

## SCHEME DOCUMENT DATED 1 JUNE 2022

**THIS SCHEME DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

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

This Scheme Document (together with the Notice of Scheme Meeting and accompanying Proxy Form) has been made available on SGXNET and the Company's website and may be accessed at the URL <https://www.qtvvascular.com>. Printed copies of this Scheme Document, the Notice of Scheme Meeting and the Proxy Form will NOT be despatched to Shareholders.

If you have sold or transferred all your ordinary shares in the capital of QT Vascular Ltd. (the "**Company**"), you should immediately inform the purchaser or the transferee or the stockbroker, bank or agent through whom the sale or transfer was effected for onward notification to the purchaser or the transferee, that this Scheme Document (together with the Notice of Scheme Meeting and accompanying Proxy Form) may be accessed at the Company's website at <https://www.qtvvascular.com> and SGXNET.

This Scheme Document 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 "**SGX-ST**") and the SGX-ST 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](mailto:sponsorship@ppcf.com.sg).

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



### SCHEME DOCUMENT TO SHAREHOLDERS IN RELATION TO

- (1) **PROPOSED RESTRUCTURING AND TRANSFER OF LISTING STATUS OF THE COMPANY TO QUANTUM HEALTHCARE;**
- (2) **PROPOSED OPTIONS VARIATION; AND**
- (3) **PROPOSED AWARDS VARIATION,**

**BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 210 OF THE COMPANIES ACT 1967 OF SINGAPORE**

#### IMPORTANT DATES AND TIMES

Last date and time to pre-register online to attend the Scheme Meeting	:	22 June 2022 at 9:30 a.m.
Last date and time for lodgement of Proxy Form	:	22 June 2022 at 9:30 a.m.
Date and time of Scheme Meeting	:	24 June 2022 at 9:30 a.m.
Place of Scheme Meeting	:	The Scheme Meeting will be held by electronic means.

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## DEFINITIONS

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

- "2005 Stock Plan"** : 2005 Stock Plan of TML
- "2013 QTV Share Plan"** : 2013 QTV Share Plan of the Company
- "2014 Amendment Act"** : The Companies (Amendment) Act 2014 of Singapore which was passed in Parliament on 8 October 2014 and took effect in two phases on 1 July 2015 and 3 January 2016, respectively
- "2014 QTV Employee Share Option Scheme"** : The employee share option scheme adopted by the Company on 29 April 2014 as amended on 30 April 2015, 28 April 2016 and 30 April 2019
- "2017 Amendment Act"** : The Companies (Amendment) Act 2017 of Singapore which was passed in Parliament on 10 March 2017 and took effect in various phases on 31 March 2017, 23 May 2017, 11 October 2017 and 31 August 2018, respectively
- "2022 AGM"** : The annual general meeting of the Company held on 29 April 2022 at 9.30 am
- "Acquisition"** : The acquisition by the Company of 60 shares in the capital of the ADG representing 60% of the entire issued and paid-up share capital of ADG which was completed on 13 January 2022
- "ACRA"** : Accounting and Corporate Regulatory Authority of Singapore
- "ADG"** : Asia Dental Group Pte. Ltd.
- "Alternative Arrangements Announcement"** : The Company's announcement dated 1 June 2022 and titled "Electronic Despatch of Scheme Document and Alternative Arrangements Relating to the Scheme Meeting to be held on 24 June 2022
- "Amendment Acts"** : Collectively, the 2014 Amendment Act and the 2017 Amendment Act
- "Announcement"** : The announcement dated 2 March 2022 made by the Company on the SGXNET in relation to the Scheme
- "Announcement Date"** : 2 March 2022, being the date of the Announcement
- "Application"** : The application made by the Company through its Sponsor to the SGX-ST for the listing of and quotation for all the Quantum Healthcare Shares (including the existing Quantum Healthcare Shares and the Quantum Healthcare Shares to be allotted and issued pursuant to the Scheme)
- "Associate"** : (a) In relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;

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## DEFINITIONS

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- (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
    - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more.
  - (b) In relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- "Authorisations"** : Has the meaning ascribed to it in paragraph 2 of **Appendix G** to this Scheme Document
- "Awards"** : The outstanding awards under the QT Vascular Restricted Share Plan 2015 as at the Latest Practicable Date
- "Awards holders"** : The holders of the Awards under the QT Vascular Restricted Share Plan 2015
- "Awards Rules"** : The rules of the QT Vascular Restricted Share Plan 2015, as from time to time amended, supplemented or modified
- "Awards Variation Agreements"** : The supplemental letter(s) entered into between the Company and the Awards holders, which are subject to *inter alia* the Proposed Awards Variation being approved by Shareholders at the Scheme Meeting
- "Board"** : The board of Directors of the Company
- "Catalist"** : The sponsor-supervised listing platform of the SGX-ST
- "Catalist Rules"** : The SGX-ST Listing Manual Section B: Rules of Catalist, as may be amended, or modified or supplemented from time to time
- "CDP"** : The Central Depository (Pte) Limited
- "Chairman of the Scheme Meeting"** : The chairman of the Scheme Meeting
- "Code"** : The Singapore Code on Take-overs and Mergers
- "Companies Act"** : The Companies Act 1967 of Singapore, as may be amended, modified or supplemented from time to time
- "Company"** : QT Vascular Ltd.
- "Conditions Precedent"** : The conditions precedent to the Scheme, as set out in **Appendix G**
- "Constitution"** : The constitution of the Company as may be amended, modified or supplemented from time to time
- "Control"** : The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company

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- "Controlling Shareholder"** : A person who:
- (a) holds directly or indirectly 15% or more of the total issued share capital of the Company; or
  - (b) in fact exercises Control over the Company
- "Court"** : The General Division of the High Court of the Republic of Singapore or, in the event of an appeal, the Appellate Division of the High Court of the Republic of Singapore or the Court of Appeal of the Republic of Singapore (as may be applicable)
- "Court Order"** : The order of the Court approving the Scheme under Section 210(3AB) of the Companies Act
- "COVID-19 Act"** : The COVID-19 (Temporary Measures) Act 2020, as amended, modified or supplemented from time to time, which, *inter alia*, enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means
- "COVID-19 Order"** : The COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, as amended, modified or supplemented from time to time, which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies
- "Director"** : A director of the Company (whether executive or non-executive) as at the date of this Scheme Document and the term **"Directors"** shall be construed accordingly
- "Dr Jimmy Gian"** : Dr Gian Siong Lin Jimmy
- "Effective Date"** : The date on which the Scheme becomes effective in accordance with its terms upon the lodgement of the Court Order with ACRA
- "Entitled Shareholders"** : Shareholders who are registered as such on the Record Date
- "ESOS Rules"** : The rules of the 2014 QTV Employee Share Option Scheme, as from time to time amended, supplemented or modified
- "ESOS Variation Agreements"** : The supplemental letters entered into between the Company and the Optionholders, which are subject to *inter alia* the Proposed Options Variation being approved by Shareholders at the Scheme Meeting
- "Existing Medical Device Business"** : The principal activities of the Company and its subsidiaries, being the design, assembly and distribution of advanced therapeutic solutions for the minimally invasive treatment of complex vascular diseases
- "FY"** : Financial year
- "Group"** : Collectively, the Company and its subsidiaries

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## DEFINITIONS

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<b>"Healthcare Business"</b>	: The following activities: (i) the provision of dental services, and (ii) operations management and consultancy services to certain Government entities and/or corporate clients
<b>"Healthcare Group"</b>	: ADG and its subsidiaries
<b>"Intermediary"</b>	: Has the meaning ascribed to it in paragraph 15.2(c)(i) of <b>Appendix A</b> to this Scheme Document
<b>"Investors"</b>	: Mr. Thomas Tan Gim Chua, Mr. Quek Chin Thean, Mr. Chong Leong Fah Derrick and <b>"Investor"</b> shall mean any one of them
<b>"Latest Practicable Date"</b>	: 31 May 2022
<b>"LQN"</b>	: The listing and quotation notice obtained by Quantum Healthcare from the SGX-ST for the listing of, and quotation of up to 6,893,072,508 Quantum Healthcare Shares and any new shares issued pursuant to the exercise or release of the Options and Awards
<b>"Market Day"</b>	: A day on which the SGX-ST is open for trading in securities
<b>"MAS"</b>	: The Monetary Authority of Singapore
<b>"Medical and Wellness Business"</b>	: The provision of general and specialised medical care including but not limited to the fields of aesthetics and wellness services
<b>"Medical Equipment Business"</b>	: 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, and (ii) to engage in the trading, manufacturing, distributing and/or marketing of such medical equipment
<b>"New Businesses"</b>	: The Healthcare Business, the Medical Equipment Business and the Medical and Wellness Business collectively and <b>"New Business"</b> shall mean any one of them
<b>"Notice of Scheme Meeting"</b>	: The Notice of Scheme Meeting as set out on pages N-1 to N-5 of this Scheme Document
<b>"Option Schemes"</b>	: 2014 QTV Employee Share Option Scheme, 2013 QTV Share Plan and 2005 Stock Plan
<b>"Optionholders"</b>	: The holders of the Options under the Option Schemes
<b>"Options"</b>	: The outstanding options under the Option Schemes as at the Latest Practicable Date
<b>"Ordinary Resolution"</b>	: A resolution to be passed by more than 50% of Shareholders present and voting either in person or by proxy at the Scheme Meeting, as set out in the Notice of Scheme Meeting
<b>"Overseas Shareholders"</b>	: Shareholders whose registered addresses, as recorded in the Register of Members or in the Depository Register maintained by the CDP (as the case may be) for the service of notice and documents, are outside Singapore

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## DEFINITIONS

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<b>"PDPA"</b>	:	Personal Data Protection Act 2012
<b>"Proposed Awards Variation"</b>	:	The assumption by Quantum Healthcare of all liabilities and obligations of the Company in connection with the outstanding Awards granted by the Company to the Awards holders under the QT Vascular Restricted Share Plan 2015, details of which are set out in paragraph 8.3 of this Scheme Document
<b>"Proposed Distribution"</b>	:	Has the meaning ascribed to it in the Company's circular dated 24 December 2021
<b>"Proposed Options Variation"</b>	:	The assumption by Quantum Healthcare of all liabilities and obligations of the Company in connection with the outstanding Options granted by the Company to the Optionholders under the Option Schemes, details of which are set out in paragraph 7.3 of this Scheme Document
<b>"Proposed Restructuring"</b>	:	The internal restructuring exercise to be undertaken by the Company which involves, <i>inter alia</i> , the acquisition by Quantum Healthcare of all the Shares and in consideration thereof, Quantum Healthcare will allot and issue to Entitled Shareholders such number of Quantum Healthcare Shares, credited as fully paid, on the basis of one (1) Quantum Healthcare Share for every one (1) Share held by each Entitled Shareholder on the Record Date, to be effected by way of the Scheme
<b>"Proposed Transfer of ADG"</b>	:	The transfer of all of the Company's shares held in ADG, representing 60% of the issued and paid-up share capital of ADG, to Quantum Healthcare, after the Proposed Restructuring, the Transfer of Listing Status and the Scheme
<b>"Proxy Form"</b>	:	The proxy form in respect of the Scheme Meeting as set out in this Scheme Document
<b>"QT Vascular Restricted Share Plan 2015"</b>	:	The restricted share plan adopted by the Company on 30 April 2015
<b>"QTV Share Issue Mandate"</b>	:	The general share issue mandate of the Company, approved at the 2022 AGM, which grants authority to the Directors pursuant to Section 161 of the Companies Act and the Catalyst Rules, <i>inter alia</i> , to allot and issue Shares and/or convertible securities of the Company
<b>"Quantum Healthcare"</b>	:	Quantum Healthcare Limited (Company Registration No. 202218645W) incorporated by Kelvin Tong, the Chief Financial Officer of the Company, in connection with the Scheme
<b>"Quantum Healthcare Constitution"</b>	:	The constitution of Quantum Healthcare
<b>"Quantum Healthcare Directors"</b>	:	The directors of Quantum Healthcare as at the Latest Practicable Date, namely Thomas Tan Gim Chua, Ng Fook Ai Victor, Sho Kian Hin and Ng Boon Eng
<b>"Quantum Healthcare Group"</b>	:	Quantum Healthcare and the Group, upon completion of the Proposed Restructuring, the Transfer of Listing Status and the Scheme



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## DEFINITIONS

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<b>"Quantum Healthcare Instruments"</b>	: Offers, agreements or options that might or would require Quantum Healthcare Shares to be issued or other transferable rights to subscribe for or purchase Quantum Healthcare Shares
<b>"Quantum Healthcare Share Issue Mandate"</b>	: The general share issue mandate of Quantum Healthcare, approved by Kelvin Tong on 31 May 2022, which grants authority to the Quantum Healthcare Directors pursuant to Section 161 of the Companies Act and the Catalist Rules, <i>inter alia</i> , to allot and issue Quantum Healthcare Shares and/or convertible securities of Quantum Healthcare pursuant to the Quantum Healthcare Constitution in accordance with the terms of such mandate, subject to the Shareholders' approval of the Scheme being obtained at the Scheme Meeting, the Shareholders' approval of the Quantum Healthcare Share Issue Mandate Proposal being obtained at the Scheme Meeting and the Scheme becoming effective
<b>"Quantum Healthcare Shares"</b>	: Ordinary shares in the capital of Quantum Healthcare
<b>"Record Date"</b>	: A date and time (before the Effective Date) to be announced by the Company, at which time the share transfer books and the Register of Members will be closed to determine the entitlements of Shareholders in respect of the Scheme
<b>"Register of Members"</b>	: The register of members of the Company
<b>"Scheme"</b>	: The scheme of arrangement dated 1 June 2022 as set out in <b>Appendix I</b> of this Scheme Document (or as be amended or modified from time to time in accordance with Clause 10.2 of the Scheme) proposed in accordance with Section 210 of the Companies Act between the Company, the Entitled Shareholders and Quantum Healthcare
<b>"Scheme Consideration"</b>	: The consideration payable to the Shareholders for each Share acquired by Quantum Healthcare pursuant to the Scheme, being one (1) new Quantum Healthcare Share for every one (1) Share transferred to Quantum Healthcare under the Scheme
<b>"Scheme Document"</b>	: This Scheme Document to Shareholders dated 1 June 2022
<b>"Scheme Meeting"</b>	: The Scheme Meeting of Shareholders to be convened and held under the directions of the Court at 9.30 a.m. on 24 June 2022
<b>"Scheme Meeting Court Order"</b>	: The order of the Court dated 19 May 2022 ordering, <i>inter alia</i> , that the Company is granted the liberty to convene the Scheme Meeting
<b>"Scheme Resolution"</b>	: The resolution relating to the Scheme referred to in the Notice of Scheme Meeting
<b>"Securities Account"</b>	: A securities account maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent
<b>"Securities and Futures Act" or "SFA"</b>	: The Securities and Futures Act 2001 of Singapore, as may be amended, modified or supplemented from time to time
<b>"SGX-ST"</b>	: Singapore Exchange Securities Trading Limited

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## DEFINITIONS

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<b>"Shareholders"</b>	: Registered holders of Shares in the Register of Members, except that where the registered holder is CDP, the term <b>"Shareholders"</b> shall, where the context admits, mean persons named as Depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited
<b>"Shares"</b>	: Ordinary shares in the capital of the Company
<b>"Sponsor"</b>	: PrimePartners Corporate Finance Pte. Ltd.
<b>"SRS"</b>	: Supplementary Retirement Scheme
<b>"SRS Agent Banks"</b>	: Agent banks included under the SRS
<b>"SRS Investors"</b>	: Investors who have purchased Shares using their SRS contributions pursuant to the SRS
<b>"Subscription"</b>	: The subscription by the Investors of an aggregate of 4,055,555,556 shares in the capital of the Company which was completed on 13 January 2022
<b>"Substantial Shareholder"</b>	: A person (including a corporation) who has an interest or interests in one or more voting Shares in the Company, and the votes attached to that Share, or those Shares, is not less than five per cent. (5%) of the total votes attached to all the voting Shares in the Company
<b>"TML"</b>	: TriReme Medical, LLC
<b>"Transfer of Listing Status"</b>	: The transfer of the listing status of the Company to Quantum Healthcare
<b>"S\$" and "cents"</b>	: Singapore dollars and cents, respectively, the lawful currency of the Republic of Singapore
<b>"%" or "per cent."</b>	: Per centum or percentage

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

The term **"subsidiary"** shall have the meaning ascribed to it in Section 4 and Section 5 of the Companies Act.

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

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

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

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## DEFINITIONS

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

Rajah & Tann Singapore LLP has been appointed as the Singapore legal adviser to the Company in relation to the Scheme.

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## INDICATIVE TIMETABLE

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Pre-Registration Period	:	From 1 June 2022 to 22 June 2022 at 9.30 a.m. <sup>(1)</sup>
Last date and time for submission of questions	:	14 June 2022 at 9.30 a.m. <sup>(2)</sup>
Last date and time for lodgement of Proxy Form	:	22 June 2022 at 9.30 a.m. <sup>(3)</sup>
Expected date and time of Scheme Meeting	:	24 June 2022 at 9.30 a.m.
Venue of Scheme Meeting	:	The Scheme Meeting will be held by way of electronic means
Expected date of Court hearing of the application to sanction the Scheme	:	14 July 2022 <sup>(4)</sup>
Expected Notice of Record Date	:	14 July 2022
Expected last day of trading of the Shares	:	20 July 2022
Expected Record Date	:	22 July 2022
Expected Effective Date	:	To be announced in due course by the Company, expected to be 25 July 2022
Expected date of debiting of Shares from the Securities Accounts of Depositors	:	28 July 2022
Expected date for the crediting of Shares to Quantum Healthcare	:	28 July 2022
Expected date for the crediting of Quantum Healthcare Shares into Securities Accounts of Depositors pursuant to the Scheme	:	28 July 2022
Expected date and time for the commencement of trading of Quantum Healthcare Shares on the SGX-ST	:	29 July 2022 at 9.00 a.m.
Expected date for the withdrawal of the Shares/delisting of the Company from the SGX-ST	:	29 July 2022

You should note that, save for pre-registration period, the last date and time for the submission of questions, the last date and time for lodgement of the Proxy Form and the date, time and venue of the Scheme Meeting, the above timetable is indicative only and may be subject to change. For the events listed above which are described as "expected", please refer to future announcement(s) by the Company for the exact dates and times of these events.

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## INDICATIVE TIMETABLE

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### Notes:

- (1) Due to the COVID-19 situation in Singapore, Shareholders will not be able to attend the Scheme Meeting in person. The Scheme Meeting will be convened, and will be held, by way of electronic means and Shareholders who wish to (i) attend and vote (in real time) at the Scheme Meeting via electronic means or (ii) appoint a proxy(ies) to attend and vote (in real time) at the Scheme Meeting via electronic means must pre-register online at the Company's pre-registration website at <https://registration.ryt-poll.com/home/index/qtvvascular-sm> from now till the Registration Deadline of 9.30 a.m. on 22 June 2022 to provide requisite details of the shareholder and proxy(ies) (if applicable) for verification purposes. For the avoidance of doubt, pre-registration is not required if a Shareholder only intends to appoint the Chairman of the Scheme Meeting as proxy and does not intend to attend the Scheme Meeting. Please refer to the Notice of Scheme Meeting for more details.

Shareholders should note that the Company may make further changes to its Scheme Meeting arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 Act and any regulations promulgated thereunder (including the COVID-19 Order) as well as other guidelines issued by the relevant authorities) as the situation evolves. Shareholders are advised to keep abreast of any such changes as may be announced by the Company from time to time on SGXNET.

- (2) Shareholders who pre-register online may submit questions relating to the Scheme Resolution to be tabled for approval at the Scheme Meeting in the following manner: (a) by email to [kelvin.tong@quantumhealthcare.com.sg](mailto:kelvin.tong@quantumhealthcare.com.sg) no later than 9.30 a.m. on 14 June 2022; (b) by post to the registered office of the Company at 16 Raffles Quay, #41-07, Hong Leong Building, Singapore 048581 no later than 9.30 a.m. on 14 June 2022 or (c) during the Scheme Meeting via an online chat box. Please refer to the Notice of Scheme Meeting for more details.

- (3) The Proxy Form must be submitted no later than 9.30 a.m. on 22 June 2022, being not less than 48 hours before the time appointed for the Scheme Meeting, in the following manner:

(a) if submitted electronically, be submitted via email to the Company at [kelvin.tong@quantumhealthcare.com.sg](mailto:kelvin.tong@quantumhealthcare.com.sg) or to the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com); or

(b) if submitted by post, be lodged at the registered office of the Company at 16 Raffles Quay, #41-07, Hong Leong Building, Singapore 048581.

A Shareholder who wishes to submit the Proxy Form must first 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.

**Due to the current COVID-19 situation in Singapore 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.**

- (4) The date of the Court hearing of the application to sanction the Scheme will depend on the date that is allocated by the Court.

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## CORPORATE INFORMATION

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### THE COMPANY

- Board of Directors** : Thomas Tan Gim Chua (*Chief Executive Officer and Executive Director*)  
Ng Fook Ai Victor (*Independent Non-Executive Chairman*)  
Sho Kian Hin (*Independent Director*)  
Ng Boon Eng (*Independent Director*)
- Company Secretary** : Lee Pih Peng
- Registered Office** : 16 Raffles Quay  
#41-07  
Hong Leong Building  
Singapore 048581
- Auditors** : Moore Stephens LLP  
10 Anson Road #29-15  
International Plaza  
Singapore 079903
- Share Registrar** : Tricor Barbinder Share Registration Services  
(a division of Tricor Singapore Pte. Ltd.)  
80 Robinson Road  
#02-00  
Singapore 068898
- Legal Adviser to the Company** : Rajah & Tann Singapore LLP  
9 Straits View, #06-07  
Marina One West Tower  
Singapore 018937

### QUANTUM HEALTHCARE

- Board of Directors** : Thomas Tan Gim Chua (*Chief Executive Officer and Executive Director*)  
Ng Fook Ai Victor (*Independent Non-Executive Chairman*)  
Sho Kian Hin (*Independent Director*)  
Ng Boon Eng (*Independent Director*)
- Company Secretary** : Lee Pih Peng
- Registered Office** : 8 Temasek Boulevard  
Level 42, Suntec Tower Three  
Singapore 038988
- Auditors** : Moore Stephens LLP  
10 Anson Road #29-15  
International Plaza  
Singapore 079903
- Share Registrar** : Tricor Barbinder Share Registration Services  
(a division of Tricor Singapore Pte. Ltd.)  
80 Robinson Road  
#02-00  
Singapore 068898

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## PRELIMINARY

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No person has been authorised to give any information or to make any representation other than those contained in this Scheme Document in connection with the Scheme and, if given or made, such information or representation must not be relied upon as having been authorised by the Company or Quantum Healthcare. Nothing contained herein is, or may be relied upon as, a promise or representation as to the future performance, financial position or policies of the Company, Quantum Healthcare and/or the Quantum Healthcare Group. The delivery of this Scheme Document shall not, under any circumstance, constitute a continuing representation, or give rise to any implication or suggestion, that there has not been or there will not be any change in the affairs of the Company, Quantum Healthcare and/or the Quantum Healthcare Group or in the information herein since the Latest Practicable Date. Where any such changes occur after the Latest Practicable Date, the Company and/or Quantum Healthcare (as the case may be) may make an announcement of the same on the SGXNET. You should take note of any such announcement and shall, upon the release of such an announcement, be deemed to have notice of such changes.

The distribution of this Scheme Document, and other relevant documents, may be prohibited or restricted by law in certain jurisdictions. You are required to inform yourself of and to observe any such prohibitions and restrictions. It is your responsibility in such jurisdictions to satisfy yourself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any government, exchange control or other consents which may be required, the compliance with all necessary formalities which are required to be observed and/or payment of any issue, transfer or other taxes due in such jurisdiction.

Where the Company is of the view that the distribution of this Scheme Document and/or any other relevant document to any Overseas Shareholder in any jurisdiction(s) may infringe any relevant foreign law or necessitate compliance with conditions or requirements which the Company regards as onerous or impracticable by reason of costs, delay or otherwise, the Company will not distribute this Scheme Document and other relevant documents to Shareholders with registered addresses in such jurisdiction(s). Please also refer to Section 14 of **Appendix A** entitled "Overseas Shareholders".

This Scheme Document and/or any other related documents may not be used for the purposes of, and does not constitute, an offer, invitation or solicitation in any jurisdiction or in any circumstances in which such offer, invitation or solicitation is not authorised or to any person to whom it is unlawful to make such offer, invitation or solicitation.

You are advised to consult your stockbroker, bank manager, solicitor, accountant, tax adviser, or other professional advisers immediately if you are in any doubt as to any aspect of the Scheme, including the tax implications of approving the Scheme or the holding of Quantum Healthcare Shares pursuant to the Scheme. It is emphasised that none of the Company, Quantum Healthcare or any other persons involved in the Scheme accepts responsibility for any tax effects of, or such liabilities resulting from, the Scheme and/or the holding of the Quantum Healthcare Shares.

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## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

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All statements contained in this Scheme Document, including statements in announcements, press releases and oral statements, that are made or may be made by the Company or its officers, or employees acting on the Company's behalf, and/or Quantum Healthcare, that are not statements of historical fact, constitute "forward-looking statements". Some of these forward-looking statements can be identified by terms such as "anticipate", "believe", "could", "estimate", "expect", "forecast", "if", "intend", "may", "plan", "possible", "probable", "project", "should", "will" and "would" or similar words. However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding the Company, Quantum Healthcare and the Quantum Healthcare Group's expected financial position, performance, business strategy, plans and prospects are forward-looking statements.

These forward-looking statements, including (but not limited to) statements as to Quantum Healthcare's and the Quantum Healthcare Group's revenue and profitability, costs measures, expected industry trends, prospects, future plans, planned strategy and other matters discussed in this Scheme Document regarding matters that are not historical facts, are only predictions.

These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company, Quantum Healthcare and/or the Quantum Healthcare Group's actual future results, performance or achievements to be materially different from any future results, performance or achievements expected in, expressed or implied by such forward-looking statements. These risks, uncertainties and other factors include matters not yet known to the Company and/or Quantum Healthcare or not yet currently considered material by the Company and/or Quantum Healthcare.

Given the risks and uncertainties that may cause Quantum Healthcare and/or the Quantum Healthcare Group's actual future results, performance or achievements to be materially different from those expected in, or expressed or implied by, the forward-looking statements or financial information set out in this Scheme Document, undue reliance must not be placed on them. Neither the Company, Quantum Healthcare, nor any other party involved in the Scheme, represents or warrants that Quantum Healthcare and/or the Quantum Healthcare Group's actual future results, performance or achievements will be as discussed in those statements or financial information. Quantum Healthcare's and/or the Quantum Healthcare Group's actual results, performance or achievements may differ materially from those anticipated in these forward-looking statements as a result of, *inter alia*, the risks faced by them respectively.

Further, the Company, Quantum Healthcare, and all parties involved in the Scheme, disclaim any responsibility to update any of those forward-looking statements or information or publicly announce any revisions to them to reflect future developments, events or circumstances for any reason, even if new information becomes available or other events occur in the future. However, the Company and Quantum Healthcare are, or will be, as the case may be, subject to the relevant provisions of the SFA and the Catalist Rules regarding corporate disclosure.

This Scheme Document may include market and industry data and information that have been obtained from, *inter alia*, internal studies, where appropriate, as well as publicly available information and industry publications. There can be no assurance as to the accuracy or completeness of such information. While each of the Company and Quantum Healthcare has taken reasonable steps to ensure that the information is extracted accurately, the Company and Quantum Healthcare have not independently verified any of the data from third party sources or ascertained the underlying bases or assumptions relied upon therein.



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## LETTER TO SHAREHOLDERS

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### QT VASCULAR LTD.

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

#### Board of Directors:

Thomas Tan Gim Chua (*Chief Executive Officer and Executive Director*)  
Ng Fook Ai Victor (*Independent Non-Executive Chairman*)  
Sho Kian Hin (*Independent Director*)  
Ng Boon Eng (*Independent Director*)

#### Registered Office:

16 Raffles Quay  
#41-07  
Hong Leong Building  
Singapore 048581

1 June 2022

To: The Shareholders of QT Vascular Ltd.

Dear Shareholders,

- (1) **PROPOSED RESTRUCTURING AND TRANSFER OF LISTING STATUS OF THE COMPANY TO QUANTUM HEALTHCARE;**
- (2) **PROPOSED OPTIONS VARIATION; AND**
- (3) **PROPOSED AWARDS VARIATION,**

**BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 210 OF THE COMPANIES ACT 1967 OF SINGAPORE**

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## 1. INTRODUCTION

- 1.1 As set out in the Announcement, the Company is proposing to undertake a scheme of arrangement ("**Scheme**") pursuant to Section 210 of the Companies Act which involves the following:
- (a) the acquisition by Quantum Healthcare Limited ("**Quantum Healthcare**") of all the shares of the Company ("**Shares**") and in consideration thereof, Quantum Healthcare will allot and issue to Entitled Shareholders such number of shares in Quantum Healthcare ("**Quantum Healthcare Shares**"), credited as fully paid, on the basis of one (1) new Quantum Healthcare Share for every one (1) Share held by each Entitled Shareholder as at the Record Date ("**Proposed Restructuring**") and the transfer of the listing status of the Company to Quantum Healthcare ("**Transfer of Listing Status**");
  - (b) the assumption by Quantum Healthcare of all liabilities and obligations of the Company in connection with the outstanding Options granted by the Company to the Optionholders under the Option Schemes ("**Proposed Options Variation**"); and
  - (c) the assumption by Quantum Healthcare of all liabilities and obligations of the Company in connection with the outstanding Awards granted by the Company to the Awards holders under the QT Vascular Restricted Share Plan 2015 ("**Proposed Awards Variation**").

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## LETTER TO SHAREHOLDERS

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The Scheme has to be approved by the Shareholders in compliance with the requirements of Section 210(3AB) of the Companies Act, i.e. by a majority in number of Shareholders, representing not less than three-fourths in value of the Shares held by the Shareholders, present and voting, either in person or by proxy, at the Scheme Meeting and sanctioned by the Court.

The above corporate actions are interlinked and inter-conditional on one another. Accordingly, if the requisite approvals for the Scheme are not obtained by the Company, none of the abovementioned corporate actions will take place.

For the avoidance of doubt, the Scheme is not a debt restructuring scheme. As such, there is no intention for any write-off of any debt of the Company in connection with the Scheme.

- 1.2** The Company had applied, through its sponsor, PrimePartners Corporate Finance Pte. Ltd., for the listing of and quotation of all the Quantum Healthcare Shares (including the existing 1 Quantum Healthcare Share held by Kelvin Tong and the Quantum Healthcare Shares to be allotted and issued pursuant to the Proposed Restructuring and any new shares issued pursuant to the exercise or release of the Options and Awards) and the listing and quotation notice ("**LQN**") which was subject to certain conditions (further details of which are set out in paragraph 4.3) was obtained on 11 May 2022.
- 1.3** The LQN is not an indication of the merits of the Scheme, the Company, the Quantum Healthcare Shares and Quantum Healthcare.
- 1.4** The Company had, through its Sponsor, applied to the SGX-ST and the SGX-ST had by way of a letter dated 16 November 2021 and a subsequent response dated 22 March 2022 confirming that the aforesaid letter (including the conditions stated therein as set out below) remains applicable to the Scheme, advised that the Scheme is not subject to the new listing and delisting requirements under Chapter 4 and Chapter 13 of the Catalist Rules respectively:
- (a) the Company's compliance with the SGX-ST's listing requirements;
  - (b) announcement of the implementation of the Scheme and the fulfilment of the conditions precedent;
  - (c) approval being obtained from Shareholders and the relevant authorities for the Scheme;
  - (d) sanction of the Scheme by the Court;
  - (e) submission of an undertaking (in the form set out in Appendix 7H of the Catalist Rules) from each of the directors and executive officers of Quantum Healthcare to comply with the Catalist Rules; and
  - (f) submission of an undertaking from the Company that any subsequent disposal of the Company's current business is subject to shareholders' approval.
- 1.5** In addition, the Company had applied to the MAS and the MAS had declared in its letter dated 7 April 2022 that pursuant to Section 273(5) of the SFA, subdivisions (2) and (3) of Division 1 of Part XIII of the SFA (other than Section 257 of the SFA) shall not apply to the offer of Quantum Healthcare Shares made pursuant to the Proposed Restructuring, for a period of six months from 7 April 2022, subject to the conditions as detailed in paragraph 3.4 of this Scheme Document.
- 1.6** This Scheme Document has been prepared to provide Shareholders with all necessary information relating to the Scheme and to seek the Shareholders' approval of the Scheme at the Scheme Meeting, as set out in the Notice of Scheme Meeting on pages N-1 to N-5 of this Scheme Document.

