-visual webcast and "live" audio-only stream of the proceedings of the AGM by 12.00 p.m. on 28 April 2022. Shareholders who do not receive an email by 12.00 p.m. on 28 April 2022 should contact the Company's polling agent, by email at qtvascular-agm@ryt-poll.com.

In either case no later than 9.30 a.m. on 27 April 2022, and in default the instrument of proxy shall not be treated as valid.

4. The proxy form appointing a proxy (whether the Chairman of the Meeting or otherwise) must be signed by the appointor or his attorney duly authorised in writing. Where the proxy form appointing a proxy (whether the Chairman of the Meeting or otherwise) 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.
5. Where the proxy form appointing a proxy (whether the Chairman of the Meeting or otherwise) 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 proxy form, failing which the proxy may be treated as invalid.
6. A corporation which is a shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act 1967.
7. The Company shall be entitled to reject the proxy form appointing a proxy (whether the Chairman of the Meeting or otherwise) 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 proxy form appointing a proxy (whether the Chairman of the Meeting or otherwise).
8. In the case of Shares entered in the Depository Register, the Company may reject the proxy form appointing a proxy (whether the Chairman of the Meeting or otherwise) if the shareholder, 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. Completion and return of the instrument of proxy(ies) does not preclude a shareholder from attending, speaking and voting at the AGM. A shareholder who submitted a valid instrument of proxy but who subsequently wishes to attend, speak and vote at the AGM himself/herself may withdraw the instrument of proxy by sending an email to the Company's polling agent, at qtvascular-agm@ryt-poll.com to notify the Company of the withdrawal and request for his/her own unique user credentials to access the "live" audio-visual webcast and "live" audio-only stream of the AGM proceedings.
10. When sending in the notice of withdrawal, the shareholder would also need to provide the following details:
 - (i) full name;
 - (ii) NRIC/passport number;
 - (iii) address; and
 - (iv) the manner in which his/her Shares in the Company are held.

The email must be received by the Company's share registrar, by 9.30 a.m. on 27 April 2022. A shareholder who has appointed a proxy(ies) and who subsequently pre-registers on the pre-registration website to attend, speak and vote at the AGM by 9.30 a.m. on 27 April 2022 without withdrawing the instrument of proxy(ies) will, subject to verification, receive a Confirmation Email by 12.00 p.m. on 28 April 2022, and will automatically revoke the appointment of the proxy(ies) if the shareholder logs on to access the "live" audio-visual webcast of the AGM proceedings.

Important Reminders

The Company may be required to change its Meeting arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for updates on the Meeting. Further, in view of the current COVID-19 situation and the related safe distancing 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.

QTVascular

(Company Registration No.: 201305911K)

QT Vascular Ltd.

18 Boon Lay Way
TradeHub 21 #10-140(D)
Singapore 609966