## **2. BACKGROUND ON THE COMPANY AND QUANTUM HEALTHCARE**

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## LETTER TO SHAREHOLDERS

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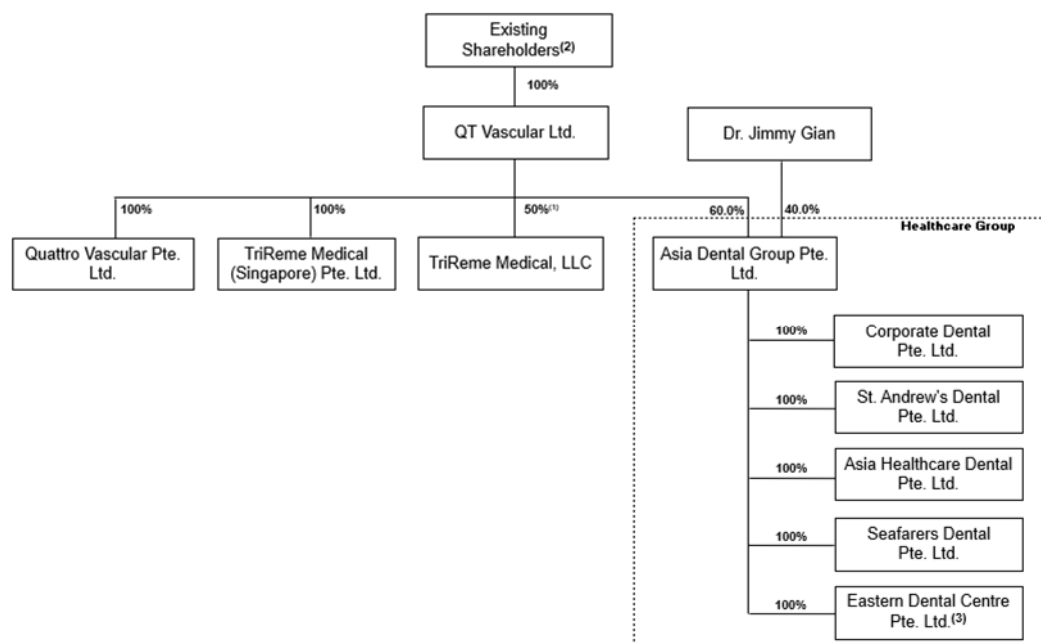
### 2.1 Company

The Company is a public company limited by shares, whose Shares are listed on the Catalist on 29 April 2014. As at the Latest Practicable Date, the Company has an issued and paid-up share capital comprising 6,893,072,508 Shares and the Company does not have any treasury shares.

As at the Latest Practicable Date, the Company has 12,715,160 outstanding Options under the Option Schemes issued to 27 Optionholders and 1,241,544 outstanding Awards under the QT Vascular Restricted Share Plan 2015 granted to six (6) Awards holders which have not vested.

The principal activities of the Company and its subsidiaries (excluding the Healthcare Group pursuant to the Acquisition completed on 13 January 2022) are the design, assembly and distribution of advanced therapeutic solutions for the minimally invasive treatment of complex vascular diseases ("**Existing Medical Device Business**"). The Group collaborates 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.

A diagram illustrating the corporate structure of the Group before the Scheme is as follows:



#### Notes:

- (1) The Company owns one (1) share more than 50% of the share capital of TML.
- (2) The Existing Shareholders include Tan Gim Chua Thomas, Quek Chin Thean, Chong Leong Fah Derrick and Dr Jimmy Gian as a result of the completion of the Subscription and Acquisition.
- (3) Eastern Dental Centre Pte. Ltd. owns the business of Eastern Dental Surgery Group which comprises three (3) clinics. Please refer to the Company's announcement dated 31 March 2022.

### 2.2 Quantum Healthcare

Quantum Healthcare was incorporated on 30 May 2022 as a public limited company in Singapore for the purposes of the Scheme and the Quantum Healthcare Constitution was adopted on the same day. The Quantum Healthcare Constitution complies with the relevant requirements of the Catalist Rules for constitutions of listed issuers, including Rule 406(8) read with Appendix 4C of the Catalist Rules.

As at the Latest Practicable Date, the issued and paid-up share capital of Quantum Healthcare

## LETTER TO SHAREHOLDERS

is S\$1.00 comprising 1 ordinary share held by Kelvin Tong. As at the Latest Practicable Date, Quantum Healthcare does not hold, directly or indirectly, any Shares.

Quantum Healthcare has been dormant since the date of its incorporation and has no assets or liabilities (other than for auditing, corporate secretarial and other administrative expenses incurred). Upon completion of the Scheme, Quantum Healthcare's principal business activity will be that of investment holding. The Company will become a wholly-owned operating subsidiary of Quantum Healthcare and continue to own and operate the Existing Medical Device Business. In addition, following the Proposed Restructuring, the Transfer of Listing Status and the Scheme, the Company intends to transfer all of its shares held in its subsidiary, ADG, representing 60% of the issued and paid-up share capital of ADG, to Quantum Healthcare ("**Proposed Transfer of ADG**"). As a result of the Proposed Transfer of ADG, ADG will become a directly-held subsidiary of Quantum Healthcare and continue carrying out its Healthcare Business.

Please refer to paragraph 3.1 for the diagram illustrating the changes in corporate structure of the Group after implementation of the Scheme and the Proposed Transfer of ADG.

### 3. THE SCHEME

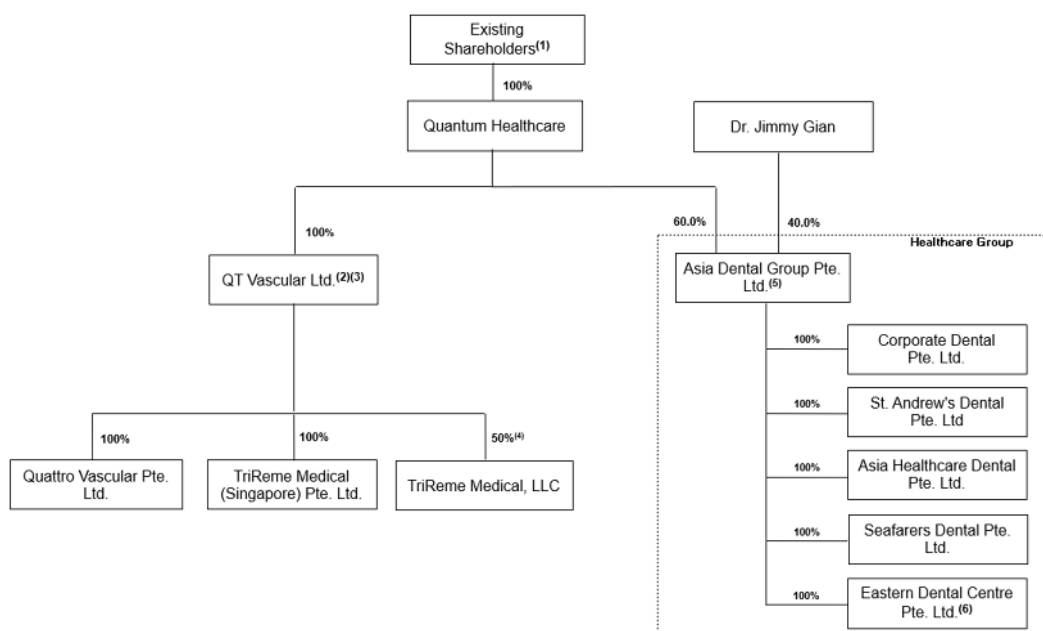
#### 3.1 Overview

The Scheme is proposed to all Entitled Shareholders.

The Scheme comprises mainly as follows:

- (a) the Proposed Restructuring and Transfer of Listing Status;
- (b) the Proposed Options Variation; and
- (c) the Proposed Awards Variation.

A diagram illustrating the changes in corporate structure of the Group after the Scheme and the Proposed Transfer of ADG is as follows:



**Notes:**

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## LETTER TO SHAREHOLDERS

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- (1) The Existing Shareholders include Tan Gim Chua Thomas, Quek Chin Thean, Chong Leong Fah Derrick and Dr Jimmy Gian as a result of the completion of the Subscription and Acquisition. For the avoidance of doubt, the moratorium on the Shares issued pursuant to the Subscription as detailed in the Company's circular dated 24 December 2021 will continue to apply after the completion of the Scheme in respect of the Quantum Healthcare Shares to be issued to the Investors pursuant to the Scheme.
- (2) The Company shall transfer its listing status to Quantum Healthcare after the completion of the Scheme.
- (3) The Company will no longer be a listed company immediately after the completion of the Scheme.
- (4) The Company owns one (1) share more than 50% of the share capital of TML.
- (5) Following the Proposed Restructuring, the Transfer of Listing Status and the Scheme, the Company intends to transfer all of its shares held in its subsidiary, ADG, representing 60% of the issued and paid-up share capital of ADG, to Quantum Healthcare.
- (6) Eastern Dental Centre Pte. Ltd. owns the business of Eastern Dental Surgery Group which comprises three (3) clinics. Please refer to the Company's announcement dated 31 March 2022.

### 3.2 Rationale for the Scheme

Currently, the Company's core business segments comprise the Existing Medical Device Business and the Healthcare Business, and it is envisaged that the Healthcare Business would be a more significant contributor to the revenue of the Group as compared to the Existing Medical Device Business. The purpose of the Proposed Restructuring and the Transfer of Listing Status is mainly to ring-fence the potential liabilities of the Company's Existing Medical Device Business from the Healthcare Business and any other New Businesses that may be acquired in the future and have a clear segregation of the Group's business segments under Quantum Healthcare. This would be achieved by the Proposed Restructuring and the Transfer of Listing Status from the Company to Quantum Healthcare, whereby the Company will relinquish its status as a listed company and become a wholly-owned subsidiary of Quantum Healthcare. In addition, following the Proposed Restructuring, the Transfer of Listing Status and the Scheme, the Company intends to undertake the Proposed Transfer of ADG.

The Proposed Restructuring and the Transfer of Listing Status enables the establishment of a corporate structure where:

- (a) Quantum Healthcare becomes an investment holding company directly owning 100% of the issued and paid-up share capital of the Company and the Company becomes a wholly-owned subsidiary of Quantum Healthcare;
- (b) Quantum Healthcare becomes the listed vehicle in place of the Company; and
- (c) the Company ceases its function as the listed vehicle within the Group and continues carrying out its Existing Medical Device Business.

In addition, following the Proposed Restructuring, the Transfer of Listing Status and the Scheme, as a result of the Proposed Transfer of ADG, ADG will become a directly-held subsidiary of Quantum Healthcare and continue carrying out its Healthcare Business.

The new corporate structure after the Scheme will provide Quantum Healthcare with greater ease and flexibility in positioning itself to expand and/or divest existing business segments (as a share sale transaction rather than an asset sale transaction), explore other possible investment opportunities, new businesses and business partnerships should they arise. The Proposed Restructuring and the Transfer of Listing Status will provide Quantum Healthcare additional flexibility where strategic partners could invest in a specific business segment of Quantum Healthcare instead of the Group in its entirety.

In addition to providing a new corporate direction for the Shareholders, the Company has also

taken steps to ensure that the interest of its Shareholders or existing holders of Options and Awards is safeguarded by ensuring, *inter alia*, that the Proposed Distribution is attributable only to all Shareholders who are registered as such as at 5.00 p.m. on 12 January 2022 (and will not be attributable to Dr Jimmy Gian nor the Investors), and by ensuring that the Proposed Options Variation and Proposed Awards Variation are put in place to safeguard the existing outstanding Options/Awards granted to existing holders under the respective existing plans by the Company. In the event of delisting of the Company, Quantum Healthcare will proceed to handle the Proposed Distribution if and when it occurs and provide announcements as and when there are updates.

### **3.3 Conditions Precedent of the Scheme**

The Scheme is subject to the fulfilment of, *inter alia*, the Conditions Precedent set out in **Appendix G** to this Scheme Document.

A summary of certain material Conditions Precedent are set out below for reference:

- (a) all authorisations, consents, clearances, permissions and approvals (including without limitation regulatory approvals) for the Scheme having been obtained on or before the Record Date;
- (b) the Scheme being approved by the Entitled Shareholders in compliance with the requirements of Section 210(3AB) of the Companies Act, i.e. by a majority in number of Shareholders, representing not less than three-fourths in value of the Shares held by the Shareholders, present and voting, either in person or by proxy, at the Scheme Meeting; and
- (c) sanction of the Scheme by the Court and a copy of the order of the Court sanctioning the Scheme having been lodged with ACRA.

Shareholders should refer to **Appendix G** of this Scheme Document for further details of the Conditions Precedent.

### **3.4 Regulatory Approvals**

The Scheme is subject to the sanction of the Court, as referred to in paragraph 3.3 of this Scheme Document.

The Company had, through the Sponsor, applied to the SGX-ST and the SGX-ST had by way of a letter dated 16 November 2021 and a subsequent response dated 22 March 2022 confirming that the aforesaid letter (including the conditions stated therein as set out below) remains applicable to the Scheme, advised that the Scheme is not subject to the new listing and delisting requirements under Chapter 4 and Chapter 13 of the Catalist Rules respectively:

- (a) the Company's compliance with the SGX-ST's listing requirements;
- (b) announcement of the implementation of the Scheme and the fulfilment of the conditions precedent;
- (c) approval being obtained from Shareholders and the relevant authorities for the Scheme;
- (d) sanction of the Scheme by the Court;
- (e) submission of an undertaking (in the form set out in Appendix 7H of the Catalist Rules) from each of the directors and executive officers of Quantum Healthcare to comply with the Catalist Rules; and
- (f) submission of an undertaking from the Company that any subsequent disposal of the Company's current business is subject to shareholders' approval.

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## LETTER TO SHAREHOLDERS

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Shortly after the Effective Date, the Shares will be delisted and withdrawn from the Catalist.

The Company had through its Sponsor applied to the SGX-ST for the listing and quotation of all the Quantum Healthcare Shares (including the existing one (1) Quantum Healthcare Share held by Kelvin Tong and the Quantum Healthcare Shares to be allotted and issued pursuant to the Proposed Restructuring and any new shares issued pursuant to the exercise or release of the Options and Awards) and the LQN which was subject to certain conditions (further details of which are set out in paragraph 4.3) was obtained on 11 May 2022. The LQN is not an indication of the merits of the Scheme, the Quantum Healthcare Shares, Quantum Healthcare, its subsidiaries and their securities.

Under Division 1 of Part XIII of the SFA, every offer of securities or securities-based derivatives contracts is considered a public offer for which a Singapore-law compliant prospectus is required to be registered, unless such offer is exempted from the prospectus requirements. The MAS had on 7 April 2022, pursuant to Section 273(5) of the SFA, declared that Subdivisions (2) and (3) of Division 1 of Part XIII of the SFA (other than Section 257 of the SFA) shall not apply to the offer of new Quantum Healthcare Shares made pursuant to the Proposed Restructuring, for a period of six months from 7 April 2022. The declaration is subject to the conditions that:

- (a) the shareholders and the composition of their shareholdings in Quantum Healthcare immediately after the completion of the Proposed Restructuring must be the same as that of the Company immediately prior to the completion of the Proposed Restructuring; and
- (b) the Company must issue a shareholders' circular (together with the notice summoning a meeting under Section 210 of the Companies Act) to all of its Shareholders containing sufficient information for Shareholders' decisions in relation to the Scheme including (i) all the information that is required to be provided to the Shareholders under the Catalist Rules or SGX-ST (or both); and (ii) the terms of the Scheme and details of the Proposed Restructuring.

### 3.5 Explanatory Statement

An Explanatory Statement setting out the key terms of, the rationale for and the effect of the Scheme and the procedures for its implementation is set out in **Appendix A** of this Scheme Document. It should be read with the full text of this Scheme Document, including the Scheme as set out in **Appendix I** of this Scheme Document.

## 4. THE PROPOSED RESTRUCTURING AND THE TRANSFER OF LISTING STATUS

### 4.1 The Proposed Restructuring

The Proposed Restructuring pursuant to the Scheme will involve, *inter alia*, the following:

- (a) a transfer of all the Shares held by the Entitled Shareholders as at the Record Date to Quantum Healthcare; and
- (b) in consideration for such transfer of the Shares, Quantum Healthcare will allot and issue to the Entitled Shareholders such number of Quantum Healthcare Shares, credited as fully paid, on the basis of one (1) Quantum Healthcare Share for every one (1) Share held by each Entitled Shareholder as at the Record Date ("**Scheme Consideration**").

The Shares will be transferred by the Entitled Shareholders to Quantum Healthcare (i) fully paid; (ii) free from all Encumbrances; and (iii) together with all rights, benefits and entitlements attaching thereto, including the right to receive and retain all dividends, rights and other distributions (if any) declared, paid or made by the Company on or after the Announcement

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## LETTER TO SHAREHOLDERS

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Date, save for any dividends that may be paid by the Company prior to the Record Date.

The Quantum Healthcare Shares to be allotted and issued to the Entitled Shareholders as the Scheme Consideration shall be duly authorised, validly issued, credited as fully paid, free from Encumbrances, together with all rights, benefits and entitlements thereto, including the right to receive and retain (all dividends, rights and other distributions (if any) declared, paid or made by the Company on or after the Announcement Date, save for any dividends that may be paid by the Company prior to the Record Date, and shall rank *pari passu* in all respects with one another as well as the existing issued Quantum Healthcare Shares.

The Quantum Healthcare Shares which constitute the Scheme Consideration will be allotted and issued to the Shareholders within ten calendar days immediately after the Effective Date.

The Proposed Restructuring pursuant to the Scheme is to be effected pursuant to, and in compliance with, the requirements of Section 210 of the Companies Act. Upon the Scheme becoming effective, the Entitled Shareholders will become shareholders of Quantum Healthcare and the Company will become a wholly-owned subsidiary of Quantum Healthcare.

### **4.2 Delisting of the Company and Listing of Quantum Healthcare in its place**

It is intended that following the Proposed Restructuring and the Transfer of Listing Status, the Quantum Healthcare Shares will be listed and traded on the Catalist, and the Company will relinquish its status as a listed company on the Catalist.

On or around the Effective Date of the Scheme, being the date that the Court Order is duly lodged with ACRA for registration, Quantum Healthcare will own the entire issued and paid-up share capital of the Company, and the Company will become a wholly-owned subsidiary of Quantum Healthcare. Consequently, the Shares will be withdrawn from the SGX-ST and cease to be traded on the SGX-ST after completion of the Proposed Restructuring pursuant to the Scheme and the Company ceases its function as the listed vehicle within the Group and continues as the operational company carrying out its Existing Medical Device Business.

It is contemplated that the withdrawal of the Shares or delisting of the Company from the SGX-ST will take place shortly after the Effective Date. It is also contemplated that the Company may, following the withdrawal of the Shares or delisting of the Company from the SGX-ST, convert to a private company.

The Quantum Healthcare Shares to be issued to the Entitled Shareholders pursuant to the Scheme will be listed on the Catalist of the SGX-ST shortly before the withdrawal of the Shares or delisting of the Company from the SGX-ST. Further announcements in relation to the withdrawal of the Shares or delisting of the Company from the SGX-ST will be made in due course as and when appropriate.

Please refer to paragraphs 5 and 6 of this Scheme Document for further details on the corporate information of Quantum Healthcare (including the composition of its board of directors and board committees, namely the audit committee, the nominating committee and the remuneration committee) and the constitutive documents of Quantum Healthcare respectively.

### **4.3 No Cash Outlay**

Shareholders should note that the Company will bear all cash outlay (including any stamp duties, CDP administrative fees or brokerage expenses) that is required and no cash outlay will be required from the Shareholders under the Scheme.

## **5. CORPORATE INFORMATION OF QUANTUM HEALTHCARE**

### **5.1 Directors and Executive Officers of Quantum Healthcare**

As at the Latest Practicable Date, all the Directors are also the directors of Quantum Healthcare



("Quantum Healthcare Directors"). The Quantum Healthcare Directors are appointed on the board of directors of Quantum Healthcare on the same terms as such Directors are appointed on the Board. As at the Latest Practicable Date, it is envisaged that there will be no additional directors appointed to the board of directors of Quantum Healthcare.

As at the Latest Practicable Date, it is envisaged that the executive officers of Quantum Healthcare after the completion of the Proposed Restructuring, the Transfer of Listing Status and the Scheme shall be Mr. Thomas Tan Gim Chua, Mr. Kelvin Tong and Dr Jimmy Gian. The terms of their employment with the Quantum Healthcare Group will remain the same after the completion of the Proposed Restructuring, the Transfer of Listing Status and the Scheme as those currently under the Company.

## **5.2 Audit Committee, Nominating Committee and Remuneration Committee of Quantum Healthcare**

As at the Latest Practicable Date, it is envisaged that the members of the respective board committees of the Company will be the same as the members of the respective board committees of Quantum Healthcare. The members of the respective board committees of Quantum Healthcare are as follows:

### **Audit Committee**

Sho Kian Hin – Chairman  
Ng Boon Eng – Member  
Ng Fook Ai Victor – Member

### **Nominating Committee**

Ng Boon Eng – Chairman  
Ng Fook Ai Victor – Member  
Thomas Tan Gim Chua – Member

### **Remuneration Committee**

Ng Fook Ai Victor – Chairman  
Ng Boon Eng – Member  
Sho Kian Hin – Member

The terms of reference of the Audit Committee, Nominating Committee and Remuneration Committee of Quantum Healthcare are the same as those adopted by the respective board committees of the Company.

## **5.3 Principal Activities of Quantum Healthcare**

As at the Latest Practicable Date, Quantum Healthcare has not undertaken any business activities and has no assets or liabilities (other than for auditing, corporate secretarial and other administrative expenses incurred). The principal business activity of Quantum Healthcare upon completion of the Scheme would be that of investment holding.

## **5.4 Share Capital of Quantum Healthcare**

### **(a) Number and Class of Shares**

As at the Latest Practicable Date, Quantum Healthcare has only one (1) class of shares, being ordinary shares. The issued and paid-up share capital of Quantum Healthcare as at the Latest Practicable Date is as follows:

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## LETTER TO SHAREHOLDERS

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	No. of Quantum Healthcare Shares	Issued share capital (S\$)
<b>Issued and paid-up share capital</b>	1	1.00

(b) Issue of Shares

Since 30 May 2022 (being the date of incorporation of Quantum Healthcare) to the Latest Practicable Date, other than the one (1) Quantum Healthcare Share issued and currently held by Kelvin Tong, Quantum Healthcare has not issued any Quantum Healthcare Shares.

Immediately after the completion of the Scheme, the number of issued Quantum Healthcare Shares will be increased by the number of Quantum Healthcare Shares issued pursuant to the Proposed Restructuring, and the enlarged share capital will comprise 6,893,072,508 ordinary shares. Kelvin Tong has agreed to take one (1) less Quantum Healthcare Share issued pursuant to the Proposed Restructuring as he currently owns 1 subscriber Quantum Healthcare Share.

(c) Convertible Instruments

As at the Latest Practicable Date, there are no outstanding instruments convertible into, rights to subscribe for, or options in respect of Quantum Healthcare Shares which carry voting rights affecting the issued Quantum Healthcare Shares.

(d) Treasury Shares

As at the Latest Practicable Date, Quantum Healthcare does not have any treasury shares.

### 5.5 Disclosure of Interests

As at the Latest Practicable Date, none of the Directors has any direct or indirect interests in the 1 Quantum Healthcare Share.

### 5.6 Material Contracts

Save as disclosed in this Scheme Document, Quantum Healthcare has not entered into any other material contract, agreement or arrangement with any third party since 30 May 2022 (being the date of incorporation of Quantum Healthcare) and the Quantum Healthcare Directors are not aware of any event which has occurred since such date to the Latest Practicable Date which may have a material adverse effect on the financial position of the Quantum Healthcare Group.

### 5.7 Material Litigation

As at the Latest Practicable Date:

- (a) Quantum Healthcare is not engaged in any material litigation or arbitration proceedings, as plaintiff or defendant, which might materially and adversely affect the financial position of Quantum Healthcare; and
- (b) the Quantum Healthcare Directors are not aware of any litigation, claim or proceeding pending or threatened against Quantum Healthcare or of any fact likely to give rise to any proceeding which might materially and adversely affect the financial position of Quantum Healthcare.

## 6. CONSTITUTIVE AND CORPORATE DOCUMENTS AND/OR RESOLUTIONS OF QUANTUM

## HEALTHCARE

### 6.1 Quantum Healthcare Constitution

The Quantum Healthcare Constitution, which was adopted by Kelvin Tong (in his capacity as sole shareholder) by way of a special resolution passed on 31 May 2022, complies with the relevant requirements of the Catalist Rules for constitutions of listed issuers, including Rule 406(8) and Appendix 4C of the Catalist Rules.

In view of the numerous changes which would have to be made to the existing Constitution (which was adopted on 6 March 2013) due to changes to the Companies Act and the Catalist Rules, Quantum Healthcare has adopted a new set of constitutive documents instead of adopting an amended version of the existing Constitution.

A summary of the material differences between the existing Constitution and the Quantum Healthcare Constitution are set out in **Appendix D**. Please note that the list set out in **Appendix D** is not exhaustive and Shareholders are advised to refer to the full text of the Quantum Healthcare Constitution set out in **Appendix C** to this Scheme Document.

By approving the Scheme, Shareholders will be deemed to have approved the adoption of the Quantum Healthcare Constitution. The Quantum Healthcare Constitution will continue to bind Quantum Healthcare and its shareholders, including the Shareholders, immediately after the completion of the Scheme.

### 6.2 Share Issue Mandate

#### (a) QTV Share Issue Mandate

The Company has in place a general share issuance mandate, approved at the 2022 AGM held on 29 April 2022, which grants authority to the Directors pursuant to Section 161 of the Companies Act and Rule 806 of the Catalist Rules, *inter alia*, to allot and issue Shares and/or convertible securities in the capital of the Company in accordance with the terms of such mandate ("**QTV Share Issue Mandate**"). Please refer to **Appendix E** to this Scheme Document for an extract of the resolution passed in respect of the QTV Share Issue Mandate.

As at the Latest Practicable Date, the Company has not issued any Shares under the QTV Share Issue Mandate and prior to completion of the Scheme, the Company shall not issue any Share using the QTV Share Issue Mandate.

The QTV Share Issue Mandate shall terminate on the Effective Date.

#### (b) Quantum Healthcare Share Issue Mandate

Kelvin Tong (in his capacity as the sole shareholder of Quantum Healthcare) had, pursuant to an ordinary resolution on 31 May 2022, approved and adopted a general share issuance mandate to authorise the Quantum Healthcare Directors to allot and issue Quantum Healthcare Shares and/or convertible securities in the capital of Quantum Healthcare pursuant to Section 161 of the Companies Act and Rule 806 of the Catalist Rules and in accordance with the terms of such mandate ("**Quantum Healthcare Share Issue Mandate**"), conditional upon the Shareholders' approval of the Scheme being obtained at the Scheme Meeting and the Scheme becoming effective. Please refer to **Appendix F** to this Scheme Document for an extract of the resolution passed by Kelvin Tong in respect of the Quantum Healthcare Share Issue Mandate.

By approving the Scheme, Shareholders will be deemed to have approved the Quantum Healthcare Share Issue Mandate. Subject to the completion of the Scheme, Quantum Healthcare shall adopt the Quantum Healthcare Share Issue Mandate and

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## LETTER TO SHAREHOLDERS

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the Quantum Healthcare Share Issue Mandate will thereafter, unless revoked or varied by Quantum Healthcare Shareholders in a general meeting, continue to bind Quantum Healthcare and the Quantum Healthcare Shareholders until the conclusion of the next annual general meeting of Quantum Healthcare or the date by which the next annual general meeting of Quantum Healthcare is required by law to be held, whichever is the earlier.

Under the Quantum Healthcare Share Issue Mandate, the aggregate number of Quantum Healthcare Shares (including Quantum Healthcare Shares to be issued in pursuance of offers, agreements or options (collectively, "**Instruments**"), made or granted pursuant to the Quantum Healthcare Share Issue Mandate) to be issued pursuant to the Quantum Healthcare Share Issue Mandate (after deducting such number of ordinary shares in the capital of QTV (if any) which may have been allotted and issued by QTV pursuant to QTV's general share issue mandate approved at the last annual general meeting of QTV held on 29 April 2022 prior to the effective date of the Scheme) shall not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with the paragraph below) in the capital of Quantum Healthcare, of which the aggregate number of Quantum Healthcare Shares to be issued other than on a pro-rata basis to Quantum Healthcare Shareholders shall not exceed 50% of the total number of issued Quantum Healthcare Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with the paragraph below) or such other limit as may be prescribed by the Catalist Rules as at the date the Quantum Healthcare Share Issue Mandate is passed.

For the purpose of determining the aggregate number of Quantum Healthcare Shares that may be issued under the Quantum Healthcare Share Issue Mandate and subject to such manner of calculation as may be prescribed or directed by the SGX-ST, the total number of issued Quantum Healthcare Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Quantum Healthcare Shares (excluding treasury shares and subsidiary holdings) with reference to the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of passing of the resolution to approve the renewal of the QTV Share Issue Mandate at the 2022 AGM, after deducting such number of Shares (if any) which may have been allotted and issued by the Company pursuant to the QTV Share Issue Mandate prior to the Effective Date, and after adjusting for:

- (i) new Quantum Healthcare Shares arising from the conversion or exercise of convertible securities which were in existence as at the time of passing of the resolution to approve the renewal of the QTV Share Issue Mandate at the 2022 AGM;
- (ii) new Quantum Healthcare Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting which were in existence as at the time of passing of the resolution to approve the renewal of the QTV Share Issue Mandate at the 2022 AGM and which Quantum Healthcare is party or subject to or which is otherwise binding on Quantum Healthcare immediately after completion of the Scheme, provided the options or awards are granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (iii) any subsequent bonus issue, consolidation or subdivision of Quantum Healthcare Shares.

As set out above, the aggregate number of Quantum Healthcare Shares which may be issued under the Quantum Healthcare Share Issue Mandate shall be adjusted to deduct such number of Shares (if any) which may be allotted and issued by the Company pursuant to the QTV Share Issue Mandate obtained at the 2022 AGM and prior to the Effective Date. This is to ensure that the maximum number of shares that can be issued pursuant to the QTV Share Issue Mandate and the Quantum Healthcare

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Share Issue Mandate on a collective and aggregate basis shall not exceed the maximum number of shares that can otherwise be issued pursuant to the QTV Share Issue Mandate, if not for the Scheme and the adoption of the Quantum Healthcare Share Issue Mandate.

### 7. PROPOSED OPTIONS VARIATION

#### 7.1 Outstanding Options under the Option Schemes

The 2005 Stock Plan and 2013 QTV Share Plan were adopted to allow the Company to entitle certain employees, directors and consultants to purchase ordinary shares of the Company.

The 2014 QTV Employee Share Option Scheme was adopted and became effective upon the listing of the Company on 29 April 2014 to allow the Company to grant Options to employees and directors of the Company or its subsidiaries, including Controlling Shareholders and their Associates. No Options were granted to Controlling Shareholders and their Associates. The ESOS Rules were approved by Shareholders on 29 April 2014, with certain amendments thereto which were approved by Shareholders on 30 April 2015, 28 April 2016 and 30 April 2019.

As part of the Scheme, the Company proposes the Proposed Options Variation in respect of the outstanding Options granted by the Company under the Option Schemes. For the avoidance of doubt, the Proposed Options Variation do not involve any changes made to the terms of the Options granted by the Company or the rules of the Option Schemes which had previously been approved by the Shareholders.

Since the adoption of the Option Schemes and up to the Latest Practicable Date, 58,702,978 Shares have been allotted, pursuant to the exercise of the Options under the Option Schemes and as at the Latest Practicable Date, no Shares are reserved for allotment under the Option Schemes.

As at the Latest Practicable Date, the Option Schemes have 27 Optionholders with 12,715,160 outstanding Options. Details of the outstanding Options are set out below:

Offer Date of Options	Exercise Price per share (S\$)	Options outstanding as at the Latest Practicable Date	Number of Optionholders as at the Latest Practicable Date	Option Period
2012	0.046125	528,624	6	Ten years from date of grant
2013	0.006	7,967,536	10	Ten years from date of grant
2015	0.095	4,219,000	11	Ten years from date of grant

As at the Latest Practicable Date, all the Optionholders under the Option Schemes have agreed to the Proposed Options Variation and accordingly, there are 12,715,160 varied Options under Quantum Healthcare.

As at the Latest Practicable Date, the Options are out-of-the-money. The Company does not intend to issue additional Options under the Options Schemes.

#### 7.2 Rationale for the Proposed Options Variation

The Proposed Options Variation was made in accordance with the Option Schemes and was proposed to facilitate the Proposed Restructuring and the Transfer of Listing Status in connection with the Scheme and will be subject to the approval of the Shareholders being

obtained at the Scheme Meeting.

### **7.3 Proposed Options Variation**

As at the Latest Practicable Date, the Company has sought and obtained the agreement and consent of all the Optionholders for the allotment and issuance of Quantum Healthcare Shares upon exercise of the Options granted to each of them after the completion of the Scheme by way of entry into the ESOS Variation Agreements, pursuant to which the parties to the ESOS Variation Agreements agreed that:

- (a) pending the completion or lapse of the Scheme, the Optionholders will not exercise their Options; and
- (b) subject to and on completion of the Scheme, the Optionholders will hold the same number of Options, which are exercisable into Quantum Healthcare Shares.

The obligations of the Company under the ESOS Variation Agreements shall be subject to and conditional upon, *inter alia*, the Scheme becoming effective and the approval of the Shareholders for Proposed Options Variation being obtained.

## **8. PROPOSED AWARDS VARIATION**

### **8.1 Outstanding Awards under the QT Vascular Restricted Share Plan 2015**

The QT Vascular Restricted Share Plan 2015 was adopted to allow the Company to grant Awards to employees and directors of the Company or its subsidiaries, including Controlling Shareholders and their Associates.

The Awards Rules were approved by Shareholders on 30 April 2015.

As part of the Scheme, the Company proposes the Proposed Awards Variation in respect of the outstanding Awards granted by the Company under the QT Vascular Restricted Share Plan 2015. For the avoidance of doubt, the Proposed Awards Variation do not involve any changes made to the terms of the Awards granted by the Company or the rules of the QT Vascular Restricted Share Plan 2015 which had previously been approved by the Shareholders.

As at the Latest Practicable Date, the QT Vascular Restricted Share Plan 2015 has six (6) Awards holders with an aggregate of 1,241,544 outstanding Awards. Since the commencement and up to the Latest Practicable Date, there are 147,443,381 Awards under the QT Vascular Restricted Share Plan 2015 granted to employees and Directors. No Awards were granted to Controlling Shareholders and their Associates.

As at the Latest Practicable Date, all the Awards holders under the QT Vascular Restricted Share Plan 2015 have agreed to the Proposed Awards Variation.

The Company does not intend to grant additional Awards under the QT Vascular Restricted Share Plan 2015.

### **8.2 Rationale for the Proposed Awards Variation**

The Proposed Awards Variation was made in accordance with the QT Vascular Restricted Share Plan 2015 and was proposed to facilitate the Proposed Restructuring and the Transfer of Listing Status in connection with the Scheme and will be subject to the approval of the Shareholders being obtained at the Scheme Meeting.

### **8.3 Proposed Awards Variation**

As at the Latest Practicable Date, the Company has sought and obtained the agreement and consent of all the Awards holders for the allotment and issuance of Quantum Healthcare Shares

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## LETTER TO SHAREHOLDERS

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upon release of the Awards after the completion of the Scheme by way of entry into the Awards Variation Agreements, pursuant to which the parties to the Awards Variation Agreements agreed that subject to and on completion of the Scheme, all references in the Awards to Shares shall be treated as references to Quantum Healthcare Shares.

The obligations of the Company under the Awards Variation Agreements shall be subject to and conditional upon, *inter alia*, the Scheme becoming effective and the approval of the Shareholders for Proposed Awards Variation being obtained.

### 9. FINANCIAL EFFECTS OF THE SCHEME

There is no change in the net tangible asset, earnings per share and share capital on the Company and Quantum Healthcare, pursuant to the Scheme, save for estimated expenses of approximately S\$150,000 to be incurred in relation to the Scheme.

### 10. SCHEME MEETING

The Scheme, which is proposed pursuant to Section 210 of the Companies Act, has to be approved by the Shareholders at a meeting convened at the direction of the Court. By order of the Court dated 19 May 2022, the Scheme Meeting was directed to be convened for the purpose of approving the Scheme.

By proposing that the Scheme be effected by way of a scheme of arrangement, the Company is providing the Shareholders the opportunity to determine at the Scheme Meeting whether they consider the Scheme to be in their best interests. When the Scheme, with or without modification, becomes effective, the Scheme will be binding on all Shareholders, whether or not they were present, in person or by proxy, or voted at the Scheme Meeting.

The Scheme must be approved by a majority in number of Shareholders, representing not less than three-fourths in value of the Shares held by the Shareholders, present and voting, either in person or by proxy, at the Scheme Meeting of Shareholders with respect to the Scheme.

The Notice of the Scheme Meeting is set out on pages N-1 to N-5 of this Scheme Document.

### 11. SUSPENSION IN TRADING

Shareholders should note that subject to the agreement of the SGX-ST and the Scheme becoming effective in accordance with its terms, the last date for trading in the Shares is expected to be 20 July 2022 and trading in the Shares will be suspended with effect from 9.00 a.m. on 21 July 2022. The time and date for commencement in trading of the Quantum Healthcare Shares is expected to be 9.00 a.m. on 29 July 2022.

The Record Date is expected to be at 5.00 p.m. on 22 July 2022, and the Shares are expected to be delisted and withdrawn from the SGX-ST with effect from 29 July 2022. Subject to the approval of the Scheme at the Scheme Meeting and the sanction of the Scheme by the Court, the Company will be issuing a notice of the Record Date on the SGXNET in due course.

**Please note that the above dates are indicative only and may be subject to change. Please refer to future announcements by the Company for the actual dates of these events.**

### 12. INTEREST OF THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

#### 12.1 Directors' Interests

As at the Latest Practicable Date, the interests of the Directors in the Shares based on information in the Register of Directors' Shareholdings maintained by the Company pursuant

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## LETTER TO SHAREHOLDERS

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to Section 164 of the Companies Act are as follows. Save as disclosed below, none of the Directors, other than in their respective capacity as Shareholders of the Company, has any interest, direct or indirect, in the Scheme.

	Direct Interest		Deemed Interest	
	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(1)</sup>
<b>Directors</b>				
Thomas Tan Gim Chua	1,666,666,667	24.18	-	-
Ng Fook Ai Victor	2,000,000	0.03	-	-
Sho Kian Hin	-(2)	-(3)	-	-
Ng Boon Eng	-	-	-	-

**Notes:**

- (1) Based on the Company's issued and paid-up share capital of 6,893,072,508 Shares as at the Latest Practicable Date.
- (2) Less than 1,000 Shares.
- (3) Less than 0.01%.

### 12.2 Substantial Shareholders' Interests

As at the Latest Practicable Date, the interests of the Substantial Shareholders in the Shares based on information in the Register of Substantial Shareholders maintained by the Company pursuant to Section 88 of the Companies Act are as follows:

	Direct Interest		Deemed Interest	
	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(1)</sup>
<b>Substantial Shareholders</b>				
Thomas Tan Gim Chua	1,666,666,667	24.18	-	-
Quek Chin Thean	1,277,777,778	18.54	-	-
Chong Leong Fah Derrick	1,111,111,111	16.12	-	-
Gian Siong Lin Jimmy	418,977,778	6.08	-	-

**Notes:**

- (1) Based on the Company's issued and paid-up share capital of 6,893,072,508 Shares as at the Latest Practicable Date.

### 13. DIRECTORS' RECOMMENDATIONS

As Sho Kian Hin holds 331,631 Awards and is therefore interested in the Proposed Awards Variation, he has refrained from making any recommendation as to how Shareholders should vote in respect of the Scheme Resolution at the Scheme Meeting.

Save for Sho Kian Hin, the other Directors (i.e. Ng Boon Eng, Ng Fook Ai Victor and Thomas Tan Gim Chua) having fully considered, amongst others, the terms of the Scheme, and the rationale for the Scheme, are of the opinion that the Scheme is in the best interests of the Company and recommends that Shareholders vote in favour of the Scheme Resolution at the Scheme Meeting.



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## LETTER TO SHAREHOLDERS

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### 14. RESPONSIBILITY STATEMENTS

#### 14.1 Directors

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Scheme Document and confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, this Scheme Document constitutes full and true disclosure of all material facts about the Scheme as set out herein, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Scheme Document misleading.

Where information in the Scheme Document has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Scheme Document in its proper form and context.

#### 14.2 Financial Adviser

To the best of PPCF's knowledge and belief, this Scheme Document constitutes full and true disclosure of all material facts about the Proposed Restructuring and the Transfer of Listing Status as set out herein, the Company and its subsidiaries, and PPCF, as the financial adviser to the Proposed Restructuring and the Transfer of Listing Status in relation to the Scheme, is not aware of any facts the omission of which would make any statement in this Scheme Document misleading.

### 15. MATERIAL CONTRACTS

Save for contracts entered into in the ordinary course of business or as disclosed by the Company via announcements on the SGXNET, the Company has not entered into any material contracts during the two years preceding the Latest Practicable Date.

### 16. GENERAL INFORMATION

Your attention is drawn to the further relevant information in the Appendices to this Scheme Document.

### 17. CONSENTS

17.1 PPCF, the financial adviser to the Proposed Restructuring and the Transfer of Listing Status in relation to the Scheme, has given and has not before the date of this Scheme Document withdrawn its written consent to the issue of the Scheme Document with the inclusion of its name and all references thereto, in the form and context in which they appear in this Scheme Document, and to act in such capacity in relation to the Scheme Document.

17.2 The Company's legal adviser, Rajah & Tann Singapore LLP, has given and has not before the date of this Scheme Document withdrawn its written consent to the issue of the Scheme Document with the inclusion of its name and all references thereto, in the form and context in which they appear in this Scheme Document, and to act in such capacity in relation to the Scheme Document.

### 18. DOCUMENTS AVAILABLE FOR INSPECTION

18.1 Copies of the following documents may be inspected at the registered office of the Company at 16 Raffles Quay, #41-07, Hong Leong Building, Singapore 048581 during normal business hours for three months from the date of this Scheme Document:

- (a) the Constitution of the Company;

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## LETTER TO SHAREHOLDERS

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- (b) the Quantum Healthcare Constitution;
- (c) the annual report of the Company for the financial year ended 31 December 2021;
- (d) the ESOS Variation Agreements;
- (e) the Awards Variation Agreements; and
- (f) the consent letters stated in paragraph 17 of this Scheme Document.

**18.2** Shareholders who wish to inspect these documents at the registered office of the Company are required to send an email request to [kelvin.tong@quantumhealthcare.com.sg](mailto:kelvin.tong@quantumhealthcare.com.sg) to make an appointment in advance. The Company will arrange a date when each shareholder can come to the registered office to inspect the documents accordingly. The inspection of documents will be arranged with each shareholder to limit the number of people who are present at the registered office at any one point in time and such arrangements are subject to the prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be implemented by the relevant authorities from time to time.

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

**Thomas Tan Gim Chua**  
**Chief Executive Officer and Executive Director**

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**APPENDIX A – EXPLANATORY STATEMENT (IN COMPLIANCE WITH SECTION 211  
OF THE COMPANIES ACT)**

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- (1) **PROPOSED RESTRUCTURING AND TRANSFER OF LISTING STATUS OF THE COMPANY TO QUANTUM HEALTHCARE;**
- (2) **PROPOSED OPTIONS VARIATION; AND**
- (3) **PROPOSED AWARDS VARIATION,**

**BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 210 OF THE COMPANIES ACT 1967 OF SINGAPORE**

## **1. INTRODUCTION**

### **1.1 Announcement**

As announced on 11 May 2022, the Company has applied to court to implement a scheme of arrangement under section 210 of the Companies Act involving the Shares. The Scheme comprises mainly as follows:

- (a) all the Shares will be transferred to Quantum Healthcare under the Scheme;
- (b) Quantum Healthcare will assume all liabilities and obligations of the Company in connection with the outstanding Options granted by the Company to the Optionholders under the Option Schemes; and
- (c) Quantum Healthcare will assume all liabilities and obligations of the Company in connection with the outstanding Awards granted by the Company to the Awards holders under the QT Vascular Restricted Share Plan 2015.

### **1.2 Explanatory Statement**

The purpose of this Explanatory Statement is to provide Shareholders with information on the Scheme and to explain the rationale for and effect of the Scheme. It should be read in conjunction with the full text of this Scheme Document, including the Scheme. Capitalised terms used in this Explanatory Statement which are not defined herein or in the Scheme, shall bear the same meanings as ascribed to them in the section or definitions as set out from pages 4 to 10 of this Scheme Document.

## **2. GENERAL**

### **2.1 What is a Scheme of Arrangement?**

Under Singapore law, a scheme of arrangement of the kind proposed here is a compromise or arrangement provided for under Section 210 of the Companies Act to take effect between a company and its members or creditors. The arrangement becomes legally binding on **all of the members** or creditors to whom it is intended to apply if a majority in number and representing three-fourths in value of the members or creditors, voting in person or by proxy, vote in favour of it at the meeting convened with the permission of the Court and if the Court subsequently approves it.

### **2.2 What are Shareholders required to do?**

If you are a Shareholder, you are entitled to vote (in real time via electronic means (either personally or via appointment of proxy) or by the appointment of the Chairman of the Scheme Meeting as proxy) at the Scheme Meeting for the purpose of approving the Scheme, in

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**APPENDIX A – EXPLANATORY STATEMENT (IN COMPLIANCE WITH SECTION 211  
OF THE COMPANIES ACT)**

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accordance with paragraph 8.4 of this Explanatory Statement. The Scheme Meeting will be held on 24 June 2022 at 9:30 a.m. by way of electronic means, notice of which is set out on pages N-1 to N-5 of this Scheme Document. Shareholders will not be able to attend the Scheme Meeting in person due to the current COVID-19 situation in Singapore.

**3. RATIONALE FOR THE SCHEME**

The rationale for the Scheme is set out in paragraph 3.2 of this Scheme Document.

**4. THE SCHEME**

**4.1 Scheme**

The Scheme is proposed to all Entitled Shareholders.

As at the Latest Practicable Date, the Company has an issued and paid-up share capital comprising 6,893,072,508 Shares (with no treasury shares).

As at the Latest Practicable Date, the Company has 12,715,160 outstanding options under the Option Schemes and 1,241,544 outstanding share awards granted under the QT Vascular Restricted Share Plan 2015.

As at the Latest Practicable Date, Quantum Healthcare does not hold, directly or indirectly, any Shares.

The Scheme will involve, *inter alia*, the transfer of all the Shares held by the Entitled Shareholders as at the Record Date to Quantum Healthcare; and in consideration for the transfer of such Shares, Quantum Healthcare will allot and issue to the Entitled Shareholders such number of Quantum Healthcare Shares, credited as fully paid, on the basis of one (1) Quantum Healthcare Share for every one (1) Share held by each Entitled Shareholder as at the Record Date.

Pursuant to the Scheme, the Shares will be transferred by the Entitled Shareholders to Quantum Healthcare (a) fully paid; (b) free from any Encumbrances; and (c) together with all rights, benefits and entitlements attaching thereto, including the right to receive and retain all rights and other distributions, (if any) declared, paid or made by the Company on or after the Announcement Date, save for any dividends that may be paid by the Company prior to the Record Date.

The Scheme is subject to, *inter alia*, the approval of a majority in number of the Entitled Shareholders holding not less than three-fourths in value of the Shares who are present and voting by proxy at the Scheme Meeting, and the Scheme has to be sanctioned by the Court and thereafter the Court Order has to be lodged with the ACRA. Once effected, the Scheme will be binding on the Company and all Shareholders.

Subject to the Scheme being declared effective, all profit or loss attributable to the Company with effect from the Effective Date shall accrue to the Quantum Healthcare Group, including for the avoidance of doubt, all expenses incurred by the Company and Quantum Healthcare in connection with the Scheme.

The consideration for the transfer of all the Shares to Quantum Healthcare pursuant to the Scheme shall be the amount equivalent to the total number of such Shares multiplied by the weighted average price per Share quoted by SGX-ST for three consecutive market days ending on the last day for trading of Shares on SGX-ST immediately preceding completion of the Proposed Restructuring (or such other amount as agreed by the Company and Quantum Healthcare in consultation with the Company's financial, tax and other professional advisers) less S\$1 (such amount being the issued and paid-up capital of Quantum Healthcare).

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**APPENDIX A – EXPLANATORY STATEMENT (IN COMPLIANCE WITH SECTION 211  
OF THE COMPANIES ACT)**

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**4.2 Quantum Healthcare Shares**

The Quantum Healthcare Shares shall be allotted and issued by Quantum Healthcare on the basis of one (1) new Quantum Healthcare Share for every one (1) Share held by each Entitled Shareholder as at the Record Date and shall be duly authorised, validly issued, credited as fully paid up, free from any Encumbrances, and shall rank *pari passu* in all respects with one another as well as the 1 existing issued Quantum Healthcare Share.

**4.3 SGX-ST's listing and quotation notice for Quantum Healthcare Shares**

An application was made by the Company through its Sponsor to the SGX-ST for the listing of and quotation for all the Quantum Healthcare Shares (including the existing Quantum Healthcare Shares and the Quantum Healthcare Shares to be allotted and issued pursuant to the Scheme) ("**Application**"), and the LQN was obtained on 11 May 2022 in respect of the listing of, and quotation for, on the SGX-ST Quantum Healthcare Shares comprising the existing Quantum Healthcare Shares and any Quantum Healthcare Shares to be allotted and issued pursuant to the Scheme, subject to the following conditions:

- (a) compliance with the SGX-ST's listing requirements;
- (b) shareholders' approval of the Scheme at the Scheme Meeting to be convened; and
- (c) sanction of the Scheme by the Court.

The LQN is not an indication of the merits of the Scheme, the Company, the Quantum Healthcare Shares and Quantum Healthcare.

The Quantum Healthcare Shares which constitute the Scheme Consideration will be allotted and issued to the Shareholders within ten calendar days immediately after the Scheme becomes effective and binding.

**4.4 Withdrawal of the Shares or delisting of the Company from the SGX-ST**

The Company is currently listed on the Catalist of the SGX-ST. If the Scheme becomes effective in accordance with its terms, Quantum Healthcare will own all the issued Shares and the Company will become a direct wholly-owned subsidiary of Quantum Healthcare. The Company may, following its withdrawal of the Shares or delisting of the Company from the SGX-ST, be converted into a private company.

**5. CONDITIONS PRECEDENT**

**5.1 Conditions Precedent**

The Scheme is conditional upon the satisfaction of the Conditions Precedent as set out in **Appendix G** of this Scheme Document.

**5.2 Non-fulfilment of Conditions**

Shareholders should note that if any one or more of the Conditions Precedent are not satisfied or waived (as the case may be), the Scheme will not become effective and binding.

The Scheme will only become effective if all of the Conditions Precedent have been satisfied or waived (as the case may be) and a copy of the Court Order has been lodged with ACRA.

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**APPENDIX A – EXPLANATORY STATEMENT (IN COMPLIANCE WITH SECTION 211  
OF THE COMPANIES ACT)**

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**6. REGULATORY APPROVALS**

**6.1 Court sanction**

The Scheme is also subject to sanction by the Court, as referred to in paragraph 4 of **Appendix G** to this Scheme Document.

**6.2 SGX-ST**

Pursuant to the Company's application, the SGX-ST had advised that the new listing requirements and delisting requirements under Chapters 4 and 13 of the Catalist Rules are not applicable to the Scheme. Shortly after the Effective Date, the Shares will be delisted and withdrawn from the SGX-ST.

The Company also made the Application and obtained the LQN, subject to the conditions stated in paragraph 4.3 of this **Appendix A** above.

**6.3 MAS**

Upon the Company's application, the MAS had in its letter dated 7 April 2022, pursuant to Section 273(5) of the SFA, declared that subdivisions (2) and (3) of Division 1 of Part XIII of the SFA (other than Section 257 of the SFA) shall not apply to the offer of Quantum Healthcare Shares made pursuant to the Proposed Restructuring, for a period of six months from 7 April 2022. The declaration is subject to the conditions that:

- (a) the shareholders of and the composition of their shareholdings in Quantum Healthcare immediately after the completion of the Proposed Restructuring must be the same as that of the Company immediately prior to the completion of the Proposed Restructuring; and

the Company must issue a shareholders' circular (together with the notice summoning a meeting under Section 210 of the Companies Act) to all of its Shareholders containing sufficient information for Shareholders' decisions in relation to the Scheme including (i) all the information that is required to be provided to the Shareholders under the Catalist Rules or SGX-ST (or both); and (ii) the terms of the Scheme and details of the Proposed Restructuring.

**6.4 Securities Industry Council**

As the Proposed Restructuring is a corporate restructuring implemented by way of a scheme of arrangement where there is no change in the effective control of the Company, the provisions of the Code are not applicable to the Proposed Restructuring.

**6.5 SRS**

The Shares are currently under the Supplementary Retirement Scheme.

**7. FINANCIAL EFFECTS OF THE SCHEME**

There is no change in the net tangible asset, earnings per share and share capital on the Company and Quantum Healthcare, pursuant to the Scheme, save for estimated expenses of approximately S\$150,000 to be incurred in relation to the Scheme.

**8. MEETING**

**8.1 Scheme Meeting**

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## APPENDIX A – EXPLANATORY STATEMENT (IN COMPLIANCE WITH SECTION 211 OF THE COMPANIES ACT)

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The Scheme is to be effected pursuant to Section 210 of the Companies Act. By an order of the Court dated 19 May 2022, the Scheme Meeting was directed to be convened for the purpose of considering and if deemed fit, approving the Scheme.

The Scheme must be approved by a majority in number of the Shareholders present and voting, either in person or by proxy, at the Scheme Meeting and holding not less than three-fourths in value of the Shares held by such Shareholders. When the Scheme becomes effective, it will be binding upon all the Shareholders, regardless of whether they support or reject the Scheme or whether or not they were present in person or by proxy or voted at the Scheme Meeting.

### 8.2 Convening of Scheme Meeting

Pursuant to an application by the Company to the Court, the Court has ordered, amongst other things, that:

- (a) the Company be at liberty to convene the Scheme Meeting within three (3) months of 19 May 2022, for the purpose of considering, and if thought fit, approving (with or without modification) the Scheme; and
- (b) the Scheme Meeting shall be convened in the manner set out in Appendix H to this Scheme Document; and
- (c) the Company and any Shareholder be at liberty to apply for such further or other directions as may be necessary or desirable.

The Scheme Meeting will be convened and held by way of electronic means, in the manner set out in Appendix H to this Scheme Document, on Friday, 24 June 2022 at 9:30 a.m. for the purpose of considering, and if thought fit, passing with or without modifications, the resolution of the Shareholders to approve the Scheme.

### 8.3 No Personal Attendance at the Scheme Meeting

The Scheme Meeting will be held by way of electronic means due to the current COVID-19 situation in Singapore. Accordingly, Shareholders will **not** be able to attend the Scheme Meeting in person.

### 8.4 Alternative Arrangements

Alternative arrangements have been put in place to allow Shareholders to participate in the Scheme Meeting by:

- (a) observing and/or listening to the Scheme Meeting proceedings via "live" audio-and-visual webcast or "live" audio-only stream;
- (b) submitting questions in advance of the Scheme Meeting or during the Scheme Meeting via an online chat box; and/or
- (c) voting (in real time via electronic means (either personally or via appointment of proxy) or by the appointment of the Chairman of the Scheme Meeting as proxy).

Shareholders should refer to the Company's announcement dated 1 June 2022 and titled "Electronic Despatch of Scheme Document and Alternative Arrangements Relating to the Scheme Meeting to be held on 24 June 2022" ("**Alternative Arrangements Announcement**"), which has been uploaded with this Scheme Document on SGXNET for further information, including the steps to be taken by Shareholders to participate in the Scheme Meeting. Such announcement is also available on the website of the Company at <https://www.qtvascular.com>.

### 8.5 Notice of Scheme Meeting

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The Notice of the Scheme Meeting is set out on pages N-1 to N-5 of this Scheme Document. You are requested to take note of the date and time of the Scheme Meeting.

**9. IMPLEMENTATION OF THE SCHEME**

**9.1 Application to Court for Sanction**

Upon the Scheme being approved by a majority in number of the Shareholders present and voting, either in person or by proxy, at the Scheme Meeting, holding at least three-fourths in value of the Shares, the Company will apply to Court for its sanction of the Scheme.

**9.2 Procedure for the Proposed Restructuring and the Transfer of Listing Status**

If the Court sanctions the Scheme, the Company and Quantum Healthcare will take necessary steps to render the Scheme effective and the following will be implemented for purpose of the Proposed Restructuring and the Transfer of Listing Status:

- (a) The Shares held by Entitled Shareholders will be transferred to Quantum Healthcare for the Scheme Consideration to be paid to the Entitled Shareholders for each Share transferred, as follows:
  - (i) in the case of Entitled Shareholders (being Depositors), the Company shall instruct CDP, for and on behalf of the Entitled Shareholders, to debit, not later than five Market Days after the Effective Date, all the Shares standing to the credit of the Securities Account of such Entitled Shareholders and credit all of such Shares to the Securities Account of Quantum Healthcare; and
  - (ii) in the case of Entitled Shareholders (not being Depositors), the Company shall authorise any person to execute or effect on behalf of all such Entitled Shareholders, an instrument or instruction of transfer of all the Shares held by such Entitled Shareholders, and every such instrument or instruction of transfer so executed shall be effective as if it had been executed by the relevant Entitled Shareholders.
- (b) On and as from the Effective Date, all existing share certificates relating to the Shares held or owned by the Shareholders will be cancelled and cease to be valid for any purpose whatsoever whether or not they are returned to the Company for cancellation.
- (c) Entitled Shareholders (not being Depositors) shall be required to forward their existing share certificates relating to their Shares to the Share Registrar at 80 Robinson Road, #02-00, Singapore 068898.
- (d) Quantum Healthcare shall, not later than ten calendar days after the Effective Date, and against the transfer of the Shares set out in paragraph 9.2(a) above, allot and issue to the Shareholders, Quantum Healthcare Shares, credited as fully paid, on the basis of one (1) new Quantum Healthcare Share for one (1) Share transferred by such Shareholders, provided that where a Shareholder is a Depositor, the Quantum Healthcare Shares shall be issued to CDP for the benefit and to the credit of his Securities Account.

The Quantum Healthcare Shares shall (i) be credited as fully paid; (ii) free from any Encumbrances; (iii) rank *pari passu* in all respects with one another as well as with the 1 existing issued Quantum Healthcare Share as of the Effective Date; and (iv) have the same rights, benefits and entitlements attaching thereto as the one (1) existing issued Quantum Healthcare Share as of the Effective Date.
- (e) Quantum Healthcare shall cause share certificates for the Quantum Healthcare Shares



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allotted and issued pursuant to the Scheme to be sent no later than ten calendar days after the Effective Date to:

- (i) Entitled Shareholders (not being Depositors) by sending, at the risk of such Shareholders, the same by ordinary post addressed to such Shareholders at their respective addresses in the Register of Members on the Record Date or, in the case of joint Shareholders, to the address of the first named Shareholder, and neither Quantum Healthcare nor the Company shall be liable for any loss in transmission; and
- (ii) Entitled Shareholders (being Depositors) by sending the same to CDP. CDP shall send to such Shareholders, by ordinary post to the address as maintained with CDP and at the risk of such Shareholders, a statement showing the number of Quantum Healthcare Shares credited to their respective Securities Accounts.

The despatch of the share certificates to each Entitled Shareholder in accordance with the above shall discharge Quantum Healthcare from any liability in respect of the delivery of the said certificates.

- (f) All mandates or other instructions given by any Entitled Shareholder relating to the payment of dividends by the Company or relating to notices or other communication in force on the Record Date shall, unless and until revoked, be deemed as on and from the Effective Date to be valid and effective instructions to Quantum Healthcare in relation to his/her corresponding holding of the Quantum Healthcare Shares.

### **9.3 Procedure for the Proposed Options Variation**

If the Court sanctions the Scheme, the Company and Quantum Healthcare will take necessary steps to render the Scheme effective and Quantum Healthcare shall cause Quantum Healthcare Shares to be issued to the Optionholders upon exercise of their Options.

### **9.4 Procedure for the Proposed Awards Variation**

If the Court sanctions the Scheme, the Company and Quantum Healthcare will take necessary steps to render the Scheme effective and Quantum Healthcare shall cause Quantum Healthcare Shares to be issued to the Awards holders upon release of their Awards.

## **10. CLOSURE OF BOOKS**

### **10.1 Notice of Record Date**

Subject to the approval of the Scheme at the Scheme Meeting, and the sanction of the Scheme by the Court, notice of the Record Date will be given in due course for the purpose of determining the entitlements of the Shareholders under the Scheme. The Record Date is tentatively scheduled on 22 July 2022 at 5.00 p.m.

### **10.2 Effects of books closure**

No transfer of the Shares where the certificates relating thereto are not deposited with CDP may be effected after the Record Date.

### **10.3 Trading in Shares on the SGX-ST**

The Scheme is tentatively scheduled to become effective on or about 25 July 2022. Subject to the Scheme becoming effective, the Shares are expected to be withdrawn and the Company to be delisted from the SGX-ST after the Scheme has become effective, tentatively on 29 July 2022. It is therefore expected that the last date for trading in the Shares will tentatively be 20

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July 2022, being two (2) Market Days before the Record Date and trading in the Shares will tentatively be suspended with effect from 9.00 a.m. on 21 July 2022.

Shareholders (not being Depositors) who wish to trade in their Shares are required to deposit with CDP their certificates relating to their Shares, at least 12 Market Days prior to the Record Date. Such Shareholders whose names are registered in the Register of Members on the Record Date will be entitled under the Scheme in accordance with the number of Shares registered in their names.

Shareholders (being Depositors) whose Securities Accounts with CDP are credited with Shares as at the Record Date will be entitled under the Scheme in accordance with the number of Shares standing to the credit of their Securities Account.

The Quantum Healthcare Shares are tentatively scheduled to be listed and quoted on the Catalist of the SGX-ST on 29 July 2022 and trading in the Quantum Healthcare Shares on the Catalist of the SGX-ST is tentatively scheduled to commence from 9.00 a.m. on 29 July 2022.

Please refer to future announcements by the Company for the actual dates of these events.

## **11. SETTLEMENT AND REGISTRATION PROCEDURES**

Subject to the Scheme becoming effective, the following settlement and registration procedures will apply:

(a) Entitled Shareholders whose Shares are deposited with the CDP

Entitlements to the Scheme Consideration will be determined on the basis of the Entitled Shareholders (being Depositors) and the number of Shares standing to the credit of their Securities Account at 5.00 p.m. on the Record Date.

Shareholders (being Depositors) who have not already done so are requested to take the necessary action to ensure that the Shares owned by them are credited to their Securities Account by 5.00 p.m. on the Record Date.

Following the Effective Date, CDP will debit from each relevant Securities Account the number of Shares standing to the credit of the Securities Account of the relevant Entitled Shareholder (being a Depositor) based on the number of Shares standing to the credit of his Securities Account as at the Record Date.

(b) Entitled Shareholders whose Shares are not deposited with the CDP

Entitlements to the Scheme Consideration will be determined on the basis of the Shareholders (not being Depositors) and their holdings of Shares appearing in the Register of Members on the Record Date, which is expected to be at 5.00 p.m. on 22 July 2022.

Shareholders (not being Depositors) who have not already done so are requested to take the necessary action to ensure that the Shares owned by them are registered in their names with the Share Registrar by the Record Date.

From the Effective Date, each existing share certificate representing a former holding of Shares by Entitled Shareholders (not being Depositors) will cease to be evidence of title to the Shares represented thereby. Within ten calendar days of the Effective Date, Quantum Healthcare shall allot and issue to each Entitled Shareholder the relevant number of Quantum Healthcare Shares based on his holding of the Shares as at the Record Date.

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**12. DIRECTORS' INTERESTS**

The interests of the Directors in the Shares as at the Latest Practicable Date are set out in paragraph 12 of the Letter to the Shareholders.

**13. ELECTRONIC DESPATCH OF SCHEME DOCUMENT**

Due to the current COVID-19 situation in Singapore, no printed copies of this Scheme Document, the Notice and the Proxy Form will be despatched to the Shareholders.

Electronic copies of this Scheme Document (enclosing the Notice) and the Proxy Form are available on SGXNET and on the website of the Company at <https://www.qtvascular.com>. A Shareholder will need an internet browser and PDF reader to view these documents on the websites of the SGX-ST and the Company.

**14. OVERSEAS SHAREHOLDERS**

**14.1 Overseas Shareholders**

The applicability of the Scheme to Shareholders whose addresses are outside of Singapore (as shown in the Register of Members of the Company or, as the case may be, in the records of The Central Depository (Pte) Limited) (collectively, the "**Overseas Shareholders**") may be affected by the laws of the relevant overseas jurisdictions. Accordingly, all Overseas Shareholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions.

This Scheme Document will not be sent to any Overseas Shareholders due to the potential restrictions on sending such documents into the relevant overseas jurisdictions. For the avoidance of doubt, the Scheme is proposed to all Shareholders and applies to all Shareholders, including those Shareholders to whom this Scheme Document has not been and will not be sent.

**14.2 Notice**

The Company reserves the right to notify any matter to any or all Overseas Shareholders by announcement on the SGXNET, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure of any Shareholder to receive or see such announcement or advertisement.

**Notwithstanding that such Overseas Shareholder may not receive the notice of the Scheme Meeting, they shall be bound by the Scheme if the Scheme becomes effective.**

**15. ACTION TO BE TAKEN BY SHAREHOLDERS**

**15.1 Alternative Arrangements due to COVID-19**

Due to the current COVID-19 situation in Singapore, Shareholders and persons (including SRS Investors) who hold Shares through relevant intermediaries will not be able to attend the Scheme Meeting in person.

Instead, alternative arrangements relating to the attendance at the Scheme Meeting (pursuant to the Scheme Meeting Court Order) via electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-and-video webcast or "live" audio-only stream), submission of questions to the Chairman of the Scheme Meeting in advance of the Scheme Meeting or during the Scheme Meeting via an online chat box and/or voting (in real time via electronic means (either personally or via appointment of proxy) or by the appointment of the Chairman of the Scheme Meeting as proxy) at the Scheme Meeting, are set out below

and in the Notice of Scheme Meeting.

## **15.2 Information relating to Shareholders**

A Shareholder who has Shares entered against his/her/its name in the Register of Members or the Depository Register as at the cut-off time, being 72 hours prior to the time of the Scheme Meeting (being the time at which the name of the Shareholder must appear in the Register of Members or the Depository Register, as having Shares entered against his/her/its name in the said registers), shall be entitled to attend (via electronic means), submit questions in advance, and vote (in real time via electronic means (either personally or via appointment of proxy) or by the appointment of the Chairman of the Scheme Meeting as proxy), at the Scheme Meeting.

### **(a) Registration to attend the Scheme Meeting**

Shareholders and persons (including SRS Investors) who hold Shares through relevant intermediaries will not be able to attend the Scheme Meeting in person. Instead, the Scheme Meeting will be held by way of electronic means pursuant to the COVID-19 Order and the Scheme Meeting Court Order.

Shareholders will be able to watch these proceedings through a "live" audio-and-video webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio-only stream via telephone. In order to do so, Shareholders should follow these steps:

- (i) Shareholders who wish to (i) attend and vote (in real time) at the Scheme Meeting via electronic means or (ii) appoint a proxy(ies) to attend and vote (in real time) at the Scheme Meeting via electronic means must pre-register online at the Company's pre-registration website at <https://registration.ryt-poll.com/home/index/qtvascular-sm> from now till the Registration Deadline of 9:30 a.m. on 22 June 2022 to provide requisite details of the shareholder and proxy(ies) (if applicable) for verification purposes. A Shareholder who wishes to appoint a proxy(ies) must also submit a proxy form in accordance with paragraph 15.2(c) below. A proxy is not required (and will not be able) to separately re-register to attend and vote at the Scheme Meeting.

Following successful verification, authenticated Shareholders and their appointed proxies (if any) will receive an email, which will contain user ID and password details as well as instructions on how to access the "live" audio-and-video webcast and a toll-free telephone number to access the "live" audio-only stream of the proceedings of the Scheme Meeting by 9:30 a.m. on 23 June 2022. Shareholders must not forward the email to other persons who are not Shareholders and who are not entitled to participate in the Scheme Meeting proceedings.

- (ii) Shareholders who have pre-registered by the Registration Deadline but do not receive any email by 9:30 a.m. on 23 June 2022 should contact the Company's polling agent via email at [qtvascular-sm@ryt-poll.com](mailto:qtvascular-sm@ryt-poll.com).
- (iii) Shareholders holding Shares through relevant intermediaries will not be able to pre-register for the "live" audio-and video webcast or the "live" audio-only stream of the Scheme Meeting. Such Shareholders who wish to participate in the Scheme Meeting should instead approach his/her/its relevant intermediary as soon as possible in order to make the necessary arrangements to be made for their participation in the Scheme Meeting. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her/its name and email address) to the Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), via email no later than 9:30 a.m. on 15 June 2022.

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(b) Submission of questions

Shareholders who pre-register online may submit questions relating to the Scheme Resolution to be tabled for approval at the Scheme Meeting in the following manner:

- (i) by email to [kelvin.tong@quantumhealthcare.com.sg](mailto:kelvin.tong@quantumhealthcare.com.sg) no later than 9.30 a.m. on 14 June 2022;
- (ii) by post to the registered office of the Company at 16 Raffles Quay, #41-07, Hong Leong Building, Singapore 048581 no later than 9.30 a.m. on 14 June 2022; or
- (iii) during the Scheme Meeting via an online chat box.

The Company will endeavour to respond to substantial and relevant questions received by 9.30 a.m. on 19 June 2022, being at least 72 hours prior to the closing date and time for the lodgement of the Proxy Forms (via an announcement on SGXNet and the Company's website), or at the Scheme Meeting.

Shareholders who submit questions via email must provide the following information:

- his/her/its full name;
- his/her/its full NRIC/FIN/Passport/Company Registration number;
- his/her/its address, contact number and email address; and
- the manner in which he/she/it holds Shares (e.g. via CDP or SRS).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its status as Shareholders.

The Company will, within one month after the date of the Scheme Meeting, publish the minutes of the Scheme Meeting on the Company's website and on SGXNET and the Company's website, and the minutes will include the responses to the questions referred to above.

(c) Voting (in real time via electronic means (either personally or via appointment of proxy) or by the appointment of the Chairman of the Scheme Meeting as proxy)

Shareholders who wish to vote at the Scheme Meeting can either:

- (i) pre-register online at <https://registration.ryt-poll.com/home/index/qtvvascular-sm> by 9:30 a.m. on 22 June 2022 being not less than 48 hours before the time for holding the Scheme Meeting to:
  - attend and vote (in real time) at the Scheme Meeting via electronic means; or
  - appoint a proxy(ies) to attend and vote (in real time) at the Scheme Meeting via electronic means on their behalf and provide the requisite details of the proxy(ies),
- (ii) if they do not wish to attend or appoint a proxy(ies) to attend and vote (in real time) at the Scheme Meeting, submit a proxy form to appoint the Chairman of the Scheme Meeting to vote on their behalf.

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For the avoidance of doubt, Shareholders who have pre-registered to appoint a proxy(ies) to attend and vote at the Scheme Meeting via electronic means on their behalf must also submit a completed proxy form for the appointment of such proxy(ies). All proxy forms must be received by the Company by 9:30 a.m. on 22 June 2022 being not less than 48 hours before the time for holding the Scheme Meeting.

Where a Shareholder has chosen to appoint a proxy(ies) (including the Chairman of the Scheme Meeting as proxy, where applicable), the Shareholder should specifically direct the proxy(ies) (including the Chairman of the Scheme Meeting as proxy, where applicable) on how he/she/it is to vote for or vote against (or abstain from voting) on the resolutions to be tabled at the Scheme Meeting. If no specific direction as to voting is given, (aa) (in the case of the appointment of the Chairman of the Scheme Meeting as proxy), such appointment of the Chairman will be treated as invalid; and (bb) (in the case of appointment of anyone other than the Chairman of the Scheme Meeting as proxy(ies), the proxy(ies) will vote or abstain from voting at his/her/its discretion. For the avoidance of doubt, pre-registration is not required if a Shareholder only intends to appoint the Chairman of the Scheme Meeting as proxy and does not intend to attend the Scheme Meeting.

A Shareholder may only cast all the votes he/she/it uses at the Scheme Meeting in one way, save that a Shareholder who is a relevant intermediary or a Depository Agent (hereinafter, an "**Intermediary**") need not cast all the votes it uses in the same way provided that each vote is exercised in relation to a different Share. For the purposes of satisfying the condition under section 210(3AB)(a) of the Companies Act, the Company shall treat an Intermediary that casts votes both for and against the Scheme as follows:

- (i) the Company shall treat the Intermediary as casting one (1) vote in favour of the Scheme if the Intermediary casts more votes for the Scheme than against the Scheme;
- (ii) the Company shall treat the Intermediary as casting one (1) vote against the Scheme if the Intermediary casts more votes against the Scheme than for the Scheme;
- (iii) the Company shall treat the Intermediary as casting one (1) vote for and one (1) vote against the Scheme if the Intermediary casts equal votes for and against the Scheme.

The completed and signed Proxy Form must be submitted to the Company:

- (i) if submitted by post, be lodged at the registered office of the Company at 16 Raffles Quay, #41-07, Hong Leong Building, Singapore 048581; or
- (ii) if submitted electronically, be submitted via email to the Company at [kelvin.tong@quantumhealthcare.com.sg](mailto:kelvin.tong@quantumhealthcare.com.sg) or to the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com);

in either case not later than 48 hours before the time fixed for holding the Scheme Meeting, which is by 9.30 a.m. on 22 June 2022.

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Completion and return of the instrument appointing the Chairman of the Scheme Meeting or an individual as proxy(ies) will not prevent a Shareholder from attending and voting via electronic means at the Scheme Meeting if he/she/it subsequently wishes to do so, provided that in the event of such attendance by the Shareholder via electronic means, the relevant instrument submitted by the Shareholder shall be deemed to be revoked.

A Shareholder who wishes to submit the Proxy Form must first 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.

**Due to the current COVID-19 situation in Singapore 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.**

**15.3 Depositor not Shareholder**

A Depositor shall not be regarded as a Shareholder entitled to attend the Scheme Meeting and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register as certified by CDP to the Company at least 72 hours before the time fixed for holding the Scheme Meeting.

**15.4 Important Reminder**

Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the Scheme Meeting at short notice. Shareholders and persons (including SRS Investors) who hold Shares through a relevant intermediary are advised to regularly check the Company's website at <https://www.qtvvascular.com> or announcements released by the Company on SGXNET for updates on the status of the Scheme Meeting.

**16. ABSTENTION FROM VOTING**

**16.1 In relation to the Proposed Options Variation**

As stated under paragraph 7 of the Letter to the Shareholders, the Proposed Options Variation involves, *inter alia*, the assumption by Quantum Healthcare of all liabilities and obligations of the Company in respect of the existing Options granted and held by Optionholders, and is thus only applicable to persons who hold Options.

If a Shareholder holds Options under any of the Option Schemes, he should abstain from voting at the Scheme Meeting in respect of the Scheme Resolution and should not accept nominations as proxies or otherwise for voting at the Scheme Meeting, unless specific instructions have been given in the proxy form on how the vote is to be cast for the Scheme Resolution.

**16.2 In relation to the Proposed Awards Variation**

As stated under paragraph 8 of the Letter to the Shareholders, the Proposed Awards Variation involves, *inter alia*, the assumption by Quantum Healthcare of all liabilities and obligations of the Company in respect of the existing Awards granted to and held by Awards holders, and is thus only applicable to persons who hold Awards.

If a Shareholder holds Awards under the QT Vascular Restricted Share Plan 2015, he should abstain from voting at the Scheme Meeting in respect of the Scheme Resolution and should not accept nominations as proxies or otherwise for voting at the Scheme Meeting, unless specific instructions have been given in the proxy form on how the vote is to be cast for the Scheme Resolution.

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**17. INFORMATION RELATING TO SRS INVESTORS**

SRS Investors should refer to the Alternative Arrangements Announcement for further information, including the steps to be taken by the SRS Investors to participate in the Scheme Meeting. SRS Investors who wish to participate in the Scheme Meeting are advised to consult their SRS Agent Banks for further information and if they are in any doubt as to the action they should take, SRS Investors should seek independent professional advice.

SRS Investors who wish to vote should approach their SRS Agent Banks to submit their voting instructions by 9.30 a.m. on 15 June 2022, being seven (7) working days before the date of the Scheme Meeting, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Scheme Meeting to vote on their behalf by 9.30 a.m. on 22 June 2022.

SRS Investors may vote "live" via electronic means at the Scheme Meeting if they are appointed as proxies by their respective SRS Agent Banks, and should contact their respective SRS Agent Banks if they have any queries regarding their appointment as proxies.

**18. DIRECTORS' RECOMMENDATION**

The recommendation of the Directors in relation to the Scheme is set out in paragraph 13 of the Letter to Shareholders.

**19. GENERAL INFORMATION**

Your attention is drawn to the further relevant information, including the Directors' interests in the Shares, set out in the Appendices to this Scheme Document. The Explanatory Statement should be read in conjunction with, and is qualified by, the full text of this Scheme Document, including the Scheme.



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## APPENDIX B – GENERAL INFORMATION

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### 1. DIRECTORS

#### 1.1. Directors of the Company

As at the Latest Practicable Date, the Directors are Thomas Tan Gim Chua, Ng Fook Ai Victor, Sho Kian Hin and Ng Boon Eng.

#### 1.2. Audit Committee, Nominating Committee and Remuneration Committee of the Company

The members of the respective board committees are as follows:

##### **Audit Committee**

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

##### **Nominating Committee**

Ng Boon Eng (Chairman)  
Ng Fook Ai Victor  
Thomas Tan Gim Chua

##### **Remuneration Committee**

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

### 2. PRINCIPAL ACTIVITIES OF THE COMPANY

The Company was incorporated in Singapore on 6 March 2013 and was listed on the Catalyst of the SGX-ST on 29 April 2014.

The Company is principally engaged in (i) the design, assembly and distribution of advanced therapeutic solutions for the minimally invasive treatment of complex vascular diseases, (ii) the provision of dental services and (iii) operations management and consultancy services to certain Government entities and/or corporate clients.

### 3. SHARE CAPITAL OF THE COMPANY

#### 3.1. Number and Class of Shares

The Company has only one (1) class of Shares, being ordinary shares. As at the Latest Practicable Date, the issued and paid-up share capital of the Company is as follows:

As at the Latest Practicable Date	No. of Shares	Issued share capital (S\$)
Issued and fully paid-up Shares	6,893,072,508	195,768,446

#### 3.2. Issue of Shares

From 14 January 2022 to the Latest Practicable Date, the Company has not issued any new Shares.

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## APPENDIX B – GENERAL INFORMATION

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### 3.3. Convertible Instruments

As at the Latest Practicable Date, the Company has 12,715,160 outstanding Options under the Option Schemes and 1,241,544 share Awards granted under the QT Vascular Restricted Share Plan 2015.

Save as disclosed above, as at the Latest Practicable Date, there are no outstanding instruments convertible into, rights to subscribe for, or options in respect of, the Shares which carry voting rights affecting the Shares.

### 3.4. Treasury Shares

The Company does not have any treasury shares as at the Latest Practicable Date.

## 4. DISCLOSURE OF INTERESTS

The interests of the Directors in the Shares are set out in paragraph 12 of the Letter to Shareholders.

### 4.1. Holdings of Quantum Healthcare Shares by the Company

As at the Latest Practicable Date, the Company does not own or control any Quantum Healthcare Shares nor has the Company agreed to acquire any Quantum Healthcare Shares.

## 5. MATERIAL LITIGATION

As announced by the Company on 30 August 2021, on 27 August 2021, InnoRa GmbH ("InnoRa"), a licensor to TriReme Medical LLC ("TriReme", a subsidiary of the Company in which the Company owns 1 share more than 50% of TriReme), of intellectual property for the application and incorporation of certain coating technologies with and into balloon catheters under a development and licence agreement dated 3 April 2011 between InnoRa and TriReme pertaining to Chocolate Touch®, was seeking to claim an amount of USD1,200,000 in royalties, being 30% of the initial payment made to TriReme, under the Sublicense Agreement of the asset purchase agreement between the Company, TriReme, G Vascular Private Limited and Genesis MedTech International Private Limited in relation to the disposal of Chocolate Touch® by TriReme to G Vascular Private Limited as announced in the Company's announcement dated 27 August 2020, to be paid not later than 10 September 2021 as well as 30% of all future payments received by TriReme in connection with the aforesaid disposal.

Subsequently, on 13 October 2021, the Company's wholly owned subsidiaries, TriReme Singapore Pte Ltd and Quattro Vascular Pte Ltd, had filed for a demand for arbitration against InnoRa with the American Arbitration Association's San Francisco regional office, seeking declaratory judgements and damages of not less than USD1,000,000 from InnoRa ("**Notice of Arbitration**"). InnoRa had, on 19 October 2021, responded to the claims made by the Company's wholly owned subsidiaries, TriReme Singapore Pte Ltd and Quattro Vascular Pte Ltd with the American Arbitration Association's San Francisco regional office.

On 3 March 2022, the Company's wholly owned subsidiaries, TriReme Singapore Pte Ltd and Quattro Vascular Pte Ltd had responded to the statement of counterclaims made by InnoRa with the American Arbitration Association's San Francisco regional office. The arbitration process is still in the early stages with discovery process that commenced in March 2022. The arbitration hearing is scheduled for January 2023 with the decision on the award of the claims made by TriReme Singapore Pte Ltd and Quattro Vascular Pte Ltd and the counterclaims made by InnoRa presently anticipated to be made within 2 months after the arbitration hearing.

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## APPENDIX B – GENERAL INFORMATION

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As at the Latest Practicable Date:

- (a) save as disclosed, the Company is not engaged in any material litigation or arbitration proceedings, as plaintiff or defendant, which might materially and adversely affect the financial position of the Company; and
- (b) the Directors are not aware of any litigation, claim or proceeding pending or threatened against the Company or of any fact likely to give rise to any proceeding which might materially and adversely affect the financial position of the Company.

### **6. TAXATION**

The Directors are of the view that the Scheme should have no significant adverse tax implications on the Company. Shareholders who are in doubt as to their respective tax implications arising from the Scheme should consult their own professional advisers.

### **7. GENERAL DISCLOSURE**

Save as disclosed in this Scheme Document, there are, as at the Latest Practicable Date, no agreements or arrangements made between any Director and any other person in connection with or which are conditional upon the outcome of the Scheme.

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**APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION**

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**THE COMPANIES ACT, (CAP. 50)**

—————  
**PUBLIC COMPANY LIMITED BY SHARES**  
—————

**CONSTITUTION**

**of**

**QUANTUM HEALTHCARE LIMITED**  
—————

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**INTERPRETATION**

1. In this Constitution, the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context: Interpretation
- |                               |  |
|-------------------------------|--|
| <b>"Act"</b>                  | The Companies Act 1967.  |
| <b>"Alternate Director"</b>   | An Alternate Director appointed pursuant to regulation 128.  |
| <b>"Auditors"</b>             | The auditors for the time being of the Company.  |
| <b>"capital"</b>              | Share capital.   |
| <b>"Company"</b>              | Quantum Healthcare Limited by whatever name from time to time called.  |
| <b>"Constitution"</b>         | This constitution, as may be amended from time to time.  |
| <b>"Director"</b>             | Includes any person acting as a director of the Company and includes any person duly appointed and acting for the time being as an Alternate Director. |
| <b>"Directors" or "Board"</b> | The Directors for the time being of the Company as a body or a quorum of the Directors present at a meeting of the Directors.                          |
| <b>"dividend"</b>             | Includes bonus.  |

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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<b>"Exchange"</b>	The Singapore Exchange Securities Trading Limited and, where applicable, its successors in title.
<b>"Market Day"</b>	A day on which the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) is open for trading in securities.
<b>"Member", "holder of any share" or "shareholder"</b>	Any registered holder of shares for the time being or if the registered shareholder is the Depository, a Depositor named in the Depository Register (for such period as shares are entered in the Depositor's Securities Account), save that references in this Constitution to a "Member" shall, where the Act requires, exclude the Company where it is a member by reason of its holding shares as treasury shares.
<b>"month"</b>	Calendar month.
<b>"Office"</b>	The Registered Office for the time being of the Company.
<b>"Paid up"</b>	Includes credited as paid up.
<b>"Register of Members"</b>	The Register of Members of the Company.
<b>"regulation"</b>	A regulation of this Constitution, as altered or added to from time to time and any reference to a regulation by number is a reference to the regulation of that number in this Constitution.
<b>"Seal"</b>	The Common Seal of the Company or in appropriate cases the Official Seal or duplicate Common Seal.
<b>"Secretary"</b>	The secretary or secretaries for the time being of the Company and shall include any person entitled to perform the duties of secretary temporarily and where two or more persons are appointed to act as joint secretaries shall include any one of those persons.
<b>"Securities Account"</b>	The securities account maintained by a Depositor with a Depository.
<b>"SFA"</b>	The Securities and Futures Act 2001.
<b>"Singapore"</b>	The Republic of Singapore.
<b>"shares"</b>	Shares in the capital of the Company.
<b>"Statutes"</b>	The Act and every other legislation for the time being in force concerning companies and affecting the Company.
<b>"year"</b>	Calendar year.
<b>"S\$"</b>	The lawful currency of Singapore.

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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The expressions "**Depositor**", "**Depository**", "**Depository Agent**" and "**Depository Register**" shall have the meanings ascribed to them respectively in the SFA.

The expressions "**current address**", "**electronic communications**", "**financial statements**", "**relevant intermediary**" and "**treasury shares**" shall have the meanings ascribed to them respectively in the Act.

- (a) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to written or produced by any substitute for writing or partly one and partly another and shall include (except where otherwise expressly specified in this Constitution or the context otherwise requires, and subject to any limitations, conditions or restrictions contained in the Statutes) any representation or reproduction of words, symbols or other information which may be displayed in a visible form, whether in a physical document or in an electronic communication or form or otherwise howsoever.
- (b) Words denoting the singular shall include the plural and *vice versa*. Words denoting the masculine gender only shall include the feminine gender. Words denoting persons shall include corporations.
- (c) The expression "**clear days' notice**" shall, for the purposes of calculating the number of days necessary before a notice is served or deemed to be served, be exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given.
- (d) Save as aforesaid, any word or expression used in the Act and the Interpretation Act, Cap. 1 shall, if not inconsistent with the subject or context, bear the same meaning in this Constitution.
- (e) The headnotes and marginal notes are inserted for convenience only and shall not affect the construction of this Constitution.
- (f) Any reference in this Constitution to any enactment is a reference to that enactment as for the time being amended or re-enacted.
- (g) A Special Resolution shall be effective for any purposes for which an Ordinary Resolution is expressed to be required under any provision of this Constitution.

### NAME

2. The name of the Company is Quantum Healthcare Limited. Name

### LIABILITY OF MEMBERS

3. The liability of the Members is limited. Liability of Members

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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### BUSINESS

4. (1) Subject to the provisions of the Act, the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) and any other written law and this Constitution, the Company has:
- Business or activity
- (a) full capacity to carry on or undertake any business or activity, do any act or enter into any transaction; and
- (b) for these purposes, full rights, powers and privileges.
- (2) Subject to the provisions of the Act, any branch or kind of business which by this Constitution is either expressly or by implication authorised to be undertaken by the Company may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.

### PUBLIC COMPANY

5. The Company is a public company. Public Company

### REGISTERED OFFICE

6. The Office shall be at such place in Singapore as the Directors shall from time to time determine. Place of Office

### SHARES

7. (1) The rights attaching to shares of a class other than ordinary shares shall be expressed in this Constitution. Shares of a class other than ordinary shares
- (2) The Company may issue shares for which no consideration is payable to it. Issue of shares for no consideration
8. Subject to the Statutes and this Constitution, no shares may be issued by the Directors without the prior approval of the Company in general meeting but subject thereto and to regulation 8, and to any special rights attached to any shares for the time being issued, the Directors may allot and issue shares or grant options over or otherwise deal with or dispose of the same to such persons on such terms and conditions and for such consideration (if any) and at such time and subject or not to the payment of any part of the amount (if any) thereof in cash as the Directors may think fit. Any such shares may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit. Preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors Provided always that:
- Issue of shares
- (a) (subject to any direction to the contrary that may be given by the Company in general meeting) any issue of shares for

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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- cash to Members holding shares of any class shall be offered to such Members in proportion as nearly as may be to the number of shares of such class then held by them and the provisions of the second sentence of regulation 68(1) with such adaptations as are necessary shall apply; and
- (b) any other issue of shares, the aggregate of which would exceed the limits referred to in regulation 68(2), shall be subject to the approval of the Company in general meeting.
9. Notwithstanding anything in this Constitution, a treasury share shall be subject to such rights and restrictions as may be prescribed in the Act and may be dealt with by the Company in such manner as may be permitted by, and in accordance with, the Act. For the avoidance of doubt, save as expressly permitted by the Act, the Company shall not be entitled to any rights of a Member under this Constitution. Treasury shares
10. (1) Preference shares may be issued subject to such limitation thereof as may be prescribed by law or by the listing rules of the Exchange (and where applicable, any securities exchange upon which the shares in the Company are listed). Preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports, balance sheets and financial statements and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or sanctioning a sale of the undertaking of the Company or where the proposal to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six (6) months in arrears. In the event of preference shares being issued, the total number of issued preference shares shall not at any time exceed the total number of issued ordinary shares. Rights attached to preference shares
- (2) The Company has power to issue further preference capital ranking equally with, or in priority to, preference shares from time to time already issued or about to be issued. Issue of further preference shares
11. If at any time the share capital is divided into different classes, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, whether or not the Company is being wound up, be varied or abrogated either with the consent in writing of the holders of three-quarters of the issued shares of the class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of shares of the class and to every such Special Resolution the provisions of Section 184 of the Act shall with such adaptations as are necessary apply. To every such separate general meeting, the provisions of this Constitution relating to general meetings shall *mutatis mutandis* apply. Variation of rights of shares
- Provided always that:
- (a) the necessary quorum shall be two (2) persons at least holding or representing by proxy or by attorney one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy or by attorney may demand a poll, but where the necessary majority for such a



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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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Special Resolution is not obtained at the meeting, consent in writing if obtained from the holders of three-fourths of the issued shares of the class concerned within two (2) months of the meeting shall be as valid and effectual as a Special Resolution carried at the meeting; and

- (b) where all the issued shares of the class are held by one (1) person, the necessary quorum shall be one (1) person and such holder of shares of the class present in person or by proxy or by attorney may demand a poll.
12. The repayment of preference capital other than redeemable preference capital or any other alteration of preference shareholders' rights, may only be made pursuant to a Special Resolution of the preference shareholders concerned. Provided always that where the necessary majority for such a Special Resolution is not obtained at a meeting, consent in writing if obtained from the holders of three-fourths of the preference shares concerned within two (2) months of the meeting, shall be as valid and effectual as a Special Resolution carried at the meeting. Variation of rights of preference shareholders
13. The rights conferred upon the holders of the shares of any class issued with preferred rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class or by this Constitution, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto. Issue of further shares affecting preferred rights
14. If by the conditions of allotment of any shares the whole or any part of the amount of the issue price thereof shall be payable by instalments every such instalment shall, when due, be paid to the Company by the person who for the time being shall be the registered holder of the share or his personal representatives, but this provision shall not affect the liability of any allottee who may have agreed to pay the same. Payment of instalments
15. The Company may pay any expenses (including brokerage or commission) incurred in any issue of shares or purchase or acquisition of shares at such rate or amount and in such manner as the Directors deem fit. Such expenses may be paid in whole or in part in cash or fully or partly paid shares of the Company. The Company may, in addition to, or in lieu of, such commission, in consideration of any person subscribing or agreeing to subscribe, or of his procuring or agreeing to procure subscriptions, for any shares in the Company, confer on any such person an option call within a specified time for a specified number of shares in the Company at a specified price or on such other terms and conditions as the Directors may deem fit. The requirements of the provisions of the Act shall be observed, as far as applicable. Payment of expenses (including brokerage and commission)
16. Save to the extent permitted by the Act or the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), no part of the funds of the Company shall, directly or indirectly, be employed in the purchase of or subscription for or making of loans upon the security of any shares (or its holding company, if any). The Company shall not, except as authorised by the Act, give any financial assistance for the purpose of or in connection with any purchase of shares in Company's shares as security

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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the Company (or its holding company, if any).

17. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest on so much of that share capital as is for the time being paid up for the period (except treasury shares), and, subject to the conditions and restrictions mentioned in Section 78 of the Act, may charge the same to capital as part of the cost of the construction of the works or building or the provision of the plant. Power to charge interest on capital
18. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by this Constitution or by law otherwise provided) any other rights in respect of any share, except an absolute right to the entirety thereof in the person (other than the Depository or its nominee, as the case may be) entered in the Register of Members as the registered holder thereof or (where the person entered in the Register of Members as the registered holder of a share is the Depository) the person whose name is entered in the Depository Register in respect of that share. Company need not recognise trust

### SHARE CERTIFICATES

19. Every person whose name is entered as a Member in the Register of Members shall be entitled to receive, within ten (10) Market Days (or such other period as may be prescribed by or approved by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) from time to time or by the provisions of the Statutes) of the closing date of any application for shares or, as the case may be, the date of lodgement of a registrable transfer, one certificate for all his shares of any one class or several certificates in reasonable denominations each for a part of the shares so allotted or transferred. Where such a Member transfers part only of the shares comprised in a certificate or where a registered shareholder requires the Company to cancel any certificate or certificates and issue new certificates for the purpose of subdividing his holding in a different manner, the old certificate or certificates shall be cancelled and a new certificate or certificates for the balance of such shares issued in lieu thereof and such Member shall pay a fee not exceeding S\$2/- for each such new certificate or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed). Where the Member is a Depositor the delivery by the Company to the Depository of provisional allotments or share certificates in respect of the aggregate entitlements of Depositors to new shares offered by way of rights issue or other preferential offering or bonus issue shall to the extent of the delivery discharge the Company from any further liability to each such Depositor in respect of his individual entitlement. Entitlement to share certificate
20. The retention by the Directors of any unclaimed share certificates (or stock certificates as the case may be) shall not constitute the Company a trustee in respect thereof. Any share certificate (or stock Retention of certificate

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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certificate as the case may be) unclaimed after a period of six (6) years from the date of issue of such share certificate (or stock certificate as the case may be) may be forfeited and if so shall be dealt with in accordance with this Constitution *mutatis mutandis*.

- |     |   |                                     |
|-----|---|-------------------------------------|
| 21. | The certificate of title to shares shall be issued under the Seal in such form as prescribed by the Directors from time to time, or executed as a deed in accordance with the Act. Every certificate shall bear the autographic or facsimile signatures of at least two (2) Directors or by one (1) Director and the Secretary or some other person appointed by the Directors, and shall specify the number and the class of shares to which it relates, whether the shares are fully or partly paid up, the amount (if any) unpaid on the shares and any other information as the Act may require. The facsimile signatures may be reproduced by mechanical, electrical or other means provided the method or system of reproducing signatures has first been approved by the Directors. No certificate shall be issued representing more than one class of shares.   | Form of share certificate           |
| 22. | (1) Any two (2) or more certificates representing shares of any one class held by any person whose name is entered in the Register of Members may at his request be cancelled and a single new certificate for such shares issued in lieu without charge.   | Consolidation of share certificates |
|     | (2) If any person whose name is entered in the Register of Members shall surrender for cancellation a share certificate representing shares held by him and request the Company to issue in lieu two (2) or more share certificates representing such shares in such proportions as he may specify, the Directors may, if they think fit, comply with such request. Such person shall (unless such fee is waived by the Directors) pay a maximum fee of S\$2/- for each share certificate issued in lieu of a share certificate surrendered for cancellation or such other fee as the Directors may from time to time determine having regard to any limitation thereof as may be prescribed by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed).   | Sub-division of share certificates  |
|     | (3) In the case of shares registered jointly in the names of several persons any such request may be made by any one of the registered joint holders.   | Requests by joint holders           |
| 23. | (1) Subject to the provisions of the Act, if any share certificates shall be defaced, worn-out, destroyed, lost or stolen, it may be renewed or replaced on such evidence being produced and a letter of indemnity, undertaking and/or statutory declaration (if required) being given by the shareholder, transferee, person entitled, purchaser, member firm or member company of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) or on behalf of its/their client(s) as the Directors shall require, and in the case of defacement or wearing out, on delivery of the old certificate and in any case on payment of such sum not exceeding S\$2/- as the Directors may from time to time require. In the case of destruction, loss or theft, the shareholder or person entitled to whom such renewed certificate is given shall also bear the | Issue of replacement certificates   |

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction, loss or theft.

- (2) When any shares under the powers in this Constitution herein contained are transferred and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they may think fit from the certificate not so delivered up.
- New certificate in place of one not surrendered

### JOINT HOLDERS OF SHARES

24. Where two (2) or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint tenants with benefit of survivorship subject to the following provisions:
- (a) the Company shall not be bound to register more than three (3) persons as the holders of any share, except in the case of executors, trustees or administrators of the estate of a deceased Member;
- Limited to 3 joint holders
- (b) the joint holders of a share shall be liable severally as well as jointly in respect of all payments which ought to be made in respect of such share;
- Jointly and severally liable
- (c) on the death of any one (1) of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the Directors may require such evidence of death as they may deem fit;
- Survivorship
- (d) any one (1) of such joint holders may give effectual receipts for any dividend or other moneys payable or property distributable to such joint holders on or in respect of the share;
- Receipts
- (e) only the person whose name stands first in the Register of Members as one (1) of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive notices from the Company and any notice given to such person shall be deemed notice to all the joint holders;
- Entitlement to delivery of share certificates and notice
- (f) for the purposes of a quorum joint-holders of any share shall be treated as one Member; and
- Quorum
- (g) if more than one of such joint-holders are present in person or proxy at any General Meeting only that one of the joint-holders or his attorney or proxy, whose name stands first in the Register of Members or (as the case may be) the Depository Register amongst those so present in person or proxy shall be entitled to vote in respect of any of the shares so held.
- Entitlement to vote

### TRANSFER OF SHARES

25. Subject to the restrictions of this Constitution and any restrictions imposed by law or the Exchange (and where applicable, any other
- Form of transfer

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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securities exchange upon which the shares in the Company are listed), any Member may transfer all or any of his shares, but every instrument of transfer of the legal title in shares must be in writing and in the form approved by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), or in any other form acceptable to the Directors, and must be left at the Office (or such other place as the Directors may appoint) for registration, accompanied by the certificate(s) of the shares to be transferred, and such other evidence (if any) as the Directors may require to prove the title of the intending transferor, or his right to transfer the shares.

- |     |   |   |
|-----|---|---|
| 26. | Shares of different classes shall not be comprised in the same instrument of transfer.  | Different classes of shares                   |
| 27. | The instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferee and be witnessed, provided that an instrument of transfer in respect of which the transferee is the Depository or its nominee (as the case may be) shall be effective although not signed or witnessed by or on behalf of the Depository or its nominee (as the case may be). The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof; Provided always that the Directors may dispense with the execution of the instrument of transfer by the transferee in any case in which they think fit in their discretion so to do.   | Transferor and transferee to execute transfer |
| 28. | All instruments of transfer which are registered shall be retained by the Company, but any instrument of transfer which the Directors may refuse to register shall (except in any case of fraud) be returned to the party presenting the same.  | Retention of transfer                         |
| 29. | No share shall in any circumstances be transferred to any infant, bankrupt or person who is mentally disordered and incapable of managing himself or his affairs but nothing herein contained shall be construed as imposing on the Company any liability in respect of the registration of such transfer if the Company has no actual knowledge of the same.   | Infant, bankrupt or mentally disordered       |
| 30. | Subject to any legal requirements to the contrary, the Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six (6) years from the date of registration thereof and all dividend mandates and notifications of change of address at any time after the expiration of six (6) years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of six (6) years from the date of the cancellation thereof and it shall be conclusively presumed in favour of the Company that every entry in the Register of Members purporting to have been made on the basis of an instrument of transfer or other documents so destroyed was duly and properly made and every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company, | Destruction of transfer                       |

Provided always that:

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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- (a) the provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
  - (b) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any circumstances which would not attach to the Company in the absence of this regulation; and
  - (c) references herein to the destruction of any document include references to the disposal thereof in any manner.
31. (1) There shall be no restriction on the transfer of fully paid up shares (except where required by law or the listing rules of, or bye-laws and rules governing, the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed)) but the Directors may in their discretion decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve. Directors' power to decline to register
- (2) The Directors may decline to recognise any instrument of transfer of shares unless:
- (a) a fee not exceeding S\$2/- (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) as the Directors may from time to time require, is paid to the Company in respect thereof; Payment of fee and deposit of transfer
  - (b) the amount of proper duty (if any) with which each instrument of transfer of shares is chargeable under any law for the time being in force relating to stamp duty is paid;
  - (c) the instrument of transfer is deposited at the Office (or such other place as the Directors may appoint) and is accompanied by a certificate of payment of stamp duty (if any), the certificate of the shares to which the transfer relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and where the instrument is executed by some other person on his behalf, the authority of the person so to do; and
  - (d) the instrument of transfer is in respect of only one (1) class of shares.
32. If the Directors refuse to register a transfer of any shares, they shall within ten (10) Market Days after the date on which the transfer was lodged with the Company (or such period of time as may be prescribed by the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in Notice of refusal to register

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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the Company are listed)) give to the transferor and to the transferee notice of their refusal to register as required by the Act.

- |     |  |                                     |
|-----|--|-------------------------------------|
| 33. | The Register of Members and the Depository Register may be closed at such times and for such period as the Directors may from time to time determine; Provided always that it shall not be closed for more than thirty (30) days in any year (in aggregate) and during such periods the Directors may suspend the registration of transfers. Further Provided always that the Company shall give prior notice of such closure as may be required to the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), stating the period and purpose or purposes for which the closure is to be made.  | Closure of Register of Members      |
| 34. | Nothing in this Constitution shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.  | Renunciation of allotment           |
| 35. | Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by relevant parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers, be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner. In every such case, the person registered as transferee, his executors, trustees, administrators and assigns, alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto. | Indemnity against wrongful transfer |

### TRANSMISSION OF SHARES

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|-----|---|--|
| 36. | In the case of the death of a Member whose name is registered in the Register of Members, the survivors or survivor where the deceased was a joint holder, and the executors, trustees or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing herein contained shall release the estate of a deceased shareholder from any liability in respect of any share solely or jointly held by him.   | Transmission on death                                    |
| 37. | In the case of the death of a Member who is a Depositor, the survivors or survivor where the deceased was a joint holder, and the executors, trustees or administrators of the deceased where he was a sole holder and where such executors, trustees or administrators are entered in the Depository Register in respect of any shares of the deceased, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased Depositor (whether sole or joint) from any liability in respect of any share held by him. | Transmission on death of Depositor                       |
| 38. | (1) Any person becoming entitled to the legal title in a share in consequence of the death or bankruptcy of any Member whose name is entered in the Register of Members, and any  | Person becoming entitled in certain circumstances may be |

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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- guardian of an infant becoming entitled to the legal title in a share and whose name is entered in the Register of Members, and any person as properly has the management of the estate of a Member whose name is entered in the Register of Members and who is mentally disordered and incapable of managing himself or his affairs or any person becoming entitled to a share by virtue of a vesting order by a court of competent jurisdiction and recognised by the Company as having any title to that share may, upon producing such evidence of title as the Directors shall require, elect either to be registered himself as holder of the share or transfer the share to some other person, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by a Member.
- registered
- (2) If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to transfer the share to another person he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the event upon which transmission took place had not occurred and the notice or transfer were a transfer signed by the person from whom the title by transmission is derived.
- Requirements regarding transmission of shares
- (3) The Directors may at any time give notice requiring any such person to elect whether to be registered himself as a Member in the Register of Members or, (as the case may be), entered in the Depository Register in respect of the share or to transfer the share and if the notice is not complied with within sixty (60) days the Directors may thereafter withhold payment of all dividends or other moneys payable in respect of the share until the requirements of the notice have been complied with.
- Notice to register to unregistered executors and trustees
39. Save as otherwise provided by or in accordance with this Constitution, a person becoming entitled to a share pursuant to regulation 36, 37 or 38 (upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share) shall be entitled to the same dividends and other advantages as those to which he would be entitled if he were the Member in respect of the share except that he shall not be entitled in respect thereof (except with the authority of the Directors) to exercise any right conferred by membership in relation to meetings of the Company or (save as aforesaid) to any of the rights or privileges of a Member in respect of the share, unless and until he shall be registered as the holder thereof; Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered or named in the Depository Register himself or to transfer the share, and if the notice is not complied with within sixty (60) days the Directors may thereafter withhold payment of all dividends or other moneys payable in respect of the share until the requirements of the notice have been complied with.
- Rights of unregistered persons entitled to a share
40. There shall be paid to the Company in respect of the registration of
- Fees for registration of probate etc.



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any probate, letter of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any shares, such fee not exceeding S\$2/-, or such other sum as may be approved by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) from time to time, as the Directors may from time to time require or prescribe.

### CALLS ON SHARES

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|-----|--|--|
| 41. | The Directors may from time to time, as they think fit, make calls upon the Members in respect of any moneys unpaid on their shares or on any class of their shares and not by the conditions of the issue and allotment thereof made payable at fixed times; and each Member shall (subject to his having been given at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be made payable by instalments. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. A call may be revoked or postponed as the Directors may determine. | Directors may make calls on shares       |
| 42. | A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed.   | Time when new call made                  |
| 43. | If before or on the day appointed for payment thereof, a call payable in respect of a share is not paid, the person from whom the amount of the call is due shall pay interest on such amount at such rate not exceeding ten per cent (10%) per annum as the Directors may determine from the day appointed for payment thereof to the time of actual payment, and shall also pay all costs, charges and expenses which the Company may have incurred or become liable for in order to procure payment of or in consequence of the non-payment of such call or instalment, but the Directors shall be at liberty to waive payment of such interest, costs, charges and expenses wholly or in part.                                 | Interest and other late payment costs    |
| 44. | Any sum which by the terms of issue of a share is made payable upon allotment or at any fixed date and any instalment of a call shall for all purposes of this Constitution be deemed to be a call duly made and payable on the date fixed for payment and, in the case of non-payment, the provisions of this Constitution as to payment of interest and expenses, forfeiture and the like and all other relevant provisions of the Statutes or of this Constitution shall apply as if such sum were a call duly made and notified as hereby provided.  | Sum due on allotment or other fixed date |
| 45. | The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the time of payment of such calls.   | Power of Directors to differentiate      |
| 46. | The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money uncalled and unpaid upon the shares held by him and such payments in advance of calls shall extinguish (so far as the same shall extend) the liability upon the shares in respect of which it is made, and upon the money so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the Company may pay interest at a rate agreed between the Member paying such sum and the Directors provided that such rate may not exceed eight  | Payment in advance of calls              |

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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per cent (8%) per annum without the sanction of the Company in general meeting. Capital paid on shares in advance of calls shall not whilst carrying interest confer a right to participate in profits and until appropriated towards satisfaction of any call shall be treated as a loan to the Company and not as part of its capital and shall be repayable at any time if the Directors so decide.

### FORFEITURE OF SHARES

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|-----|---|---|
| 47. | If a Member fails to pay the whole or any part of any call or instalment of a call by or on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued thereon and any expenses incurred by the Company by reason of such non-payment.  | Notice requiring payment of unpaid calls            |
| 48. | The notice shall name a further day (not being less than fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made. It shall also name the place where payment is to be made and shall state that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.   | Notice to state time and place of payment           |
| 49. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect.   | Forfeiture of shares for non-compliance with notice |
| 50. | A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture notwithstanding that they shall have been declared.   | Forfeiture to include all dividends                 |
| 51. | The Directors may accept a surrender of any share liable to be forfeited hereunder.   | Directors may accept surrender in lieu              |
| 52. | The forfeiture or surrender of a share shall involve the extinction at the time of forfeiture or surrender of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the Member whose share is forfeited or surrendered and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act given or imposed in the case of past Members.  | Extinction of forfeited share                       |
| 53. | Notwithstanding any such forfeiture, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture, upon the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.  | Directors may allow forfeited share to be redeemed  |
| 54. | A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto or to any other person, on such terms and in such manner as the Directors think fit and at any time before a sale or disposition, the forfeiture or surrender may be cancelled on such terms as the Directors think fit. To give effect to any such sale, re-allotment or other disposition, the Directors are | Sale of forfeited shares                            |

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- empowered to or may authorise some other person to transfer the shares to the purchaser.
55. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed and he shall thereupon be registered as the holder of the share and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. Company may receive consideration of sale
56. If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, trustees, administrators or assignees or as he directs. Application of residue of proceeds of forfeiture
57. A person whose shares have been forfeited or surrendered shall cease to be a Member in respect of the shares, but shall, notwithstanding such forfeiture or surrender, remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were payable by him to the Company in respect of the shares with interest thereon at the rate of ten per cent (10%) per annum (or such lower rate as the Directors may approve) from the date of the forfeiture or surrender until payment in respect of the shares; but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. The Directors may at their absolute disclosure enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender or waive payment either wholly or in part. Liabilities of Members whose shares forfeited
58. Notice of any forfeiture shall forthwith be given to the holder of the share forfeited or to the person entitled by transmission to the share forfeited as the case may be. An entry of the forfeiture with the date thereof and the fact of the notice given shall be made in the Register of Members or in the Depository Register (as the case may be) opposite the share. The provisions of this regulation are directory only, and no forfeiture shall be in any manner invalidated by any omission to give such notice or to make such entry as aforesaid. Notice of forfeiture

### LIEN ON SHARES

59. (1) The Company shall have a first and paramount lien and charge on all the shares not fully paid up in the name of a Member (whether solely or jointly with others) and all dividends, interest and other distributions from time to time declared in respect of such shares. Such lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay in respect of the shares of the Member or deceased Member. The Directors may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of this regulation. Company's lien
- (2) No Member shall be entitled to receive any dividend or to exercise any privileges as a Member until he shall have paid all calls for the time being due and payable on every share

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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held by him, whether along or jointly with any other person, together with interest and expenses (if any).

60. For the purpose of enforcing such lien, the Directors may sell all or any of the shares subject thereto in such manner as they think fit, but no sale shall be made unless some sum in respect of which the lien exists is presently payable and until a notice in writing stating the amount due and demanding payment and giving notice of intention to sell in default, shall have been served in such a manner as the Directors shall think fit on such Member or the person (if any) entitled by transmission to the shares, and default in payment shall have been made by him or them for fourteen (14) days after such notice. To give effect to any such sale or other disposition, the Directors are empowered or may authorise some other person to transfer the shares to the purchaser. Sale of shares subject to lien
61. The net proceeds of any such sale shall be applied in or towards satisfaction of the unpaid calls and accrued interest and expenses due from the Member to the Company in respect of the shares and the residue (if any) shall be paid to the person whose shares have been forfeited or his executors, trustees, administrators or assignees or as he directs; Provided always that the Company shall be entitled to a lien upon such residue in respect of any money due to the Company but not presently payable like to that which it had upon the shares immediately before the sale thereof. Application of proceeds of sale
62. To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser and the Directors may enter the purchaser's name in the Register of Members as holder of the shares and the purchaser shall not be bound to see to the regularity or validity of the transfer or be affected by any irregularity or invalidity in the proceedings or be bound to see to the application of the purchase money. After his name has been entered in the Register of Members the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively. Transfer and title to shares sold
63. A statutory declaration in writing by a Director that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company of the consideration (if any) given for the share on the sale, re-allotment or disposal thereof, together with the certificate under seal for the share delivered to a purchaser (or where the purchaser is a Depositor, to the Depository or its nominee (as the case may be)) or allottee thereof, shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be entered in the Register of Members as the holder of the share or (as the case may be) in the Depository Register in respect of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the forfeiture, surrender, sale, re-allotment or disposal of the share. Statutory declaration that share duly forfeited

### CONVERSION OF SHARES INTO STOCK

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64. The Company may from time to time by Ordinary Resolution convert any paid up shares into stock and may from time to time by like resolution reconvert such stock into paid up shares. Conversion from share to stock and back to share
65. When any shares have been converted into stock, the several holders of such stock may transfer their respective interests therein or any part of such interests in such manner as the Company in general meeting shall direct, but in the absence of such direction, the respective interests may be transferred in the same manner and subject to the same regulations as the shares from which the stock arose would have been transferred prior to conversion or as near thereto as circumstances will admit. But the Directors may if they think fit from time to time fix the minimum number of stock units transferable. Transfer of stock
66. The holders of stock shall, according to the number of stock units held by them, have the same rights, privileges and advantages as regards dividend, return of capital, voting and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except as regards dividend and return of capital and the assets on winding up) shall be conferred by the number of stock units which would not, if existing in shares, have conferred that privilege or advantage, and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted. Rights of stock-holders
67. All such provisions of this Constitution as are applicable to paid up shares shall apply to stock and in all such provisions the words "**share**" and "**shareholder**" shall include "**stock**" and "**stockholder**". Interpretation

### ALTERATIONS OF CAPITAL

68. (1) Subject to any direction to the contrary that may be given by the Company in general meeting or except as permitted under the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), all new shares shall before issue be offered to such Members who as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as far as the circumstances admit, to the number of the existing shares to which they are entitled or hold. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined. After the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares), in the opinion of the Directors, cannot be conveniently offered under this regulation 68(1). Offer of new shares to members
- (2) Notwithstanding regulation 68(1), the Company may by Ordinary Resolution in general meeting give to the Directors a general authority, either unconditionally or subject to such conditions as may be specified in the Ordinary Resolution, General authority for Directors to issue new shares and make or grant Instruments

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to:

- (a) (i) issue shares of the Company whether by way of rights, bonus or otherwise; and/or
- (ii) 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) warrants, debentures or other instruments convertible into shares; and
- (b) (notwithstanding that the authority conferred by the Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the Ordinary Resolution was in force,

Provided always that:

- (A) the aggregate number of shares to be issued pursuant to the Ordinary Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to the Ordinary Resolution) shall be subject to such limits and manner of calculation as may be prescribed by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed);
  - (B) in exercising the authority conferred by the Ordinary Resolution, the Company shall comply with the provisions of the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) for the time being in force (unless such compliance is waived by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed)) and this Constitution; and
  - (C) (unless revoked or varied by the Company in general meeting) the authority conferred by the Ordinary Resolution shall not continue in force beyond the conclusion of the Annual General Meeting of the Company next following the passing of the Ordinary Resolution, or the date by which such Annual General Meeting of the Company is required by law to be held, or the expiration of such other period as may be prescribed by the Act (whichever is the earliest).
69. Notwithstanding regulation 68 above but subject to the Act, the Directors shall not be required to offer any new shares or make or grant any Instruments to Members to whom by reason of foreign securities laws such offer of shares or making or granting of Instruments may not be made without registration of the shares or Instruments or a prospectus or other document, but may, at their absolute discretion and on such terms and conditions as the Directors deem fit, sell the entitlements to the new shares on behalf of such Members in such manner as they think most beneficial to the Company.
70. Subject to any directions that may be given in accordance with the
- Capital raised deemed original capital

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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powers contained in this Constitution, any capital raised by the creation of new shares shall be considered as part of the original capital as consisting of ordinary shares and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise as if it had been part of the original capital.

71. (1) The Company may by Ordinary Resolution or as otherwise permitted by the provisions of the Statutes:
- Power to consolidate, cancel and sub-divide shares
- (a) consolidate and divide all or any of its shares;
- (b) subdivide its shares or any of them (subject nevertheless to the provisions of the Statutes and this Constitution) provided always that in such subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
- (c) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person or which have been forfeited and diminish the amount of its capital by the number of the shares so cancelled and, where any such cancelled share was purchased or acquired out of the capital of the Company, the amount of share capital of the Company shall be reduced accordingly; and
- (d) subject to the provisions of the Statutes, convert its share capital or any class of shares from one currency to another currency.
- (2) The Company may by Special Resolution and subject to and in accordance with the Statutes, convert one class of shares into another class of shares.
- Power to convert shares.
72. (1) The Company may reduce its share capital or any undistributable reserve in any manner, subject to any requirements and consents required by law.
- Reduction of share capital
- (2) Subject to and in accordance with the provisions of the Act, the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) and any applicable legislation or regulation, the Company may authorise the Directors in general meeting to purchase or otherwise acquire ordinary shares, stocks, preference shares, options, debentures, debenture stocks, bonds, obligations, securities, and all other equity, derivative, debt and financial instruments issued by it on such terms as the Company may think fit and in the manner prescribed by the Act. The Company may deal with any such share which is so purchased or acquired by the Company in such manner as may be permitted by, and in accordance with, the Act (including without limitation, to hold such share as a treasury share). Without prejudice to the foregoing, upon cancellation of shares purchased or otherwise acquired by the Company pursuant to this Constitution and the Act, the number of issued shares of the
- Power to repurchase shares

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Company shall be diminished by the number of shares so cancelled, and where any such cancelled shares were purchased or acquired out of the capital of the Company, the amount of the share capital of the Company shall be reduced accordingly.

### GENERAL MEETINGS

73. Save as otherwise permitted under the Act, an annual general meeting shall be held in accordance with the requirements of the Act, at such time and place as may be determined by the Directors, but not more than four (4) months shall be allowed to elapse between the end of each financial year and such general meeting, unless the Registrar authorises an extension of time to hold such general meeting or as otherwise permitted by the Act. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Company shall hold all its general meetings in Singapore (unless prohibited by relevant laws and regulations in the jurisdiction of its incorporation) or such other jurisdiction as may be permitted by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed).
- Annual general meetings and extraordinary general meetings
74. The Directors may whenever they think fit convene an extraordinary general meeting and an extraordinary general meeting shall also be convened on such requisition by Members in accordance with the Act or in default may be convened by such requisitionist as provided for under the Act. If at any time there are not within Singapore sufficient Directors capable of action to form a quorum at a meeting of Directors, any Director may convene an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be convened by the Directors.
- Calling for extraordinary general meetings

### NOTICE OF GENERAL MEETINGS

75. Any general meeting at which it is proposed to pass Special Resolutions or (save as provided by the Statutes) a resolution of which special notice has been given to the Company pursuant to the Act, shall be called by at least twenty-one (21) clear days' notice in writing. An annual general meeting or any other general meeting shall be called by at least fourteen (14) clear days' notice in writing. The notice must specify the place, the day and the hour of the meeting. Such notice shall be given in the manner hereinafter mentioned to all Members other than those who are not under the provisions of this Constitution and the Act entitled to receive such notices from the Company. The period of notice shall be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held. So long as the shares in the Company are listed on the Exchange, at least fourteen (14) days' notice of every general meeting shall be given by advertisement in the daily press and in writing to the Exchange (and where applicable, to any other securities exchange upon which the shares in the Company are listed).
- Notice of meeting
- Subject to the provisions of the Act and the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), notwithstanding that it has been called by a shorter notice than that specified above, a
- Shorter notice



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general meeting shall be deemed to have been duly called if it is agreed:

- (a) in the case of an annual general meeting by all the Members entitled to attend and vote thereat; and
- (b) in the case of an extraordinary general meeting by a majority in number of the Members having a right to attend and vote thereat, being a majority together holding not less than ninety-five per cent (95%) of the total voting rights of all the Members having a right to vote at that meeting.

Provided also that the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

Accidental omission

76. Notice of every general meeting shall be given in any manner authorised by this Constitution to:

Persons to whom notice of meeting is to be given

- (a) every Member holding shares conferring the right to attend and vote at the meeting who at the time of the convening of the meeting shall have paid all calls or other sums presently payable by him in respect of shares;
- (b) every person entitled to a share in consequence of the death or bankruptcy or otherwise of a Member who but for the same would be entitled to receive notice of the meeting;
- (c) every Director;
- (d) the Auditors, without prejudice to regulation 178; and
- (e) the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed).

No other person shall be entitled to receive notices of general meetings; Provided always that if the meeting is called for the alteration of the objects of the Company, the notice shall comply with the provisions of Section 33 of the Act regarding notices to debenture holders.

77. There shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of him and that such proxy need not be a Member.

Contents of notice for general meeting

78. Routine business shall mean and include only business transacted at an annual general meeting of the following classes, that is to say :

Routine and special business

- (a) receiving and adopting the financial statements, the Directors' statement, the Auditor's report and other documents required to be attached to the financial statements;
- (b) appointing or re-appointing Directors to fill vacancies arising at the meeting on retirement whether by rotation or otherwise;
- (c) fixing of the fees of Directors proposed to be paid under

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regulation 102(1);

- (d) declaring dividends; and
- (e) appointing or re-appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.

Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution on the Company in respect of such special business.

79. In the case of any general meeting at which business other than routine business is to be transacted (special business), the notice shall specify the general nature of the special business, and if any resolution is to be proposed as a Special Resolution or as requiring special notice, the notice shall contain a statement to that effect.
- Notice to specify nature of special business

### PROCEEDINGS AT GENERAL MEETINGS

80. No business other than the appointment of a chairman shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Except as herein otherwise provided, two (2) Members present in person shall form a quorum. For the purposes of this regulation, "**Member**" includes a person attending as a proxy and a corporation being a Member shall be deemed to be personally present if represented in accordance with the provisions of Section 179(3) of the Act and such corporation's representative is not otherwise entitled to be present at the meeting as a Member or proxy or as a corporate representative of another Member. Provided always that (i) a proxy representing more than one (1) Member shall only count as one (1) Member for the purpose of determining the quorum; and (ii) where a Member is represented by more than one (1) proxy such proxies shall count as only one (1) Member for the purpose of determining the quorum.
- Quorum
81. If within half an hour from the time appointed for the holding of a general meeting (or such longer interval as the chairman of the meeting may think fit to allow) a quorum is not present, the meeting if convened on the requisition of Members shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (or if that day is a public holiday then the next business day following that public holiday) at the same time and place or to such other day, time or place as the Directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.
- Adjournment if quorum not present
82. The Chairman of the Board or, in his absence, the Deputy Chairman (if any) shall preside as Chairman at every general meeting, but if there be no such Chairman or Deputy Chairman, or if at any meeting he shall not be present within fifteen (15) minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the Members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, one of themselves to be Chairman of the meeting.
- Chairman
83. The Chairman of the meeting may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting,
- Adjournment by chairman

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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adjourn the meeting from time to time (or *sine die*) and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned *sine die*, the time and place for the adjourned meeting shall be fixed by the Directors. When a meeting is adjourned for thirty (30) days or more or *sine die*, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

84. (1) If required by the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), all resolutions at general meetings shall be voted by poll (unless such requirement is waived by the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed)).
- Mandatory Polling
- (2) Subject to regulation 84(1), at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
- Method of voting where mandatory polling not required
- (a) the Chairman of the meeting; or
- (b) at least two (2) Members present in person or by proxy (where a Member has appointed more than one (1) proxy, any one (1) of such proxies may represent that Member) or attorney or in the case of a corporation by a representative, and entitled to vote thereat; or
- (c) any Member or Members present in person or by proxy (where a Member has appointed more than one (1) proxy, any one (1) of such proxies may represent that Member) or attorney or in the case of a corporation by a representative or any number or combination of such Members, holding or representing not less than five per cent (5%) of the total voting rights of all the Members having the right to vote at the meeting; or
- (d) any Member or Members present in person or by proxy (where a Member has appointed more than one (1) proxy, any one of such proxies may represent that Member) or attorney or in the case of a corporation by a representative or any number or combination of such Members, holding or representing shares conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than five per cent (5%) of the total sum paid up on all the shares conferring that right.
- (3) A demand for a poll made pursuant to regulation 84(2) may be withdrawn only with the approval of the Chairman of the meeting, and any such demand shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been

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demanded. Unless a poll is so demanded (and the demand is not withdrawn), a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

85. Subject to regulation 86, where a poll is taken, it shall be taken in such manner (including the use of ballot or voting papers or tickets or by electronic means) and at such time (not being more than thirty (30) days from the date of the meeting) and place as the Chairman of the meeting may direct and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken. No notice need be given of a poll not taken at once. In case of any dispute as to the admission or rejection of a vote, the Chairman shall determine the same and such determination made in good faith shall be final and conclusive. The Chairman of the meeting may (and, if required by the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) or if so directed by the meeting shall) appoint scrutineer(s) and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. Where the appointed scrutineer is interested in the resolution(s) to be passed at the general meeting, it shall refrain from acting as the scrutineer for such resolution(s).
86. A poll on the election of a Chairman of a meeting or on a question of adjournment shall be taken immediately. A poll on any other question shall be taken either immediately or at such subsequent time as the Chairman of the meeting may direct. No notice need be given of a poll not taken at once.
87. Subject to the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), if at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, or if votes are not counted which ought to have been counted, the error shall not vitiate the result of the vote unless it is pointed out at the same meeting at which the vote is taken or at any adjournment thereof, and is in the opinion of the Chairman of sufficient magnitude to vitiate the result of the voting. The decision of the Chairman of the meeting on such matters shall be final and conclusive.
88. Subject to compliance with relevant laws, regulations and the listing rules of the Exchange or the rules of any stock exchange upon which the shares of the Company may be listed, any general meeting may be held entirely, or to any extent as determined by the Directors, by any virtual or electronic audio-visual means of communication, whether in its entirety or linked to the main place of a general meeting by such means, in such manner that all Members and Directors participating in the general meeting are able to adequately communicate with each other, and vote, whether on a show of hands or by a poll. Participation in a general meeting in the manner set out in this regulation shall constitute presence in person of such Member at such general meeting, shall count towards the quorum, and a Member shall be entitled to exercise all rights under a general

How a poll is to be taken

Time for taking a poll

Error in counting votes

Meetings via electronic means

meeting. Such a general meeting shall be deemed to take place where the largest group of Members (or their proxy, or in the case of a corporation, their respective corporate representatives) present for purposes of the general meeting is assembled or, if there is no such group, where the Chairman of the general meeting is present. The Directors shall be entitled to require that all voting at the general meeting be by way of proxies executed by the Members giving instructions to the Chairman of the general meeting and/or in such other manner as the Directors may determine in their sole discretion. The Directors shall also be entitled to regulate the manner in which such general meetings are to be held, including but not limited to procedures on identification of the Member and requiring prior registration of the Member prior to the general meeting. The other regulations governing general meetings shall apply *mutatis mutandis* to any general meeting convened in the manner set out in this regulation.

### **VOTES OF MEMBERS**

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| 89. | <p>(1) Each Member entitled to vote may vote in person or by proxy or attorney, and (in the case of a corporation) by a representative. A person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.</p> <p>(2) Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company and to regulation 9, every Member who is present in person or by proxy, attorney or corporate representative (as applicable) shall have one (1) vote for every share which he holds or represents, Provided always that:</p> <p style="margin-left: 40px;">(a) where a Member is represented by one (1) or more proxies and the voting is conducted by way of a poll, the provisions of regulation 93 shall apply; and</p> <p style="margin-left: 40px;">(b) where a Member who is not a relevant intermediary is represented by two (2) proxies, only one (1) of the two (2) proxies as determined by that Member, or failing such determination, by the Chairman of the meeting (or by a person authorised by him) in his sole discretion shall be entitled to vote on a show of hands; and</p> <p style="margin-left: 40px;">(c) where a Member who is a relevant intermediary is represented by two (2) or more proxies, each proxy shall be entitled to vote on a show of hands.</p> <p>(3) For the purpose of determining the number of votes which a Member, being a Depositor, or his proxy may cast at any general meeting on a poll, the reference to shares held or represented shall, in relation to shares of that Depositor, be the number of shares entered against his name in the Depository Register as at seventy-two (72) hours (or any such time permitted under the Statutes) before the time of the relevant general meeting as certified by the Depository to the Company.</p> | <p>Voting rights of<br/>Members</p> |
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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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90. A Member who is mentally disordered or whose person or estate is liable to be dealt with in any way under the law relating to mental capacity may vote, whether on a show of hands or on a poll, by his committee, curator bonis or such other person as properly has the management of his estate and any such committee, curator bonis or other person may vote by proxy or attorney, but no person claiming to vote pursuant to this regulation shall do so unless such evidence as the Directors may require of his authority shall have been deposited at the Office not less than seventy-two (72) hours before the time for holding the meeting at which he wishes to vote.
- Voting rights of Members who are mentally disordered
91. In the case of joint Members, any one (1) of such Members may vote and be reckoned in a quorum at any general meeting, whether in person or by proxy, but if more than one (1) such Member is present at the meeting, then in voting upon any question, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders of the share and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members or the Depository Register (as the case may be). Several executors, trustees or administrators of a deceased Member in whose name any share stands shall for the purpose of this regulation be deemed joint holders thereof.
- Voting rights of joint holders
92. Save as expressly provided herein or in the Act, no person other than a Member duly registered, and only in respect of shares upon which all calls due to the Company have been paid, shall be entitled to be present or to vote on any question, either personally or by proxy, attorney or representative at any general meeting.
- Right to vote
93. (1) Subject to the provisions of the Statutes:
- Appointment of proxies
- (a) a Member who is not a relevant intermediary may appoint not more than two (2) proxies to attend, speak and vote at the same general meeting. Where such Member's form of proxy appoints more than one (1) proxy, the proxy form shall specify the proportion of the Member's shareholding to be represented by each proxy and if no such proportion is specified, the first named proxy shall be deemed to represent 100% of the shareholdings and any second-named proxy shall be deemed to be an alternate to the first-named; and
- (b) a Member who is a relevant intermediary may appoint more than two (2) proxies to attend, speak and vote at the same general meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member, and the proxy form shall specify the number and class of shares in relation to which each proxy has been appointed. If the form does not specify the required information, the first-named proxy shall be deemed to represent 100% of the shareholdings.
- (2) In any case where a Member is a Depositor, the Company shall be entitled:
- Shares entered in Depository Register

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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- (a) to reject any instrument of proxy lodged by that Depositor if he is not shown to have any shares entered against his name in the Depository Register as at seventy-two (72) hours (or any such time permitted under the Statutes) before the time of the relevant general meeting as certified by the Depository to the Company; and
- (b) to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by that Depositor is or are able to cast on a poll a number which is the number of shares entered against the name of that Depositor in the Depository Register as at seventy-two (72) hours (or any such time permitted under the Statutes) before the time of the relevant general meeting as certified by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.
- (3) The Company shall be entitled and bound, in determining rights to vote and other matters in respect of a completed instrument of proxy submitted to it, to have regard to the instructions (if any) given by and the notes (if any) set out in the instrument of proxy. Notes and instructions
- (4) A proxy or attorney need not be a Member. Proxy need not be a Member
- (5) Voting right(s) attached to any shares in respect of which a Member has not appointed a proxy may only be exercised at the relevant general meeting by the Member personally or by his attorney, or in the case of a corporation by its representative.
- (6) A Member who has deposited an instrument appointing any number of proxies to vote on his behalf at a general meeting shall not be precluded from attending and voting in person at that general meeting. Any such appointment of all the proxies concerned shall be deemed to be revoked upon the attendance of the Member appointing the proxy/proxies at the relevant general meeting. Attendance of Member at meeting
94. (1) An instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may approve and: Execution of proxies
- (a) in the case of an individual, shall be:
- (i) signed by the appointor or his attorney if the instrument is delivered personally or sent by post; or
- (ii) authorised by that individual through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication; and
- (b) in the case of a corporation, shall be:

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- (i) either given under its common seal, executed as a deed in accordance with the Act or signed on its behalf by an attorney or a duly authorised officer of the corporation, or in some other manner approved by the Directors, if the instrument is delivered personally or sent by post; or
- (ii) authorised by that corporation through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication.

The Directors may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information relating to proxies for a general meeting required under this Constitution has not been effected, obtained or received in accordance with the requirements this Constitution. Subject to aforesaid, if the proxy appointment and any of the information required is not effected, obtained or received in the manner set out in this Constitution, the appointee shall not be entitled to vote in respect of the shares in question.

The Directors may, for the purposes of this regulation, designate procedures for authenticating any such instrument, and any such instrument not so authenticated by use of such procedures shall be deemed not to have been received by the Company.

- (2) The signature on, or authorisation of, such instrument need not be witnessed. Where an instrument appointing a proxy is signed or authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy pursuant to regulation 95(1), failing which the instrument may be treated as invalid. Witness and authority

- (3) The Directors may, in their absolute discretion:
  - (a) approve the method and manner for an instrument appointing a proxy to be authorised; and
  - (b) designate the procedure for authenticating an instrument appointing a proxy,Directors may approve method and manner, and designate procedure, for electronic communications

as contemplated in regulations 94(1)(a)(ii) and 94(1)(b)(ii) for application to such Members or class of Members as they may determine. Where the Directors do not so approve and designate in relation to a Member (whether of a class or otherwise), regulation 94 and/or (as the case maybe) regulation 94(1)(b)(i) shall apply.

- 95. (1) An instrument appointing a proxy: Deposit of proxies
  - (a) if sent personally or by post, must be left at such place or one of such places (if any) as may be specified for



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that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified, at the Office); or

- (b) if submitted by electronic communication, must be received through such means as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting,

and in either case, not less than seventy-two (72) hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default shall not be treated as valid. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates; Provided always that an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered in accordance with this regulation 95 for the purposes of any meeting shall not be required again to be delivered for the purposes of any subsequent meeting to which it relates.

- (2) The Directors may, in their absolute discretion, and in relation to such Members or class of Members as they may determine, specify the means through which instruments appointing a proxy may be submitted by electronic communications, as contemplated in regulation 95(1)(b). Where the Directors do not so specify in relation to a Member (whether of a class or otherwise), regulation 95(1)(a) shall apply.
- Directors may specify means for electronic communications
- (3) In the event that forms of proxy are sent to Members together with any notice of meeting, the accidental omission to include the form of proxy to, or the non-receipt of such form of proxy by, any person entitled to receive a notice of meeting shall not invalidate any resolution passed or any proceeding at any such meeting.
- Accidental omission of proxy form
96. Unless otherwise directed by the Chairman of the meeting, a vote cast by proxy shall not be invalidated by the previous death or mental disorder of the principal or by the revocation of the appointment of the proxy or of the authority under which the appointment was made, Provided always that no intimation in writing of such death, mental disorder or revocation shall have been received by the Company at the Office at least one (1) hour before the commencement of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.
- Intervening death or mental disorder of Member
97. Any corporation which is a Member may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members and the persons so authorised shall be entitled to exercise the same powers on behalf of the corporation as the
- Corporations acting via representative

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corporation could exercise if it were an individual Member. The Company shall be entitled to treat a certificate under the seal of the corporation as conclusive evidence of the appointment or revocation of appointment of a representative under this regulation.

98. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision as to its validity shall be final and conclusive. Objections
99. Subject to this Constitution and any applicable legislation, the Board may, at its sole discretion, approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow Members who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail, or facsimile. Voting in absentia

### DIRECTORS

100. Subject to the Act and to the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares of the Company are listed), the number of Directors, all of whom shall be natural persons, shall not be less than two (2). Number of Directors
101. A Director need not be a Member and shall not be required to hold any shares of the Company by way of qualification. A Director who is not a Member shall nevertheless be entitled to receive notice of, attend and speak at all general meetings of the Company. Qualifications
102. (1) The fees of the Directors shall be determined from time to time by an Ordinary Resolution of the Company and such fees shall (unless such resolution otherwise provides) not be increased except pursuant to an Ordinary Resolution passed at a general meeting where notice of the proposed increase shall have been given in the notice convening the meeting. Such fees shall (unless such resolution otherwise provides) be divided among the Directors in such proportions and manner as they may agree and in default of agreement equally, except that in the latter event any Director who shall hold office for part only of the period in respect of which such fee is payable shall be entitled only to rank in such division for the proportion of fee related to the period during which he has held office. Fees for Directors
- (2) Any Director who holds any executive office or serves on any committee or who otherwise performs or renders services, which in the opinion of the Directors are outside the scope of his ordinary duties as a Director, may, subject to the Act, be paid such extra remuneration as the Directors may determine, subject however as is hereinafter provided in this regulation. Such extra remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary. Extra remuneration

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| (3)  | The fees (including any remuneration under regulation 102(2) above) in the case of a non-executive Director shall comprise: (i) fees which shall be a fixed sum and/or (ii) such fixed number of shares in the capital of the Company, and shall not at any time be by commission on, or percentage of, the profits or turnover. Salaries payable to Executive Directors may not include a commission on, or percentage of turnover.   | Remuneration by fixed sum  |
| 103. | The Directors shall be entitled to be repaid all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company, in the course of the performance of their duties as Directors.   | Reimbursement of expenses  |
| 104. | The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation fund or life assurance scheme or any other scheme whatsoever for the benefit of and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to any persons (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company or of the predecessors in business of the Company or of any subsidiary company, and the wives, widows, families or dependants of any such persons. The Directors may also procure the establishment and subsidy of, or subscription and support to, any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or of its Members and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.  | Benefits for employees   |
| 105. | (1) Other than the office of auditor, a Director may hold any other office or place of profit in the Company and he or any firm of which he is a member or any company of which he is a Director or shareholder may act in a professional capacity for the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. Subject to the Act, no Director or intending Director shall be disqualified by his office from contracting or entering into any arrangement with the Company whether as vendor, purchaser, lessor, lessee, mortgagor, mortgagee, manager, agent, broker or otherwise howsoever nor shall such contract or arrangement or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested whether directly or indirectly be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established. Provided always that he has complied with the requirements of Section 156 of the Act as to disclosure. | Power of Directors to hold office of profit and to contract with Company |
|      | (2) Every Director and any relevant officer of the Company (to   | Directors and Chief Executive Officer to                                 |

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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- whom Section 156 of the Act applies) shall observe the provisions of Section 156 of the Act relating to the disclosure of the interests in transactions or proposed transactions with the Company or of any office or property held by him which might create duties or interests in conflict with his duties or interests as a Director or such officer (as the case may be). Notwithstanding such disclosure, a Director shall not vote in regard to any transaction or arrangement or any other proposal whatsoever in which he has directly or indirectly a personal material interest. A Director, notwithstanding his interest, may be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.
- observe Section 156 of the Act
- (3) The provisions of regulation 105(2) may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction by the Company in general meeting, and any particular contract, arrangement or transaction carried out in contravention of this regulation may be ratified by Ordinary Resolution of the Company, or as otherwise provided in this Constitution.
106. (1) A Director may be or become a director of, or hold any office or place of profit (other than as auditor), or be otherwise interested in any company in which the Company may be interested as vendor, purchaser, shareholder or otherwise and such Director shall not be accountable for any fees, remuneration or other benefits received by him as a Director or officer of, or by virtue of his interest in such other company unless the Company otherwise directs.
- Holding of office in other companies
- (2) Subject always to regulation 105(2), the Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner and in all respects as the Directors think fit in the interests of the Company (including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any such director of the Company may vote in favour of the exercise of such voting powers in the manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company.
- Directors may exercise voting power conferred by Company's shares in another company
107. The Company in general meeting may, subject to the provisions of this Constitution and any requirements of the Act, by Ordinary Resolution of which special notice has been given to all Members entitled to receive notices, from time to time remove any Director before the expiration of his period of office (notwithstanding anything in this Constitution or in any agreement between the Company and such Director) and appoint another person in place of the Director so removed (and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director), and may increase or reduce the number of Directors, and may alter their share qualifications (if any). Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him
- Removal of Director and change in maximum number of Directors

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and the Company. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy in accordance with regulation 114. Until otherwise determined by a general meeting, there shall be no maximum number of Directors.

108. Subject as herein otherwise provided, the office of a Director shall be vacated in any of the following events, namely:
- Vacation of office of Director
- (a) if he is prohibited by law from acting as a Director;
  - (b) if he ceases to be a Director by virtue of any of the provisions of the Act;
  - (c) if (not being a Director holding any executive office for a fixed term) he shall resign by writing under his hand left at the Office or if he shall in writing offer to resign and the Directors shall resolve to accept such offer;
  - (d) if a bankruptcy order is made against him or if he suspends payments or makes any arrangement or composition with his creditors generally;
  - (e) if he becomes mentally disordered and incapable of managing himself or his affairs or if in Singapore or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs;
  - (f) if he becomes disqualified from acting as a director by virtue of his disqualification or removal or the revocation of his appointment as a director, as the case may be, under any applicable laws;
  - (g) if he absents himself from the meetings of the Directors during a continuous period of three (3) months without special leave of absence from the Board and they pass a resolution that he has by reason of such absence vacated office;
  - (h) if he is requested in writing by a majority of the other Directors for the time being to vacate office;
  - (i) if he is removed from office by the Company in general meeting pursuant to this Constitution; and
  - (j) if he is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds (in which case he must immediately resign from the Board).
109. (1) The Directors may from time to time appoint one or more of their body to be the holder of an executive office (including, where considered appropriate, the office of Chairman or Deputy Chairman) on such terms and for such period as they may (subject to the provisions of the Act) determine and, without prejudice to the terms of any contract entered into in any particular case, may at any time revoke such
- Directors may hold executive offices

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appointment.

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| (2) | The appointment of any Director to the office of Chairman or Deputy Chairman shall automatically determine if he ceases to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company.   | Cessation of directorship of Chairman or Deputy Chairman |
| (3) | The appointment of any Director to any other executive office shall not automatically determine if he ceases from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise, in which event such determination shall be without prejudice to any claim for damages for breach of any contract of service between him and the Company.            | Cessation of directorship of Executive Director          |
| (4) | The Directors may entrust to and confer upon any Directors holding any executive office any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of or in substitution for all or any of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers. | Power of Executive Directors                             |

### ROTATION OF DIRECTORS

- |      |   |                                     |
|------|---|-------------------------------------|
| 110. | Subject to this Constitution and to the Act, at each annual general meeting 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), selected in accordance with regulation 111, shall retire from office by rotation, Provided That all Directors shall submit themselves for re-nomination and re-election at regular intervals and at least once every three (3) years.   | Retirement of Directors by rotation |
| 111. | The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors 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 the three (3) years since their last election and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election. | Selection of Directors to retire    |
| 112. | The Company at the meeting at which a Director retires under any provision of this Constitution may by Ordinary Resolution fill the vacated office by electing thereto the retiring Director or some other person eligible for appointment. In default the retiring Director shall be deemed to have been re-elected, unless:<br><br>(a) at such meeting it is expressly resolved not to fill up such vacated office or a resolution for the re-election of such Director is put to the meeting and lost; or  | Deemed re-appointed                 |

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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- (b) such Director is disqualified under the Act from holding office as a Director or has given notice in writing to the Company that he is unwilling to be re-elected; or
- (c) such Director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds; or
- (d) the default is due to the moving of a resolution in contravention of Section 150 of the Act.

The retirement shall not take effect until the conclusion of the meeting (except where a resolution is passed to elect some other person in the place of the retiring Director or a resolution for his re-election is put to the meeting and lost) and accordingly a retiring Director who is re-elected or deemed to have been re-elected will continue in office without a break.

113. No person, other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for appointment as a Director at any general meeting unless not less than eleven (11) nor more than forty-two (42) clear days (exclusive of the date on which the notice is given) before the date appointed for the meeting there shall have been left at the Office (i) a notice in writing signed by some Member (other than the person to be proposed), duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election or (ii) a notice in writing duly signed by the nominee giving his consent to the nomination and signifying his candidature for the office, Provided always that, in the case of a person recommended by the Directors for election, not less than nine (9) clear days' notice only shall be necessary, and notice of each and every candidate for election shall be served on all Members at least seven (7) days prior to the meeting at which the election is to take place.
114. The Company may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director but the total number of Directors shall not at any time exceed the maximum number (if any) fixed by this Constitution. Without prejudice thereto, the Directors shall have power at any time and from time to time to do so, but any person so appointed by the Directors shall hold office only until the next annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

Notice of intention to appoint Director

Directors' power to fill casual vacancies and to appoint additional Directors

### CHIEF EXECUTIVE OFFICER / MANAGING DIRECTOR

115. The Directors may from time to time appoint one or more of their body or any other person(s) to be Chief Executive Officer(s) of the Company or may appoint one or more of their body to be Managing Director(s) of the Company (or any equivalent appointment(s) howsoever described) and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their places. Where an appointment is for a fixed term such term shall not exceed five (5) years.
116. Subject to the provisions of any contract between a Chief Executive

Appointment, resignation and removal of Chief Executive Officer / Managing Director

Chief Executive Officer

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- Officer / Managing Director and the Company, the Chief Executive Officer / Managing Director (or any person holding an equivalent appointment) who is a Director shall comply with the same provisions as to retirement by rotation, resignation and removal as the other Directors. The appointment of such Chief Executive Officer / Managing Director (or any person holding an equivalent appointment) who is a Director shall not automatically determine if he ceases from any cause to be a Director, unless the contract or resolution under which he holds the office shall expressly state otherwise.
117. A Chief Executive Officer / Managing Director (or any person holding an equivalent appointment) shall, subject to the Act and to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, commission or participation in profit, or partly in one way and partly in another) as the Directors may determine; but he shall not under any circumstance be remunerated by a commission on or a percentage of turnover.
118. The Directors may entrust to and confer upon a Chief Executive Officer / Managing Director (or any person holding an equivalent appointment) any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of or in substitution for all or any of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers. A Chief Executive Officer / Managing Director (or any person holding an equivalent appointment) shall be subject to the control of the Board.

/ Managing Director  
subject to retirement by  
rotation

Remuneration of Chief  
Executive Officer /  
Managing Director

Power of Chief  
Executive Officer /  
Managing Director

### POWERS AND DUTIES OF DIRECTORS

119. The business and affairs of the Company shall be managed by, or under the direction or supervision of, the Directors who may exercise all such powers of the Company as are not by the Statutes or by this Constitution required to be exercised by the Company in general meeting. The Directors shall not carry into effect any proposals for selling or disposing of the whole or substantially the whole of the Company's undertaking unless such proposals have been approved by the Company in a general meeting. The general powers given by this regulation shall not be limited or restricted by any special authority or power given to the Directors by any other regulation.
120. The Directors may establish any local boards or agencies for managing any affairs of the Company, either in Singapore or elsewhere, and may appoint any persons to be members of such local boards or any managers or agents, and may fix their remuneration and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person acting in good faith and without notice of any such annulment or variation shall be affected thereby.
121. Subject to the Statutes and the provisions of this Constitution, the

Directors' general  
power to manage

Establishing local  
Boards

Power to borrow



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Directors may at their discretion exercise all powers of the Company to borrow or otherwise raise money, to mortgage, charge or hypothecate all or any of the property or business of the Company including any uncalled or called but unpaid capital and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

122. (1) The Directors may delegate any of their powers or discretion other than the powers to borrow and make calls to committees consisting of one or more members of their body as they think fit and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon them by the Board. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee.
- (2) Without prejudice to the generality of regulation 122(1), the Directors must at a minimum appoint an audit committee as required by the Act, and such other committees as may be prescribed by the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) as deemed appropriate by the Directors. Each of these committees must in the exercise of the powers delegated to them conform with the Act (and any such regulations made thereunder), the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), and such terms of reference as are put together.
123. The meetings and proceedings of any such committee consisting of two (2) or more members shall be governed *mutatis mutandis* by the provisions of this Constitution regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding regulation.
124. The Directors may, at any time, and from time to time, by power of attorney or otherwise, appoint any corporation, firm, limited liability partnership, or person or any body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution), and for such period and subject to such conditions as the Directors may from time to time think fit, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Directors may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
125. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments in which the Company is in any way concerned or interested and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the

Power to delegate to committee

Proceedings of committees

Power to appoint attorneys

Signing of cheques and bills

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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Directors shall from time to time by resolution determine.

126. All acts done by any meeting of Directors or of a committee of Directors or by any person acting as Director or as a member of any such committee, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were or was disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of the committee and had been entitled to vote. Validity of acts despite defect in appointment
127. The Company or the Directors on behalf of the Company may in exercise of the powers in that behalf conferred by the Act, cause to be kept a Branch Register or Register of Members, and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit in respect of the keeping of any such Register. Branch register

### ALTERNATE DIRECTOR

128. Any Director may at any time by writing under his hand and deposited at the Office, or delivered at a meeting of the Directors, appoint any person (other than another Director or an Alternate Director) approved by a majority of his co-Directors to be his Alternate Director during such period as he thinks fit and may in like manner at any time terminate such appointment. Any appointment or removal by electronic communication shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile. Appointment of Alternate Director
129. No Director may act as an Alternate Director of the Company. A person may not act as an Alternate Director for more than one Director at the same time. No Director may act as Alternate Director
130. The appointment of an Alternate Director shall *ipso facto* terminate on the happening of any event which if he were a Director would render his office as a Director to be vacated and his appointment shall also terminate *ipso facto* if his appointor ceases for any reason to be a Director. Determination of appointment
131. An Alternate Director shall (subject to his giving to the Company an address in Singapore) be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings of such meeting the provisions of this Constitution shall apply as if he (instead of his appointor) were a Director. If his appointor is for the time being absent from Singapore or temporarily unable to act through ill health or disability, his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Directors may from time to time determine in relation to any committee of the Directors, the foregoing provisions of this paragraph shall also apply *mutatis mutandis* to any meeting of any such committee of which his appointor is a member. An Alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of this Constitution. Notices and attendance at meetings

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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| 132. | An Alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent <i>mutatis mutandis</i> as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as Alternate Director any remuneration except such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. Any fee paid to an Alternate Director shall be deducted from the remuneration otherwise payable to his appointor. | Remuneration   |
| 133. | An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being under this Constitution but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.   | Alternate Director counted for quorum purposes       |
| 134. | An Alternate Director shall not be required to hold any share qualification.   | Alternate Director need not hold share qualification |

### PROCEEDINGS OF DIRECTORS

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|------|---|----------------------------------|
| 135. | The Directors or any committee of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of the business of the Directors may be fixed from time to time by the Directors and unless so fixed at any other number, a majority of the Directors for the time being appointed to the Board shall be a quorum. Subject to the provisions of this Constitution, questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote Provided always that the Chairman of a meeting at which only two (2) Directors are present and form the quorum or only two (2) Directors are competent to vote on the question at issue, shall not have a second or casting vote. A meeting of the Directors or any committee of Directors at which a quorum is present at the time the meeting proceeds to business shall be competent to exercise all the powers and discretions for the time being exercisable by the Directors or such committee of Directors. | Meetings of Directors and quorum |
| 136. | A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors by notice served upon the several members of the Board. Notice of a meeting of Directors shall be given to all Directors or whether or not he is in Singapore. A Director may also waive notice of any meeting and such waiver may be retrospective.  | Convening meetings               |
| 137. | The accidental omission to give any Director, or the non-receipt by any Director of, a notice of meeting of Directors shall not invalidate the proceedings at that meeting.   | Accidental omission              |
| 138. | The Directors or any committee of Directors may from time to time elect a Chairman and, if desired, a Deputy Chairman and determine the period for which he is or they are to hold office. The Deputy Chairman shall perform the duties of the Chairman during the Chairman's absence. The Chairman, or in his absence, the Deputy Chairman shall preside as Chairman at their meetings, but if no such Chairman or Deputy Chairman be elected or if at any meeting the   | Chairman                         |

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Chairman and the Deputy Chairman are not present within fifteen (15) minutes after the time appointed for holding the same, a substitute for that meeting shall be appointed by such meeting from among the Directors present. Any Director acting as Chairman of a meeting of the Directors shall, in the case of an equality of votes, have the Chairman's right to a second or casting vote where applicable.

139. The Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to this Constitution, the continuing Directors or Director may, except in an emergency, act for the purpose (i) of appointing sufficient Directors to bring the Board up to that number or (ii) of summoning a general meeting of the Company notwithstanding that there shall not be a quorum, but not for any other purpose. If there are no Directors or Director able or willing to act, then any two (2) Members may summon a general meeting for the purpose of appointing Directors.
- Proceeding in case of vacancies
140. A resolution in writing signed or approved by a majority of the Directors or their alternates for the time being (who are not prohibited by law or this Constitution from voting on such resolutions) and constituting a quorum shall be as effective as a resolution duly passed at a meeting of the Directors or of a committee of Directors duly convened and held. Any such resolution may be contained in a single document or may consist of several documents all in like form, each signed or approved as aforesaid provided that where a Director is not so present but has an alternate who is so present, then such resolution must also be signed by such alternate. A resolution pursuant to this regulation shall be deemed to have been passed on the date when the resolution is signed or approved by the last Director constituting a simple majority of the Directors. For the purpose of this regulation "**in writing**" and "**signed**" include approval by letter, telex, facsimile, cable, telegram, email or any other form of electronic communication or telegraphic communication or means approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and / or identification procedures and devices approved by the Directors.
- Resolutions in writing
141. The meetings of Directors may be conducted by means of telephone or video conference or other methods of simultaneous communication by electronic, audio, audio-visual or other similar means or other technology by which all Directors participating in the meeting are able to hear and be heard by or to communicate with all the other Directors participating, for the despatch of business, adjourn or otherwise regulate their meetings as they think fit and the quorum for such teleconference meetings shall be the same as the quorum required for a Directors' meeting provided in these regulations. A resolution passed by such a teleconference shall, notwithstanding that the Directors are not present together at one (1) place at the time of the meeting, be deemed to have been passed at the meeting of the Directors held on the day and at the time at which the conference was held, and all Directors participating at that meeting shall be deemed for all purposes of these regulations to be present at that meeting. The minutes of such a meeting signed by the Chairman of the meeting shall be conclusive evidence of any resolution of any meeting so conducted. Such a meeting shall be deemed to be held at the place where the largest group of Directors
- Meetings via electronic means

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- present for purposes of the meeting is assembled or, if there is no such group, where the Chairman of the meeting is present.
142. The Directors participating in any such meeting shall be counted in the quorum for such meeting and, subject to there being a requisite quorum under this Constitution, all resolutions agreed by the Directors in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Directors duly convened and held. Directors participating in electronic meetings counted towards quorum
143. In the case of a meeting which is not held in person, the fact that a Director is taking part in the meeting must be made known to all the other Directors taking part, and no Director may disconnect or cease to take part in the meeting unless he makes known to all other Directors taking part that he is ceasing to take part in the meeting. Participation of Director must be made known
144. The Directors shall cause proper minutes to be made in books to be provided for the purpose of recording all the proceedings of all meetings of Directors and committees of Directors and of the attendances thereat and of the proceedings of all meetings of the Company and all business transacted, resolutions passed, appointments of officers made by the Directors and orders made at such meetings and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting of the Company or Directors or committee as the case may be, shall be sufficient evidence without any further proof of the facts therein stated. Minutes
145. The Directors shall duly comply with the provisions of the Act and in particular the provisions with regard to the registration of charges created by or affecting property of the Company, a Register of Members, a Register of mortgages and charges and a Register of Directors' and Chief Executive Officer's Share and Debenture Holdings, and the production and furnishing of copies of such Registers and of any Register of Holders of Debentures of the Company. Keeping of Registers, etc
146. Any register, index, minute book, accounting record, minute or other document required by this Constitution or by the Act to be kept by or on behalf of the Company may be kept either in hard copy form or in electronic form, subject to compliance with the provisions of the Act. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating discovery. Form of Registers, etc.
- SECRETARY**
147. The Secretary or joint Secretaries shall, and a Deputy or Assistant Secretaries may, be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit; and any Secretary, joint Secretary, Deputy or Assistant Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. The appointment and duties of the Secretary shall not conflict with the provisions of the Act. Appointment and removal of Secretary
148. A provision of the Act or this Constitution requiring or authorising a thing to be done by or in relation to a Director and the Secretary shall not be satisfied by its being done by or in relation to the same person. Only Director and Secretary can act

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acting as Director and as or in place of the Secretary.

149. A provision of the Act or this Constitution requiring or authorising a thing to be done by or in relation to the Secretary shall be satisfied by its being done by or in relation to one or more of the joint Secretaries if any for the time being appointed by the Directors. Joint Secretaries

### THE SEAL

150. The Directors shall provide for the safe custody of the Seal (if any) which shall only be used with the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf; and every instrument to which the Seal shall be affixed shall be (subject to the provisions of this Constitution as to certificates for shares) signed by one (1) Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose. Any facsimile signature may be reproduced by mechanical, electronic or such other method as may from time to time be approved by the Directors. Use of Seal
151. The Company may exercise all the powers conferred by Section 41 of the Act to have an official seal for use abroad and such powers shall be vested in the Directors and such official seal shall be affixed by the authority and in the presence of and the instruments sealed therewith shall be signed by such persons as the Directors shall from time to time by writing under the seal appoint. Official Seal overseas
152. The Company may have a duplicate common seal as referred to in Section 124 of the Act which shall be a facsimile of the common seal of the Company with the addition on its face of the words "**Share Seal**". Share Seal

### AUTHENTICATION OF DOCUMENTS

153. Any Director or the Secretary or any person appointed by the Directors for the purpose, shall have power to authenticate any documents affecting the Constitution of the Company; any resolutions passed by the Company, the Directors or any committee; and any books, records, documents, accounts and financial statements relating to the business of the Company. Such persons shall have the authority to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents, accounts or financial statements are elsewhere than at the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. Any authentication or certification made pursuant to this regulation may be made by any electronic means approved by the Directors from time to time incorporating, if the Directors deem necessary, the use of security procedures or devices approved by the Directors. Power to authenticate documents
154. A document purporting to be a copy of a resolution or an extract from the minutes of a meeting, of the Company or of the Directors or any committee, which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting. Any Certified copies of resolution of Directors

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authentication or certification made pursuant to regulation 153 above and/or this regulation may be made by any electronic means approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors.

### DIVIDENDS AND RESERVES

155. Subject to any rights or restrictions attached to any shares or class of shares and except as otherwise permitted by the Act, (a) all dividends shall be declared and paid in proportion to the number of shares held by a Member but where shares are partly paid all dividends must be apportioned and paid proportionately to the amounts paid or credited as paid on the partly paid shares; and (b) all dividends shall be apportioned and paid proportionately to the amounts so paid or credited as paid during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. For the purposes of this regulation, no amount paid or credited as paid on a share in advance of a call shall be treated as paid on the share.
156. The Directors may, from time to time, set aside out of the profits of the Company and carry to reserve, such sum or sums as they think proper which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may properly be applied and pending such application, may either be employed in the business of the Company or be invested. The Directors may divide the reserve fund into such special funds as they think fit and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also, without placing the same to reserve, carry forward any profits. In carrying sums to reserve and in applying the same the Directors shall comply with the provisions (if any) of the Statutes.
157. The Directors may, upon the recommendation of the Directors and with the sanction of an Ordinary Resolution at a general meeting, from time to time declare dividends, but no such dividend shall (except as by the Statutes expressly authorised) be payable otherwise than out of the profits of the Company. No higher dividend shall be paid than is recommended by the Directors and a declaration by the Directors as to the amount of the profits at any time available for dividends shall be conclusive. The Directors may, if they think fit, and if in their opinion the profits of the Company justifies such payment, without any such sanction as aforesaid, from time to time declare and pay fixed dividends (either in cash or in specie) on any class of shares carrying a fixed dividend expressed to be payable on a fixed date on the half-yearly or other dates (if any) prescribed for the payment thereof by the terms of issue of the shares, and may also from time to time pay to the holders of any class of shares interim dividends of such amounts and on such dates and in respect of such periods as they may think fit.
158. The Company may upon the recommendation of the Directors by Ordinary Resolution, direct payment of a dividend in whole or in part in specie by the distribution of specific assets (and in particular of paid-up shares or debentures or debenture stock of any other

Apportionment of dividends

Power to set aside profits as reserve

Payment of dividends in specie

company or any combination of any specific assets) and the Directors shall give effect to such resolution. Where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular, may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any Members in terms of the value so fixed, in order to adjust the rights of all parties. The Directors may vest any such specific assets in trustees as may seem expedient to the Directors and no valuation, adjustment or arrangement so made shall be questioned by any Member.

159. (1) Whenever the Directors or the Company in general meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on shares of a particular class in the capital of the Company, the Directors may further resolve that Members entitled to such dividend be entitled to elect to receive an allotment of shares of that class credited as fully paid in lieu of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:
- Scrip Dividends
- (a) the basis of any such allotment shall be determined by the Directors;
  - (b) the Directors shall determine the manner in which Members shall be entitled to elect to receive an allotment of shares of the relevant class credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid. The Directors may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular dividend(s) or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this regulation;
  - (c) the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of election has been accorded, provided that the Directors may determine, either generally or in specific cases, that such right shall be exercisable in respect of the whole or any part of that portion; and
  - (d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on the shares of the relevant class in respect of which the share election has been duly exercised (the "**elected shares**") and in lieu of cash and in satisfaction thereof shares of the relevant class



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shall be allotted and credited as fully paid to the holders of the elected shares on the basis of allotment determined as aforesaid. For such purpose, and notwithstanding the provisions of regulation 168, the Directors shall (i) capitalise and apply out of the amount standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution as the Directors may determine, such sums as may be required to pay up in full the appropriate number of shares of the relevant class for allotment and distribution to and among the holders of the elected shares on such basis, or (ii) apply the sum which would otherwise have been payable in cash to the holders of the elected shares towards payment of the appropriate number of shares of the relevant class for allotment and distribution to and among the holders of the elected shares on such basis.

- (2) (a) The shares of the relevant class allotted pursuant to the provisions of paragraph (1) of this regulation shall rank *pari passu* in all respects with the shares of that class then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.
- (b) The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (1) of this regulation, with full power to make such provisions as they may think fit in the case of shares of the relevant class becoming distributable in fractions (including, notwithstanding any provision to the contrary in this Constitution, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than the Members) and to authorise any person to enter on behalf of the Members interested into agreement(s) with the Company providing for any such appropriation, capitalisation, application, payment and distribution of funds and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.
- Ranking of shares and other actions

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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- (3) The Directors may, on any occasion when they resolve as provided in paragraph (1) of this regulation, determine that the rights of election under that paragraph shall not be made available to the persons who are registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register, or in respect of shares the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit and, in such event, the provisions of this regulation shall be read and construed subject to such determination. Record date
- (4) The Directors may, on any occasion when they resolve as provided in paragraph (1) of this regulation, further determine that: Cash in lieu of shares
- (a) no allotment of shares or rights of election for shares under that paragraph shall be made available or made to Members whose registered addresses entered in the Register of Members (or as the case may be) the Depository Register are outside Singapore or to such other Members or class of Members as the Directors may in their sole discretion decide and, in such event, the only entitlements of the Members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared; and
- (b) no allotment of shares or rights of election for shares under paragraph (1) of this regulation shall be made available or made to a person, or any persons, if such allotment or rights of election would in the opinion of the Directors cause such person, or such persons, to hold or control voting shares in excess of any shareholding or other limits which may from time to time be prescribed in any Statute, without the approval of the applicable regulatory or other authority as may be necessary.
- (5) Notwithstanding the foregoing provisions of this regulation, if at any time after the Directors' resolution to apply the provisions of paragraph (1) of this regulation in relation to any dividend but prior to the allotment of shares pursuant thereto, the Directors shall consider that, by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever, it is no longer expedient or appropriate to implement that proposal, the Directors may at their absolute discretion and as they deem fit in the interests of the Company, cancel the proposed application of paragraph (1) of this regulation. Cancellation
160. No shareholder shall be entitled to receive any dividend or to be present or vote at any meeting or upon a poll, or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any). No right to dividends where calls outstanding
161. The Directors may deduct from any dividend or other moneys payable to a Member in respect of any share held by such Member, either alone or jointly with any other Member, any or all sums of Deduction from debts due to Company

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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- money as may be due and payable by him, either alone or jointly with any other person in respect of any debts, liabilities or engagements to the Company on account of calls or otherwise towards satisfaction (in whole or in part) of such debts, liabilities or engagements, or any other account which the Company is required by law to deduct.
162. A transfer of a share shall not pass the right to any dividend declared in respect thereof before the transfer has been registered. Effect of transfer of shares
163. (1) The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. Retention of dividends on shares subject to lien
- (2) The Directors may retain the dividends payable on shares in respect of which any person is under this Constitution, as to the transmission of shares, entitled to become a Member, or which any person under this Constitution is entitled to transfer, until such person shall become a Member in respect of such shares or shall duly transfer the same. Retention of dividends on shares pending transmission
164. The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the Member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Company. Waiver of dividends
165. (1) Any dividend or other moneys payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the Member or person entitled thereto (or, if several persons are registered as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons) or (as the case maybe) to the Depository for distribution to the Depositors entitled thereto or to such Member or person at such address as such persons may in writing direct or by such means (including, by electronic means) as the Directors may decide at their absolute discretion. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque if purporting to be endorsed or the receipt of any such person shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby and the Company shall not be responsible for the loss of any cheque or warrant sent through the post, which shall be sent by post duly addressed to the Member for whom it is intended. Dividend paid by cheque or warrant
- (2) Notwithstanding the provisions of paragraphs (1) and (3) of this regulation, the payment by the Company to the Depository of any dividend payable to a Depositor shall, to the extent of the payment made to the Depository, discharge the Company from any liability to the Depositor in respect of that payment. Payment to Depository good discharge

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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- (3) Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Directors, may specify that the same shall be payable to the persons registered as holders of such shares in the Register of Members or (as the case may be) the Depository Register at the close of business on a particular date and thereupon the dividend shall be payable to them in accordance with their respective holdings so registered, but without prejudice to the rights *inter se* in respect of such dividend of transferors and transferees of any such shares. Resolution declaring dividends
166. The payment by the Directors of any unclaimed dividends or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. All dividends and other moneys payable on or in respect of a share that are unclaimed after first becoming payable may be invested or otherwise made use of by the Directors for the benefit of the Company and any dividend or any such moneys unclaimed after a period of six (6) years from the date they are first payable may be forfeited and if so forfeited, shall revert to the Company. However, the Directors may at any time thereafter at their absolute discretion annul any such forfeiture and pay the dividends or moneys so forfeited to the person entitled thereto prior to the forfeiture. If the Depository returns any such dividend or moneys to the Company, the relevant Depositor shall not have any right or claim in respect of such dividend or moneys against the Company if a period of six (6) years has elapsed from the date such dividend or other moneys are first payable. For the avoidance of doubt no Member shall be entitled to any interest, share of revenue or other benefit arising from any unclaimed dividends or moneys, howsoever and whatsoever. Unclaimed dividends or other moneys
167. No dividend or other monies payable on or in respect of a share shall bear interest as against the Company. No interest on dividends

### BONUS ISSUES AND CAPITALISATION OF PROFITS AND RESERVES

168. The Company may, upon the recommendation of the Directors, with the sanction of an Ordinary Resolution (including any Ordinary Resolution passed pursuant to regulation 68(2): Power to capitalise profits
- (a) issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on:
- (i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or
- (ii) (in the case of an Ordinary Resolution passed pursuant to regulation 68(2)) such other date as may be determined by the Directors,
- in proportion to their then holdings of shares; and/or
- (b) capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or other

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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undistributable reserve or any sum standing to the credit of the profit and loss account by appropriating such sum to the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on

- (i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or
- (ii) (in the case of an Ordinary Resolution passed pursuant to regulation 68(2)) such other date as may be determined by the Directors),

in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full new shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, new shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up and amongst them as bonus shares in the proportion aforesaid.

169. The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issue and/or capitalisation under regulation 168, with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for any such bonus issue and/or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all such Members.

Directors to give effect to bonus issues and/or capitalisation

170. In addition and without prejudice to the powers provided for by regulations 168 and 169 above, the Directors shall have power to issue shares for which no consideration is payable and/or to capitalise any undivided profits or other moneys of the Company not required for the payment or provision of any dividend on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other moneys carried and standing to any reserve or reserves) and to apply such profits or other moneys in paying up in full new shares, in each case on terms that such shares shall, upon issue:

Power to issue free shares and/or to capitalise reserves for employee share-based incentive plans

- (a) be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by Members in general meeting and on such terms as the Directors shall think fit; or
- (b) be held by or for the benefit of non-executive Directors as part of their remuneration under regulation 102(1) and/or regulation 102(2) approved by Members in general meeting in such manner and on such terms as the Directors shall think fit.

The Directors may do all such acts and things considered necessary or expedient to give effect to any of the foregoing.

**FINANCIAL STATEMENTS**

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| 171. | Accounting records sufficient to show and explain the Company's transactions and otherwise complying with the Statutes shall be kept at the Office, or, at such other place as the Directors think fit and shall always be open to inspection by Directors.  | Location of books of accounts                        |
| 172. | The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members and no Member (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or ordered by a court of competent jurisdiction or authorised by the Directors or by a resolution of the Company in general meeting.  | Inspection   |
| 173. | In accordance with the provisions of the Act, the Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company in general meeting such financial statements, balance sheets, reports, statements and other documents as may be necessary. The Company must hold its annual general meeting within four months from the end of its financial year (or such other period as may be permitted by the Act, the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), and/or any applicable law).   | Preparation and presentation of financial statements |
| 174. | A copy of the financial statements and, if required, the balance sheet (including every document required by law to be attached thereto) which is duly audited and which is to be laid before the Company in general meeting accompanied by a copy of the Auditor's report thereon, shall not less than fourteen (14) days before the date of the meeting be sent to every Member of the Company and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Statutes or this Constitution; Provided always that:<br><br>(a) these documents may, subject to the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), be sent less than fourteen (14) days before the date of the meeting if all persons entitled to receive notices of meetings from the Company so agree;<br><br>(b) this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of any joint holders of any shares in the Company or the several persons entitled thereto in consequence of the death or bankruptcy of the holder or otherwise, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office; and<br><br>(c) such number of each document as is referred to in this regulation or such other number as may be required by the Exchange (and where applicable, any other securities | Copies of financial statements                       |

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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exchange upon which the shares in the Company are listed) shall be forwarded to the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) at the same time as such documents are sent to the Members.

### AUDIT AND AUDITORS

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| 175. | Auditors of the Company shall be appointed and their duties regulated in accordance with the provisions of the Act.   | Regulation of Auditors                                |
| 176. | Every auditor of the Company shall have a right of access at all times to the accounting and other records of the Company and shall make his report as required by the Act.   | Auditor's rights to documents                         |
| 177. | Subject to the provisions of the Act, all acts done by any person acting as an auditor of the Company shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment or subsequently became disqualified.                              | Acts of Auditors valid despite defect in appointment  |
| 178. | The auditors of the Company or their agent authorised by them in writing for the purpose shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting to which any Member is entitled and to be heard at any general meeting on any part of the business of the meeting which concerns them as auditors of the Company. | Auditor's right to receive notice and attend meetings |

### NOTICES

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|------|---|--------------------------------------|
| 179. | Any notice or document (including a share certificate) may be served on or delivered to any Member either personally or by sending it through the post in a prepaid cover addressed to such Member at his registered address appearing in the Register of Members or (as the case may be) the Depository Register, or (if he has no registered address within Singapore) to the address, if any, within Singapore supplied by him to the Company or (as the case may be) supplied by him to the Depository as his address for the service of notices, or by delivering it to such address as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the time when the cover containing the same is posted, and in proving such service or delivery, it shall be sufficient to prove that such cover was properly addressed, stamped and posted. When a given number of days' notice or notice extending over any other period is required to be given, the day of service shall not, unless otherwise provided for or required by these regulations or by the Act, be counted in such number of days or period. | Service of notice                    |
| 180. | (1) Without prejudice to the provisions of regulation 179 but subject otherwise to the Act and any regulations made thereunder and the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) relating to electronic communications, any notice or document (including, without limitation, any accounts, balance sheets, financial statements, circulars or reports) which is required or permitted to be given, sent or served under the Act or under  | Service by electronic communications |

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this Constitution by the Company, or by the Directors, to a Member or officer or Auditor of the Company may be given, sent or served using electronic communications (including by electronic mail or short message service):

- (a) to the current address of that person;
- (b) by making it available on a website prescribed by the Company from time to time; or
- (c) in such manner as such Member expressly consents to by giving notice in writing to the Company,

in accordance with the provisions of this Constitution, the Statutes, the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed) and/or any other applicable regulations or procedures.

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|-----|--|--|
| (2) | For the purposes of regulation 180(1), a Member shall be implied to have agreed to receive such notice or document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such notice or document.   | Implied consent  |
| (3) | Notwithstanding regulation 180(2) above, the Directors may, at their discretion, at any time give a Member an opportunity to elect within a specified period of time whether to receive such notice or document by way of electronic communications or as a physical copy, and such Member shall be deemed to have consented to receive such notice or document by way of electronic communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have a right to receive a physical copy of such notice or document. | Deemed consent   |
| (4) | Notwithstanding regulations 180(2) and 180(3) above, the Company shall send to the Members physical copies of such notices or documents as may be specified by law or the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed), and shall inform the Members as soon as practicable of how to request a physical copy of such notice or document and provide a physical copy of such notice or document upon such a request.  | Physical copies  |
| (5) | Where a notice or document is given, sent or served by electronic communications:  | When notice given by electronic communications deemed served |
| (a) | to the current address of a person pursuant to regulation 180(1)(a), it shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communication by the email server or facility operated by the Company, its service provider or agent, to the current address of such person (notwithstanding any delayed receipt, non-delivery or " <b>returned mail</b> " reply message or any other error message indicating that the electronic   |  |



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- communication was delayed or not successfully sent), unless otherwise provided under the Act and/or the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed); and
- (b) by making it available on a website pursuant to regulation 180(1)(b), it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, unless otherwise provided under the Act and/or the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed).
- (6) Where a notice or document is given, sent or served to a Member by making it available on a website pursuant to regulation 180(1)(b), the Company shall give separate notice to the Member of the publication of the notice or document on that website and the manner in which the notice or document may be accessed by any one or more of the following means:
- (a) by sending such separate notice to the Member personally or through the post pursuant to regulation 179;
- (b) by sending such separate notice to the Member using electronic communications to his current address pursuant to regulation 180(1)(a);
- (c) by way of advertisement in the daily press; and/or
- (d) by way of announcement on the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed).
181. All notices, communications and/or documents (including a share certificate) with respect to any share to which persons are jointly entitled, shall be given to whichever of such persons is named first in the Register of Members or the Depository Register (as the case may be), and notice so given shall be sufficient notice to all the holders of such shares. For such purpose a joint holder having no registered address in Singapore and not having supplied an address within Singapore for the service of notices shall be disregarded.
182. Any Member described in the Register of Members or the Depository Register (as the case may be) by an address not within Singapore who shall from time to time give notice in writing to the Company or the Depository of an address within Singapore at which notices, communications and/or documents may be served upon him shall be entitled to have served upon him at such address any notice, communications and/or documents to which he would be entitled under this Constitution but, save as aforesaid, no Member other than a Member with a registered address within Singapore shall be entitled to receive any notice, communications and/or documents from the Company.
183. A person entitled to a share in consequence of the death or bankruptcy of a Member upon supplying to the Company such evidence as the Directors may reasonably require to show his title to

Notice to be given of service on website

Service of notices to joint holders

Service on overseas Members

Service of notice after death or bankruptcy

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the share, and upon supplying also to the Company or (as the case may be) the Depository an address within Singapore for the service of notices, shall be entitled to have served upon or delivered to him at such address any notice or document to which the Member but for his death or bankruptcy would have been entitled, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the address of any Member or given, sent or served to any Member using electronic communications in pursuance of this Constitution shall, notwithstanding that such member be then dead or bankrupt or in liquidation, and whether or not the Company shall have notice of his death or bankruptcy or liquidation, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member in the Register of Members or, where such member is a Depositor, entered against his name in the Depository Register as sole or first-named joint holder.

184. Any notice on behalf of the Company or of the Directors shall be deemed effectual if it purports to bear the signature of the Secretary or other duly authorised officer of the Company, whether such signature is printed or written. Signature on notice
185. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company may be sent or served by leaving the same or sending it through registered mail in a prepaid letter, addressed to the Company or to such officer at the Office. Service on Company

### WINDING-UP

186. If the Company shall be wound up, subject to due provision being made for satisfying the claims of any holders of shares having attached thereto any special rights in regard to the repayment of capital, the surplus assets shall be applied in repayment of the capital paid up or credited as paid up on the shares at the commencement of the winding up. Distribution of surplus assets
187. If the Company shall be wound up (whether the liquidation is voluntary under supervision or by the Court), the liquidator may, with the sanction of a Special Resolution, divide among the Members in specie or kind the whole or any part of the assets of the Company, whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members, but if any division is resolved otherwise than in accordance with such rights, the Members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to Section 306 of the Act. A Special Resolution sanctioning a transfer or sale to another company duly passed pursuant to the said Section may in like manner authorise the distribution of any shares or other consideration receivable by the liquidator amongst the Members otherwise than in accordance with their existing rights; and any such determination shall be binding upon all the Members subject to the right of dissent Distribution of assets in specie

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## APPENDIX C – QUANTUM HEALTHCARE CONSTITUTION

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and consequential rights conferred by the said Section.

188. The liquidator may, as he thinks fit, vest the whole or any part of the assets in trustees upon such trusts for the benefit of Members and the liquidation of the Company may be closed and the Company dissolved but so that no Member shall be compelled to accept any shares or other securities in respect of which there is a liability. Trust of assets
189. In the event of a winding up of the Company, every Member who is not for the time being in Singapore shall be bound, within fourteen (14) days after the passing of an effective resolution to wind up the Company voluntarily, or within the like period after the making of an order for the winding up of the Company, to serve notice in writing on the Company appointing some person in Singapore upon whom all summonses, notices, processes, orders and judgments in relation to or under the winding up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such Member to appoint some such person, and service upon any such appointee shall be deemed to be a good personal service on such Member for all purposes, and where the liquidator makes any such appointment he shall with all convenient speed, give notice thereof to such Member by advertisement in any English newspaper widely circulated in Singapore or by a registered letter sent through the post and addressed to such Member at his address as appearing in the Register of Members or (as the case may be) the Depository Register, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted. Service of notice

### INDEMNITY

190. Subject to the provisions of and so far as may be permitted by the Statutes, every Director or other officer for the time being of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred or to be incurred by him in the execution and discharge of his duties or in relation thereto. Without prejudice to the generality of the foregoing, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or left or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own negligence, wilful default, breach of duty or breach of trust. Indemnity

### SECRECY

191. No Member shall be entitled to require discovery of or any information relating to any detail of the Company's trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of Secretcy

the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Members of the Company to communicate to the public save as may be authorised by law or required by the listing rules of the Exchange (and where applicable, any other securities exchange upon which the shares in the Company are listed).

**PERSONAL DATA**

192. (1) A Member who is a natural person is deemed to have consented to the collection, use and disclosure of his personal data (whether such personal data is provided by that Member or is collected through a third party) by the Company (or its agents or service providers) from time to time for any of the following purposes: Personal data
- (a) implementation and administration of any corporate action by the Company (or its agents or service providers);
  - (b) internal analysis and/or market research by the Company (or its agents or service providers);
  - (c) investor relations communications by the Company (or its agents or service providers);
  - (d) administration by the Company (or its agents or service providers) of that Member's holding of shares in the Company;
  - (e) implementation and administration of any service provided by the Company (or its agents or service providers) to its Members to receive notices of meetings, annual reports and other Member communications and/or for proxy appointment, whether by electronic means or otherwise;
  - (f) processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for any general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to any general meeting (including any adjournment thereof);
  - (g) implementation and administration of, and compliance with, any provision of this Constitution;
  - (h) compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines;
  - (i) any other purposes specified in the Company's prevailing privacy or data protection policies; and
  - (j) purposes which are reasonably related to any of the above purposes.

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- (2) Any Member who appoints a proxy and/or representative for any general meeting including any adjournment thereof is deemed to have warranted that where such Member discloses the personal data of such proxy and/or representative to the Company (or its agents and service providers), that Member has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy and/or representative for the purposes specified in regulation 192(1) and for any purposes reasonably related to regulation 192(1), and is deemed to have agreed to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of or in connection with such Member's breach of warranty.

Personal data of proxies and/or representatives

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## APPENDIX D – SUMMARY OF MATERIAL DIFFERENCES BETWEEN THE CONSTITUTION AND THE QUANTUM HEALTHCARE CONSTITUTION

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The following is a summary of the principal provisions of the Quantum Healthcare Constitution which are considered significantly different from the equivalent provisions in the existing Constitution, or which have been included in the Quantum Healthcare Constitution as new provisions, and should be read in conjunction with the Quantum Healthcare Constitution which is set out in its entirety in **Appendix C** to this Scheme Document. Numbered Regulations referred to in the following summary pertain to relevant provisions of the Quantum Healthcare Constitution, unless otherwise stated.

### **Companies Act**

The following Regulations are proposed to be revised or inserted as new provisions such that these provisions would be consistent with the Companies Act, as amended pursuant to the Amendment Acts. In line with Section 35 of the Companies Act, all references to "Article" or "Articles" in the existing Constitution have been amended to "Regulation" or "Regulations" in the Quantum Healthcare Constitution:

- (a) **Regulation 1 (Article 2 of the existing Constitution).** Regulation 1, which is the interpretation section of the Quantum Healthcare Constitution, includes the following new and/or updated provisions:
- (i) an updated definition of "in writing" to provide that this expression, where used in the Quantum Healthcare Constitution, includes any representation or reproduction of words, symbols or other information which may be displayed in a visible form, whether physical or electronic or otherwise. This seeks to facilitate, for example, a proxy instrument being in either physical or electronic form;
  - (ii) new definitions of "registered address" and "address" to make it clear that these expressions mean, in relation to any Member, his physical address for the service or delivery of notices or documents personally or by post, except where otherwise expressly specified;
  - (iii) a new provision stating that the expressions "Depositor", "Depository", "Depository Agent" and "Depository Register" shall have the meanings ascribed to them respectively in the SFA. This follows the migration of the provisions in the Companies Act which relate to the Central Depository System to the SFA pursuant to the Amendment Acts; and
  - (iv) a new provision stating that the expressions "current address", "electronic communications", "financial statements", "relevant intermediary" and "treasury shares" shall have the meanings ascribed to them respectively in the Companies Act. This follows the introduction of new provisions facilitating electronic communication and the multiple proxies regime pursuant to the Amendment Acts.
- (b) **New Regulation 4.** The new Regulation 4 is a general provision which states that, subject to the Companies Act and/or any other written law and the Quantum Healthcare Constitution, Quantum Healthcare has full capacity to carry on or undertake any business or activity, do any act or enter into any transaction. This is in accordance with Section 23 of the Companies Act which provides that a company has, subject to the law and to the provisions of its constitution, full rights, powers and privileges to carry on or undertake any business or activity, do any act or enter into any transaction. This will enable Quantum Healthcare to take advantage of the flexibility afforded by Section 23 of the Companies Act and remove any uncertainty as to whether Quantum Healthcare has the power to act in a particular way or to engage in a particular transaction, subject to the restrictions imposed by the Quantum Healthcare Constitution, the Companies Act, the Catalist Rules and any other applicable laws, rules and regulations.

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- (c) **New Regulation 7(2).** Regulation 7(2) is a new provision which provides that new shares may be issued for no consideration. This provision is in line with the new Section 68 of the Companies Act, which clarifies that a company having a share capital may issue shares for which no consideration is payable to the issuing company.
- (d) **Regulation 21 (Article 14 of the existing Constitution).** The requirement to disclose the amount paid on the shares in the share certificate relating to those shares has been removed in Regulation 21, which relates to share certificates. A share certificate need only state, *inter alia*, the number and class of the shares, whether the shares are fully or partly paid up, and the amount (if any) unpaid on the shares. This follows the amendments to Section 123(2) of the Companies Act pursuant to the Amendment Acts.
- (e) **Regulation 71 (Article 50 of the existing Constitution).** Regulation 71, which relates to Quantum Healthcare's power to alter its share capital, has new provisions which empower Quantum Healthcare, by ordinary resolution, to convert its share capital or any class of shares from one currency to another currency. This is in line with the new Section 73 of the Companies Act, which sets out the procedure for such re-denominations.

For the avoidance of doubt, the provisions in the Quantum Healthcare Constitution do not permit Quantum Healthcare to have dual-class share structures or to issue shares which carry different voting rights.

- (f) **Regulation 78 (Article 59 of the existing Constitution).** Regulation 78, which relates to the routine business that is transacted at an annual general meeting, includes updates which:
  - (i) substitute the reference to "accounts" with "financial statements", and the reference to "reports of the Directors and Auditors" with "Directors' statement" and "Auditor's report", for consistency with the updated terminology in the Companies Act;
  - (ii) expand the routine business items to include, in addition to the appointment of a new Auditor, the re-appointment of the retiring Auditor; and
  - (iii) clarify the types of Directors' remuneration which will be subject to approval by Shareholders as routine business.
- (g) **Regulation 84(2) (Article 65 of the existing Constitution).** Regulation 84(2), which relates to the method of voting at a general meeting where mandatory polling is not required, contains reduced thresholds for the eligibility to demand a poll of 5% of the total voting rights of the members having the right to vote at the meeting, and 5% of the total sum paid up on all the shares conferring that right. This is in line with Section 178 of the Companies Act, as amended pursuant to the Amendment Acts.
- (h) **Regulations 89(2), 89(3), 93, and 95(1) (Articles 71, 77, 79 and 80 of the existing Constitution).** Regulations 89(2), 89(3), 93 and 95(1), which relate to the voting rights of Members and the appointment and deposit of proxies, contain new provisions which cater to the multiple proxies regime introduced by the Amendment Acts. The multiple proxies regime allows "relevant intermediaries", such as banks, capital markets services licence holders which provide custodial services for securities and the Central Provident Fund Board, to appoint more than two proxies to attend, speak and vote at general meetings. In particular:
  - (i) Regulation 89(2) provides that in the case of a Member who is a "relevant intermediary" and who is represented at a general meeting by two or more proxies, each proxy shall be entitled to vote on a show of hands. This is in line with the new Section 181(1D) of the Companies Act.

Notwithstanding the aforesaid, Quantum Healthcare will still be required to comply with the requirements of Rule 730A(2) of the Catalyst Rules which states that all resolutions at general meetings shall be voted by poll;

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- (ii) Regulation 93(1) provides that subject to the provisions of the Companies Act, a Member who is a "relevant intermediary" may appoint more than two proxies to attend, speak and vote at the same general meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member, and where such Member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed must be specified in the form of proxy. This is in line with the new Section 181(1C) of the Companies Act;
- (iii) In connection with the above, the relevant time periods for the appointment of proxies before a general meeting have been amended as well.

Regulation 93(2) provides that Quantum Healthcare will be entitled and bound to reject an instrument of proxy lodged by a Depositor if he is not shown to have any shares entered against his name in the Depository Register as at seventy-two (72) (previously forty-eight (48)) hours before the time of the relevant general meeting. Consequential changes have also been made in Regulations 89(3) and 93(2) to provide that the number of votes which a Depositor or his proxy can cast on a poll is the number of shares entered against his name in the Depository Register as at seventy-two (72) hours before the time of the relevant general meeting. This is in line with the new Section 81 SJ(4) of the SFA; and

Regulation 95(1) has been amended to increase the cut-off time for the deposit of instruments appointing proxies from forty-eight (48) to seventy-two (72) hours before the time appointed for holding the general meeting. This is in line with Section 178(1)(c) of the Companies Act, as amended pursuant to the Amendment Acts.

- (i) **Regulation 105(2) (Article 90(2) of the existing Constitution).** Regulation 105(2), which relates to the disclosure requirements imposed on Directors in respect of their interest(s) in transactions or proposed transactions or of any office or property held by him which might create duties or interests in conflict with his duties or interests as a Director or such officer (as the case may be), has been amended to extend such disclosure requirements to any relevant officer of Quantum Healthcare to whom Section 156 of the Companies Act applies. This is in line with the new Section 156 of the Companies Act, as amended pursuant to the Amendment Acts.
- (j) **Regulation 114 (Article 102 of the existing Constitution).** Regulation 114, which relates to the Directors' power to fill casual vacancies and to appoint additional Directors, provides that Quantum Healthcare may also do so by ordinary resolution. This is in line with the new Section 149B of the Companies Act, which provides that unless the constitution otherwise provides, a company may appoint a director by ordinary resolution passed at a general meeting.
- (k) **Regulation 119 (Article 113 of the existing Constitution).** Regulation 119, which relates to the general powers of the Directors to manage Quantum Healthcare's business, has been amended to clarify that the business and affairs of Quantum Healthcare are to be managed by, or under the direction of, or additionally, under the supervision of, the Directors. This is in line with Section 157A of the Companies Act, as amended pursuant to the Amendment Acts.
- (l) **Regulation 174 (Articles 144 and 145 of the existing Constitution).** Regulation 174, which relates to the sending of Quantum Healthcare's financial statements and related documents to Members, additionally provides that such documents may, subject to the listing rules of the SGX-ST, be sent less than 14 days before the date of the general meeting with the agreement of all persons entitled to receive notices of general meetings. This is in line with the new Section 203(2) of the Companies Act, as amended pursuant to the Amendment Acts, which provides that the requisite financial statements and other related documents may be sent less than 14 days before the date of the general meeting at which they are to be laid if all the persons entitled to receive notice of general meetings of the company so agree. Notwithstanding this proviso, Quantum Healthcare is currently required to comply with Rule



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707(2) of the Catalist Rules, which provides that an issuer must issue its annual report to shareholders and the SGX-ST at least 14 days before the date of its annual general meeting. The requirement to send these documents to debenture holders has also been removed in Regulation 174.

Where applicable, the references to Quantum Healthcare's "accounts", "profit and loss account(s)" and Directors' "reports" have also been updated/substituted with references, or additional references, to "financial statements" and Directors' "statements", as appropriate, for consistency with the updated terminology in the Companies Act. This is in line with the new Section 201 of the Companies Act, as amended pursuant to the Amendment Acts.

- (m) **Regulations 179 and 180 (Articles 149, 150, 151 and 154 of the existing Constitution).** Regulations 179 and 180, which relate to the service of notices and documents to Members, has new provisions to facilitate the electronic transmission of notices and documents following the introduction of simplified procedures for the sending of notices and documents electronically pursuant to the Amendment Acts.

Under the new Section 387C of the Companies Act, notices and documents may be given, sent or served using electronic communications with the express, implied or deemed consent of the member in accordance with the constitution of the company. This is also permitted under Rules 1205 to 1209 of the Catalist Rules.

In this regard:

- (i) there is express consent if a member expressly agrees with the company that notices and documents may be given, sent or served on him using electronic communications;
- (ii) there is deemed consent if the constitution:
  - (aa) provides for the use of electronic communications and specifies the manner in which electronic communications is to be used; and
  - (bb) specifies that members will be given an opportunity to elect, within a specified period of time, whether to receive electronic or physical copies of such notices and documents,and the member fails to make an election within the specified period of time. This is also provided for in Rule 1206(1)(a) of the Catalist Rules; and
- (iii) there is implied consent if the constitution:
  - (aa) provides for the use of electronic communications and specifies the manner in which electronic communications is to be used; and
  - (bb) provides that members shall agree to receive such notices or documents by way of electronic communications and shall not have a right to elect to receive physical copies of such notices and documents.

This is also provided for in Rule 1206(2) of the Catalist Rules.

Certain safeguards for the use of the deemed consent and implied consent regimes are prescribed under the new regulation 89C of the Companies Regulations as well as Rule 1206(1)(b) of the Catalist Rules, which provide that before giving, sending or serving any notice or document by way of electronic communications to a member who is deemed to have consented under Section 387C(3) of the Companies Act (the deemed consent regime as described in paragraph (m)(ii) above), the company must have given separate notice to the member in writing on at least one occasion that:

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**APPENDIX D – SUMMARY OF MATERIAL DIFFERENCES BETWEEN THE CONSTITUTION  
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- (i) the member has a right to elect, within a time specified in the notice, whether to receive notices and documents by way of electronic communications or as a physical copy;
- (ii) if the member does not make an election, documents will be sent to the member by way of electronic communications;
- (iii) the manner in which electronic communications will be used is the manner specified in the constitution of the company or where not specified, the means of electronic communications that will be used to give, send or serve notices or documents is by publication on the company's website that is specified in the separate notice;
- (iv) the election is a standing election, but the member may make a fresh election at any time to receive notices or documents by way of electronic communications or as a physical copy; and
- (v) until the member makes a fresh election, the election that is conveyed to the company last in time prevails over all previous elections as the member's valid and subsisting election in relation to all documents to be sent.

Regulation 180 was inserted with the objective of facilitating the electronic transmission of notices and documents following the introduction of simplified procedures for the sending of notices and documents electronically pursuant to the new Section 387C of the Companies Act and Rules 1205 and 1206 of the Catalist Rules. Companies may, subject to certain statutory safeguards, make use of these simplified procedures so long as the specified modes of electronic transmission are set out in their constitutions.

In particular:

Regulation 180(1) provides that notices and documents may be sent to Members using electronic communications either to the current address (which may be an email address) of that person or by making it available on a website. In this connection, Rule 1209 of the Catalist Rules provides that if an issuer uses website publication as the form of electronic communications, the issuer shall separately provide a physical notification to shareholders notifying of the following:

- (i) the publication of the document on the website;
- (ii) if the document is not available on the website on the date of notification, the date on which it will be available;
- (iii) address of the website;
- (iv) the place on the website where the document may be accessed; and
- (v) how to access the document.

Rule 1209 of the Catalist Rules will apply to Quantum Healthcare in the event that it serves notices and documents to Members by making them available on a website.

Regulation 180(2) further provides that, subject to the Companies Act and any regulations made thereunder and the listing rules of the SGX-ST relating to electronic communications, a Member has given his implied consent, and shall agree to receive such notice or document by way of electronic communications and shall not have a right to elect to receive a physical copy of such notice or document.

Regulation 180(3) further states that notwithstanding the aforesaid, subject to the Companies Act and any regulations made thereunder and the listing rules of the SGX-ST relating to

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electronic communications, the Directors may, at their discretion, decide to give Members an opportunity to elect to opt out of receiving such notice or document by way of electronic communications, and a Member is deemed to have consented to receive such notice or document by way of electronic communications, if he was given such an opportunity but failed to make an election within the specified time.

Regulation 180(5) provides for when service is deemed to have been effected in the case of notices or documents sent by electronic communications. In particular, where a notice or document is made available on a website, it shall be treated as given or sent to, or served on, a person on the date on which the notice or document is first made available on the website unless otherwise provided under the Companies Act and/or other applicable regulations or procedures.

It should be noted, however, that under the new regulation 89D of the Companies Regulations, notices or documents relating to take-over offers and rights issues cannot be transmitted by electronic means. Similarly, Rule 1207 of the Catalist Rules provides that an issuer shall send the following documents to its shareholders by way of physical copies: (i) forms or acceptance letters that shareholders may be required to complete; (ii) notices of meetings, excluding circulars or letters referred to in that notice; (iii) notices and documents relating to takeover offers and rights issues; and (iv) notices under Rules 1208 and 1209 of the Catalist Rules. Notwithstanding that Quantum Healthcare is permitted by the Companies Act and the Catalist Rules to send notices and documents to Shareholders by electronic communications, Rule 1208 of the Catalist Rules provides that when an issuer uses electronic communications to send a document to a shareholder, the issuer shall inform the shareholder as soon as practicable of how to request for a physical copy of that document from the issuer and the issuer shall provide a physical copy of that document upon such request. Therefore, Regulation 180(4) has been inserted in the Quantum Healthcare Constitution to provide that Quantum Healthcare shall send to Members physical copies of such notices or documents as may be specified by law or the listing rules of the SGX-ST.

- (n) **Regulation 190 (Article 159 of the existing Constitution).** Regulation 190, which relates to Directors' indemnification, has been expanded to permit Quantum Healthcare, subject to the provisions of and so far as may be permitted by the Companies Act, to indemnify a Director against losses "to be incurred" by him in the execution of his duties. This is in line with the new Sections 163A and 163B of the Companies Act, which permit a company to lend, on specified terms, funds to a director for meeting expenditure incurred "or to be incurred" by him in defending court proceedings or regulatory investigations.

### Catalist Rules

Rule 730 of the Catalist Rules provides that if an issuer amends its articles or other constituent documents, they must be made consistent with all the listing rules prevailing at the time of amendment.

The following regulations have been updated to ensure consistency with the listing rules of the SGX-ST prevailing as at the Latest Practicable Date, in compliance with Rule 730 of the Catalist Rules:

- (a) **Regulation 75 (Article 58A(1) of the existing Constitution).** Regulation 75, which relates to notice of general meetings, clarifies that the requirement for at least 14 days' notice of any general meeting to be given by advertisement in the daily press in circulation in Singapore and in writing to the SGX-ST only applies so long as the shares in Quantum Healthcare are listed on the SGX-ST. This is in line with paragraph (7) of Appendix 4C of the Catalist Rules.
- (b) **New Regulation 84(1).** Regulation 84(1), which relates to the method of voting at general meetings, has been inserted to make it clear that, if required by the listing rules of the SGX-ST, all resolutions at general meetings shall be voted by poll (unless such requirement is waived by the SGX-ST). These changes are in line with Rule 730A(2) of the Catalist Rules which requires all resolutions at general meetings to be voted by poll.

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## APPENDIX D – SUMMARY OF MATERIAL DIFFERENCES BETWEEN THE CONSTITUTION AND THE QUANTUM HEALTHCARE CONSTITUTION

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- (c) **Regulation 85 (Articles 66 and 66A of the existing Constitution).** Regulation 85, which relates to conduct of the poll and incidental matters, makes it clear that scrutineers will be appointed, if so required by the listing rules of the SGX-ST and where the appointed scrutineer is interested in the resolution(s) to be passed at the general meeting, it shall refrain from acting as the scrutineer for such resolution(s). This is in line with Rule 730A(3) of the Catalist Rules which took effect on 1 August 2015.
- (d) **Regulation 93 (Article 77 of the existing Constitution).** Regulation 93, which sets out provisions relating to proxies including rights relating to their appointment, has been amended to provide that:
- (i) a Member who has deposited an instrument appointing a proxy/proxies to vote on his behalf at a general meeting shall not be precluded from attending and voting at that general meeting; and
  - (ii) any such appointment of all the proxies concerned shall be deemed to be revoked upon attendance of the Member appointing the proxy/proxies at the relevant general meeting.

These amendments are in line with paragraph 3.3 of Practice Note 7E of the Catalist Rules, which provides that if a shareholder submits a proxy form and subsequently attends the meeting in person and votes, the appointment of the proxy should be revoked.

- (e) **Regulations 108 and 112 (Articles 96 and 100 of the existing Constitution).** Regulation 108, which relates to the vacation of office of a Director in certain events, additionally provides that a Director shall cease to hold office if he is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds. Consequential changes have been made to Regulation 112, which relates to the filling of the office vacated by a retiring Director in certain default events, to provide that a retiring Director is deemed to be re-elected in certain default circumstances except, additionally, where he is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds. These changes are in line with paragraph (9)(n) of Appendix 4C of the Catalist Rules, which provides that where a director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds, he must immediately resign from the board.

### PDPA

In general, under the Personal Data Protection Act 2012, an organisation can only collect, use or disclose personal data of an individual with the individual's consent, and for a reasonable purpose which the organisation has made known to the individual. The new Regulation 192 specifies, *inter alia*, the purposes for which Quantum Healthcare and/or its agents and service providers would collect, use and disclose personal data of Members and their appointed proxies or representatives.

### General

The following regulations have been included in the Quantum Healthcare Constitution, or have been updated, streamlined and rationalised generally:

- (a) **Regulations 29, 38, 90, 96 and 108 (Articles 20, 26, 73, 81, 81A and 96 of the Existing Constitution).** These Regulations have been updated to substitute the references to insanity, lunatics and persons of unsound mind with references to mental disorder and persons who are "mentally disordered" and incapable of managing themselves or their affairs, following the enactment of the Mental Health (Care and Treatment) Act 2008, which repealed and replaced the Mental Disorders and Treatment Act.
- (b) **Regulation 73 (Article 56(1) of the existing Constitution).** Regulation 73, which relates to the time-frame for holding annual general meetings, has been revised to make it clear that an annual general meeting shall be held once in every year in accordance with the requirements

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of the Companies Act but not more than four (4) months shall lapse between the end of each financial year and such annual general meeting unless the Registrar authorises an extension of time to hold such annual general meeting or as otherwise permitted by the Companies Act. This is in line with the amended Section 175(1) of the Companies Act.

- (c) **Regulations 93 and 95 (Articles 77 and 80 of the existing Constitution).** Regulation 93, which relates to the appointment of proxies, has new provisions to facilitate the appointment of a proxy through electronic means online. In particular, it provides that a Member can elect to authorise the appointment of a proxy via electronic communication, through such method and in such manner as may be approved by the Directors, in lieu of the present requirement of signing, or where applicable, the affixation of the corporate Members' common seal or execution thereof as a deed in accordance with the Companies Act.

For the purpose of accommodating the deposit by Members, and receipt by Quantum Healthcare, of electronic proxy instructions by Members who elect to use the electronic appointment process, Regulation 95, which relates to the deposit of proxies, has new provisions which authorise the Directors to prescribe and determine the manner of receipt by Quantum Healthcare of the instrument appointing a proxy through digital means.

- (d) **Regulation 110 (Article 98 of the existing Constitution).** Regulation 110, which relates to the retirement of Directors by rotation, clarifies that the Directors who are to retire by rotation are to be selected in accordance with Regulation 111.
- (e) **Regulation 170 (Article 136 of the existing Constitution).** Regulation 170, which relates to the Directors' power to issue free shares and/or to capitalise reserves for share-based incentive plans, has been expanded to empower the Directors to do the same for the benefit of non-executive Directors as part of their Directors' remuneration (which has to be approved by Members in general meeting). This will enable Quantum Healthcare, if it so desires, to remunerate its non-executive Directors by way of Directors' fees in the form of shares, or in a combination of cash and shares, using these methods.

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**APPENDIX E – EXTRACTS OF RESOLUTIONS PASSED IN RESPECT OF  
QTV SHARE ISSUE MANDATE**

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**QTV Share Issue Mandate – Extract of resolutions passed by the Company at the 2022 AGM dated 29 April 2022 for the authority to issue shares and/or convertible instruments in the capital of the Company.**

**"SPECIAL BUSINESS**

**ORDINARY RESOLUTION 8: AUTHORITY TO ALLOT AND ISSUE SHARES**

*The Chairman proposed and tabled Ordinary Resolution 5 to be considered for approval in relation to the authority to allot and issue shares, the full text of which was as set out in the Notice of AGM.*

*... Based on the results of the poll, the Chairman declared Ordinary Resolution 5 carried."*

**Ordinary Resolution 8**

**"Authority to Allot and Issue Shares**

*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;**

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**APPENDIX E – EXTRACTS OF RESOLUTIONS PASSED IN RESPECT OF  
QTV SHARE ISSUE MANDATE**

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(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;*

*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 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."*

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**APPENDIX F – EXTRACT OF RESOLUTIONS PASSED IN RESPECT OF  
THE QUANTUM HEALTHCARE SHARE ISSUE MANDATE**

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**Quantum Healthcare Share Issue Mandate – Extract of resolutions passed by Kelvin Tong for the authority to issue shares and/or convertible instruments in the capital of Quantum Healthcare.**

**"RESOLVED THAT**, subject to the QTV Shareholders' approval of the Scheme being obtained at a meeting of the QTV Shareholders to be convened and held pursuant to an order of the High Court of the Republic of Singapore ("**Scheme Meeting**") and the Scheme becoming effective, 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 Quantum Healthcare ("**Quantum Healthcare 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 Quantum Healthcare 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 Quantum Healthcare Shares;

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

- (a) the aggregate number of Quantum Healthcare Shares (including Quantum Healthcare Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution (after deducting such number of ordinary shares in the capital of QTV (if any) which may have been allotted and issued by QTV pursuant to QTV's general share issue mandate ("**QTV Share Issue Mandate**") approved at the last annual general meeting of QTV held on 29 April 2022 ("**2022 AGM**") prior to the effective date of the Scheme) shall not exceed one hundred percent (100%) of the total number of issued Quantum Healthcare Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Quantum Healthcare Shares to be issued other than on a pro-rata basis to existing shareholders of Quantum Healthcare shall not exceed fifty percent (50%) of the total number of issued Quantum Healthcare 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 Quantum Healthcare Shares that may be issued under sub-paragraph (a) above, the total number of issued Quantum Healthcare Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Quantum Healthcare Shares (excluding treasury shares and subsidiary holdings) with reference to the number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of QTV at the time of the passing of the resolution to approve the renewal of the QTV Share Issue Mandate at the 2022 AGM, after deducting such number of ordinary shares in the capital of QTV (if any) which may have been allotted and issued by QTV pursuant to the QTV Share Issue Mandate prior to the effective date of the Scheme), and after adjusting for:
  - (i) new Quantum Healthcare Shares arising from the conversion or exercise of any convertible securities which were in existence as at the passing of the resolution to



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**APPENDIX F – EXTRACT OF RESOLUTIONS PASSED IN RESPECT OF  
THE QUANTUM HEALTHCARE SHARE ISSUE MANDATE**

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*approve the renewal of the QTV Share Issue Mandate at the 2022 AGM;*

- (ii) new Quantum Healthcare Shares arising from exercising of share options or vesting of share awards which are outstanding or subsisting which were in existence as at the time of passing of the resolution to approve the renewal of the QTV Share Issue Mandate at the 2022 AGM and which QTV is party or subject to or which is otherwise binding on QTV immediately after the completion of the Scheme, 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 Quantum Healthcare Shares;*

*Any adjustments in accordance with (i) and (ii) are only to be made in respect of new Quantum Healthcare 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, Quantum Healthcare 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 Quantum Healthcare; and*
- (d) Unless revoked or varied by Quantum Healthcare in general meeting such authority shall continue in force until the conclusion of the next annual general meeting of Quantum Healthcare or the date by which the next annual general meeting of Quantum Healthcare is required by law to be held, whichever is the earlier."*

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## APPENDIX G – CONDITIONS PRECEDENT

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The Scheme is subject to the fulfilment of the following Conditions Precedent:

1. **Regulatory Approvals.** Prior to the first application to the Court for an order to convene the Scheme Meeting, the following Regulatory Approvals having been obtained and not having been withdrawn or revoked on or before the Record Date:
  - (a) declaration from MAS that pursuant to section 273(5) of the SFA, Subdivisions (2) and (3) of Division 1 of Part XIII of the SFA (other than section 257 of the SFA) do not apply to the offer of Quantum Healthcare Shares made pursuant to the Proposed Restructuring, for a period of six months from the date of the declaration and subject to any conditions as may be imposed by MAS; and
  - (b) confirmation from SGX-ST that the provisions relating to the new listing requirements and delisting requirements under Chapters 4 and 13 of the Catalist Rules will not be applicable to the Scheme; and
  - (c) the listing and quotation notice from SGX-ST for the listing and quotation for all the Quantum Healthcare Shares.
2. **Authorisations.** In addition to the approvals mentioned in paragraph 1 above:
  - (a) in relation to Quantum Healthcare, all authorisations, consents, waivers, clearances, permissions and approvals as are necessary or required (for or in respect of the Scheme) by Quantum Healthcare under any and all laws from all Governmental Agencies; and
  - (b) in relation to the Company, all authorisations, consents, waivers, clearances, permissions and approvals as are necessary or required (for or in respect of the Scheme) by the Company under any and all laws from all Governmental Agencies or third parties,

(collectively, the "**Authorisations**") having been obtained prior to the Record Date, and not having been withdrawn or revoked (if applicable) on or before the Record Date and if any of such Authorisations is subject to any conditions or requires any actions or obligations to be taken or performed, all such actions having been duly taken or performed on or prior to the Record Date save where the failure to obtain any such Authorisation, the withdrawal or revocation of any such Authorisation, or the failure to meet any such condition or take any such action or perform any such obligation in relation to such Authorisation would not have a material effect on Quantum Healthcare or any Group Company.
3. **Shareholders' Approval.** The approval of the Scheme by the Shareholders in compliance with the requirements of Section 210(3AB) of the Companies Act.
4. **Court Order.** The grant of the Court Order by the Court and such Court Order having become final.
5. **No Legal or Regulatory Restraint.** Between the Latest Practicable Date and up to the Record Date, no injunction or other order, legal or regulatory restraint, prohibition or condition preventing implementation of the Scheme (or the proposed transactions relating to the Scheme) having been issued by any Governmental Agency or by any court of competent jurisdiction and remaining in effect as at the Record Date.
6. **ACRA Lodgement.** The lodgement and registration of the Court Order with ACRA pursuant to Section 210(5) of the Companies Act.

As at the Latest Practicable Date, the conditions set out in paragraph 1 have been complied with.

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## APPENDIX H – MANNER OF CONVENING SCHEME MEETING

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The manner of convening the Scheme Meeting as ordered by the Court is set out below:

### **Convening, holding and/or conducting the Scheme Meeting**

1. The Company shall be at liberty to convene the Scheme Meeting at a date, time and/or location to be determined by the Company.
2. The Scheme Meeting may be convened, held or conducted, whether wholly or partly, by electronic means.
3. The minutes of the Scheme Meeting shall be published on the website of the Singapore Exchange Securities Trading Limited ("**SGXNET**") and the website of the Company within one month after the date of the Scheme Meeting.

### **Attendance at the Scheme Meeting**

4. The Company may provide that each Shareholder may only attend the Scheme Meeting by observing and listening to the proceedings of the Scheme Meeting by electronic means, if access to both an audio broadcast and audio-visual broadcast is provided to the Shareholders.

### **Right or entitlement to be heard or to require representations to be read out at the Scheme Meeting**

5. The Company may provide that each Shareholder may only be heard at the Scheme Meeting by electronic means in the manner provided in paragraph 6. A representation may be read out at the Scheme Meeting by electronic means.

### **Right or entitlement to speak on a resolution at the Scheme Meeting**

- 6.1 The Company may require that a Shareholder shall, before the Scheme Meeting, send to the Chairman of the Scheme Meeting, by post or electronic mail, the matters which the Shareholder wishes to raise at the Scheme Meeting, and each such matter, if substantial and relevant and sent within a reasonable time before the Scheme Meeting, is to be responded to at or before the Scheme Meeting by electronic means.
- 6.2 In addition to what is provided for in paragraph 6.1, the Company is to provide a facility for any matter to be raised by a member or person at the meeting and for the matter to be responded to at the meeting through real-time electronic communication such as video-conferencing, teleconferencing or live chat.

### **Quorum at the Scheme Meeting**

- 7.1 A quorum may be formed by two Shareholders personally or electronically present.
- 7.2 A Shareholder is electronically present at the Scheme Meeting if the Shareholder:
  - (a) attends the Scheme Meeting in the manner provided in paragraph 4;
  - (b) is verified by the Share Registrar of the Company, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) as attending the Scheme Meeting in the manner provided in paragraph 4; and
  - (c) is acknowledged by electronic means by the Chairman of the Scheme Meeting as present at the Scheme Meeting.
- 7.3 A Shareholder is deemed to be present at the Scheme Meeting if the Shareholder has

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## APPENDIX H – MANNER OF CONVENING SCHEME MEETING

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appointed the Chairman of the Scheme Meeting as the Shareholder's proxy to attend, speak and vote at the Scheme Meeting in accordance with paragraph 8.1.

- 7.4 A Shareholder is deemed to be present at the Scheme Meeting if the Shareholder has appointed a proxy(ies) to attend, speak and vote (in real time) at the Scheme Meeting via electronic means in accordance with paragraph 8.2.

### **Voting at the Scheme Meeting**

- 8.1 The Company may provide for each Shareholder to appoint the Chairman of the Scheme Meeting as the Shareholder's proxy to vote at the Scheme Meeting by depositing with the Company the Proxy Form by post, or by electronic mail to an electronic mail address stated in the Notice of the Scheme Meeting, in either case, not less than 48 hours before the time fixed for the Scheme Meeting.
- 8.2 The Company may provide for each Shareholder to appoint a proxy(ies) to attend and vote (in real time) at the Scheme Meeting via electronic means by depositing with the Company the Proxy Form by post, or by electronic mail to an electronic mail address stated in the Notice of the Scheme Meeting, in either case, not less than 48 hours before the time fixed for the Scheme Meeting.

### **Laying and production of documents at the Scheme Meeting**

9. The Scheme Document and any other document to be laid or produced before the Scheme Meeting may be so laid or produced by being:
- (a) sent or published in the manner provided in paragraph 11 with the Notice; or
  - (b) published at an online location, the address of which is sent with the Notice, or published on the website of the Company.

### **Giving of Notice of the Scheme Meeting**

10. The Scheme Meeting (including any adjourned or postponed meeting) may be called by notice in writing of not less than 21 days, published on SGXNET and the website of the Company.
11. The notice of the Scheme Meeting ("**Notice**");
- (a) shall provide instructions on how the Shareholders can locate the Scheme Document (as defined below) electronically;
  - (b) shall describe the means by which the Scheme Meeting can be electronically accessed (including the online location, if the meeting is held at an online location);
  - (c) shall set out how a Shareholder may vote (in real time via electronic means (either personally or via appointment of proxy) or by the appointment of the Chairman of the Scheme Meeting as proxy) at the Scheme Meeting);
  - (d) shall state how a Shareholder may submit questions in advance of the Scheme Meeting or during the Scheme Meeting via an online chat box; and
  - (e) may be accompanied by any other documents relevant to the Scheme Meeting.

### **Other matters**

12. Mr Ng Fook Ai Victor, or failing him, any other director of the Company, shall be appointed Chairman of the Scheme Meeting and to report the results of the Scheme Meeting to the Court.

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## APPENDIX H – MANNER OF CONVENING SCHEME MEETING

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13. Not less than 21 days before the day appointed for the Scheme Meeting, a document (the "**Scheme Document**") consisting of, *inter alia*, the following:
- (a) a Letter to Shareholders from the Company to the Shareholders containing details of, *inter alia*, the purpose of the Scheme Document and information relating to the Scheme;
  - (b) an Explanatory Statement which contains, *inter alia*, the information required to be disclosed under Section 211 of the Companies Act;
  - (c) recommendation to the Shareholders in respect of the Scheme;
  - (d) the Notice; and
  - (e) a proxy form for use at the Scheme Meeting ("**Proxy Form**"),
- shall be published on SGXNET and the website of the Company.
14. Any accidental omission to give any Shareholder notice of the Scheme Meeting or the non-receipt of such notice by any Shareholder shall not invalidate the proceedings at the Scheme Meeting, unless ordered by the Court.
15. Subject to paragraph 16 below, a Shareholder may only cast all the votes it uses at the Scheme Meeting in one way.
16. A Shareholder who is a relevant intermediary or a Depository Agent (hereinafter, an "**Intermediary**") need not cast all the votes it uses in the same way provided that each vote is exercised in relation to a different Share. For the purposes of satisfying the condition under section 210(3AB)(a)(ii) of the Companies Act, the Company shall treat an Intermediary that casts votes both for and against the Scheme as follows:
- (a) the Company shall treat the Intermediary as casting one (1) vote in favour of the Scheme if the Intermediary casts more votes for the Scheme than against the Scheme;
  - (b) the Company shall treat the Intermediary as casting one (1) vote against the Scheme if the Intermediary casts more votes against the Scheme than for the Scheme; and
  - (c) the Company shall treat the Intermediary as casting one (1) vote for and one (1) vote against the Scheme if the Intermediary casts equal votes for and against the Scheme.

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**APPENDIX I – THE SCHEME**

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**IN THE GENERAL DIVISION OF THE HIGH COURT OF THE REPUBLIC OF SINGAPORE**

HC/OA      /2022      )

In the Matter of Section 210 of the Companies Act 1967

And

In the Matter of QT VASCULAR LTD.  
(Singapore UEN No. 201305911K)

**SCHEME OF ARRANGEMENT**

Under Section 210 of the Companies Act 1967

Between

QT Vascular Ltd.

And

Shareholders (as defined herein)

And

Quantum Healthcare Limited

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## APPENDIX I – THE SCHEME

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### PRELIMINARY

In this Scheme (as defined below), the following definitions shall apply throughout unless the context otherwise requires or otherwise stated:

<b>"2005 Stock Plan"</b>	:	2005 Stock Plan of TML
<b>"2013 QTV Share Plan"</b>	:	2013 QTV Share Plan of the Company
<b>"2014 QTV Employee Share Option Scheme"</b>	:	The employee share option scheme adopted by the Company on 29 April 2014 as amended on 30 April 2015, 28 April 2016 and 30 April 2019
<b>"Announcement"</b>	:	The announcement dated 2 March 2022 made by the Company on the SGXNET in relation to the Scheme
<b>"Announcement Date"</b>	:	2 March 2022, being the date of the Announcement
<b>"Awards"</b>	:	The outstanding awards under the QT Vascular Restricted Share Plan 2015 as at the Latest Practicable Date
<b>"Awards Holders"</b>	:	The holders of the Awards under the QT Vascular Restricted Share Plan 2015
<b>"Awards Variation Agreements"</b>	:	The supplemental letter(s) entered into between the Company and the Awards Holders, which are subject to <i>inter alia</i> the Proposed Awards Variation being approved by Shareholders at the Scheme Meeting
<b>"Catalist"</b>	:	The sponsor-supervised listing platform of the SGX-ST
<b>"Catalist Rules"</b>	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as may be amended, or modified or supplemented from time to time
<b>"CDP"</b>	:	The Central Depository (Pte) Limited
<b>"Companies Act"</b>	:	Companies Act 1967 of Singapore, as may be amended, modified or supplemented from time to time
<b>"Company"</b>	:	QT Vascular Ltd.
<b>"Conditions Precedent"</b>	:	The conditions precedent to the Scheme, as set out in Appendix G of the Scheme Document
<b>"Court"</b>	:	The General Division of the High Court of the Republic of Singapore or, in the event of an appeal, the Appellate Division of the High Court of the Republic of Singapore or the Court of Appeal of the Republic of Singapore (as may be applicable)
<b>"Effective Date"</b>	:	The date on which the Scheme becomes effective in accordance with its terms upon the lodgement of the Court Order with ACRA



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## APPENDIX I – THE SCHEME

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"Encumbrances"	:	Any claim, charge, mortgage, security, pledge, lien, option, restriction, equity, power of sale, hypothecation or other third party rights or interests, retention of title, right of pre-emption, right of first refusal or security interest of any kind or an agreement, arrangement or obligation to create any of the foregoing
"Entitled Shareholders"	:	Shareholders who are registered as such on the Record Date
"ESOS Variation Agreements"	:	The supplemental letters entered into between the Company and the Optionholders, which are subject to <i>inter alia</i> the Proposed Options Variation being approved by Shareholders at the Scheme Meeting
"Group"	:	Collectively, the Company and its subsidiaries
"Healthcare Business"	:	The following activities: (i) the provision of dental services, and (ii) operations management and consultancy services to certain Government entities and/or corporate clients
"Investors"	:	Thomas Tan Gim Chua, Quek Chin Thean, Chong Leong Fah Derrick and " <b>Investor</b> " shall mean any one of them
"Latest Practicable Date"	:	31 May 2022
"Market Day"	:	A day on which the SGX-ST is open for trading in securities
"Medical and Wellness Business"	:	The provision of general and specialised medical care including but not limited to the fields of aesthetics and wellness services
"Medical Equipment"	:	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 Business"	:	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; and (ii) to engage in the trading, manufacturing, distributing and/or marketing of such medical equipment.
"New Businesses"	:	The Healthcare Business, the Medical Equipment Business and the Medical and Wellness Business collectively and " <b>New Business</b> " shall mean any one of them
"Option Schemes"	:	2014 QTV Employee Share Option Scheme, 2013 QTV Share Plan and 2005 Stock Plan
"Optionholders"	:	The holders of the Options under the Option Schemes
"Options"	:	The outstanding options under the Option Schemes as at the Latest Practicable Date
"Proposed Awards Variation"	:	The assumption by Quantum Healthcare of all liabilities and obligations of the Company in connection with the outstanding Awards granted by the Company to the Awards Holders under the QT Vascular Restricted Share Plan 2015, details of which are set out in paragraph 8.3 of the Scheme Document

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## APPENDIX I – THE SCHEME

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<b>"Proposed Distribution"</b>	:	Has the meaning ascribed to it in the Company's circular dated 24 December 2021
<b>"Proposed Options Variation"</b>	:	The assumption by Quantum Healthcare of all liabilities and obligations of the Company in connection with the outstanding Options granted by the Company to the Optionholders under the Option Schemes, details of which are set out in paragraph 7.3 of the Scheme Document
<b>"Proposed Restructuring"</b>	:	The internal restructuring exercise to be undertaken by the Company which involves, <i>inter alia</i> , the acquisition by Quantum Healthcare of all the Shares and in consideration thereof, Quantum Healthcare will allot and issue to Entitled Shareholders such number of Quantum Healthcare Shares, credited as fully paid, on the basis of one (1) Quantum Healthcare Share for every one (1) Share held by each Entitled Shareholder on the Record Date, to be effected by way of the Scheme
<b>"QT Vascular Restricted Share Plan 2015"</b>	:	The restricted share plan adopted by the Company on 30 April 2015
<b>"Quantum Healthcare"</b>	:	Quantum Healthcare Limited (Company Registration No. 202218645W) incorporated by Kelvin Tong, the Chief Financial Officer of the Company, in connection with the Scheme
<b>"Record Date"</b>	:	A date and time (before the Effective Date) to be announced by the Company, at which time the share transfer books and the register of members of the Company will be closed to determine the entitlements of Shareholders in respect of the Scheme
<b>"Register of Members"</b>	:	The register of members of the Company
<b>"Scheme"</b>	:	This scheme of arrangement under section 210 of the Companies Act dated 1 June 2022, in its present form or with or subject to any modification thereof or amendment or addition thereto in accordance with its terms of condition(s) approved or imposed by the Court
<b>"Scheme Consideration"</b>	:	The consideration payable to the Shareholders for each Share acquired by Quantum Healthcare pursuant to the Scheme, being one (1) new Quantum Healthcare Share for every one (1) Share transferred to Quantum Healthcare under the Scheme
<b>"Scheme Document"</b>	:	The Scheme Document to Shareholders dated 1 June 2022
<b>"Scheme Meeting"</b>	:	The Scheme Meeting of Shareholders to be convened and held under the directions of the Court at 9:30 a.m. on 24 June 2022
<b>"Securities Account"</b>	:	A securities account maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent
<b>"SFA"</b>	:	The Securities and Futures Act 2001 of Singapore, as may be amended, modified or supplemented from time to time
<b>"SGX-ST"</b>	:	Singapore Exchange Securities Trading Limited

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## APPENDIX I – THE SCHEME

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<b>"Share Registrar"</b>	:	Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) 80 Robinson Road #02-00 Singapore 068898
<b>"Shareholders"</b>	:	Registered holders of Shares in the Register of Members, except that where the registered holder is CDP, the term "Shareholders" shall, where the context admits, mean persons named as Depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited
<b>"Shares"</b>	:	Ordinary shares in the capital of the Company
<b>"TML"</b>	:	TriReme Medical, LLC
<b>"Transfer of Listing Status"</b>	:	The transfer of the listing status of the Company to Quantum Healthcare

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

The term "**subsidiary**" shall have the meaning ascribed to it in Section 4 and Section 5 of the Companies Act.

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

Any reference to any document or agreement shall include a reference to such document or agreement as amended, modified, supplemented and/or varied from time to time.

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

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

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

### RECITALS

- (A) The Company was incorporated in Singapore on 6 March 2013 and is a public company limited by shares, whose Shares are listed on the Catalist board of the SGX-ST on 29 April 2014. As at the Latest Practicable Date, the Company has an issued and paid-up share capital comprising 6,893,072,508 Shares and the Company does not have any treasury shares.
- (B) As at the Latest Practicable Date, the Company has 12,715,160 outstanding Options under the Option Schemes issued to 27 Optionholders and 1,241,544 outstanding Awards under the QT Vascular Restricted Share Plan 2015 granted to six (6) Awards Holders which have not vested.

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## APPENDIX I – THE SCHEME

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- (C) Quantum Healthcare was incorporated on 30 May 2022 as a public limited company in Singapore for the purposes of the Scheme. As at the Latest Practicable Date, the issued and paid-up share capital of Quantum Healthcare is S\$1.00 comprising one (1) ordinary share. As at the Latest Practicable Date, Quantum Healthcare does not hold, directly or indirectly, any Shares. Quantum Healthcare has been dormant since the date of its incorporation and has no assets or liabilities (other than for auditing, corporate secretarial and other administrative expenses incurred).
- (D) The primary purpose of this Scheme is to effect a series of interlinked and inter-conditional corporate actions involving the following:
- (i) the Proposed Restructuring and Transfer of Listing Status;
  - (ii) the Proposed Options Variation; and
  - (iii) the Proposed Awards Variation.
- (E) For the avoidance of doubt, the Scheme is **not** a debt restructuring scheme. Accordingly, there is no intention to write off any debt of the Company in connection with the Scheme.
- (F) Quantum Healthcare has agreed to appear by legal counsel at the hearing of the application to sanction this Scheme, and to consent thereto, and to undertake to the Court to be bound and to execute and do and procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by it for the purpose of giving effect to this Scheme.

### 1. CONDITIONS PRECEDENT AND EFFECTIVENESS OF THE SCHEME

- 1.1. The Scheme is conditional and shall take effect upon each of the Conditions Precedent being satisfied or, where applicable, waived on or before the Latest Practicable Date.
- 1.2. Unless this Scheme becomes effective and binding in accordance with its terms as aforesaid on or before the Latest Practicable Date, this Scheme shall lapse.
- 1.3. In the event this Scheme does not become effective and binding in accordance with its terms for any reason, the costs and expenses incurred by the Company in connection with this Scheme will be borne by the Company.

### 2. PROPOSED RESTRUCTURING AND TRANSFER OF LISTING STATUS

#### Transfer of the Shares held by Entitled Shareholders to Quantum Healthcare

- 2.1. On or around the Effective Date, all the Shares held by the Entitled Shareholders as at the Record Date will be transferred to Quantum Healthcare:
- (a) fully paid;
  - (b) free from all Encumbrances; and
  - (c) together with all rights, benefits and entitlements attaching thereto, including the right to receive and retain all dividends, rights and other distributions (if any) declared, paid or made by the Company on or after the Announcement Date, save for any dividends that may be paid by the Company prior to the Record Date.
- 2.2. For the purposes of giving effect to the transfer of the Shares provided for in Clause 2 of this Scheme:

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## APPENDIX I – THE SCHEME

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- (a) The Shares held by Entitled Shareholders will be transferred to Quantum Healthcare for the Scheme Consideration to be paid to the Entitled Shareholders for each Share transferred, as follows:
    - (i) In the case of Entitled Shareholders (being Depositors), the Company shall instruct CDP, for and on behalf of the Entitled Shareholders, to debit, not later than five (5) Market Days after the Effective Date, all the Shares standing to the credit of the Securities Account of such Entitled Shareholders and credit all of such Shares to the Securities Account of Quantum Healthcare; and
    - (ii) in the case of Entitled Shareholders (not being Depositors), the Company shall authorise any person to execute or effect on behalf of all such Entitled Shareholders, an instrument or instruction of transfer of all the Shares held by such Entitled Shareholders, and every such instrument or instruction of transfer so executed shall be effective as if it had been executed by the relevant Entitled Shareholders.
  - (b) On and as from the Effective Date, all existing share certificates relating to the Shares held or owned by the Shareholders will be cancelled and cease to be valid for any purpose whatsoever whether or not they are returned to the Company for cancellation;
  - (c) Entitled Shareholders (not being Depositors) shall be required to forward their existing share certificates relating to their Shares to the Share Registrar at 80 Robinson Road, #02-00, Singapore 068898.
- 2.3. For the avoidance of doubt, the Company will bear all cash outlay (including any stamp duties, CDP administrative fees or brokerage expenses) that is required and no cash outlay will be required from Shareholders under the Scheme.

### Scheme Consideration

- 2.4. In consideration for the transfer of the Shares to Quantum Healthcare under Clause 2 of this Scheme, Quantum Healthcare shall, not later than ten (10) calendar days after the Effective Date, allot and issue to the Entitled Shareholders the Scheme Consideration, being Quantum Healthcare Shares, credited as fully paid, on the basis of one (1) new Quantum Healthcare Share for one (1) Share transferred by such Entitled Shareholders, as follows:
- (a) in the case of Entitled Shareholders (being Depositors), the Quantum Healthcare Shares shall be issued to CDP for the benefit and to the credit of his Securities Account; and
  - (b) in the case of Entitled Shareholders (not being Depositors), the Quantum Healthcare Shares shall be issued to the relevant Entitled Shareholder.
- 2.5. The Quantum Healthcare Shares to be allotted and issued to the Entitled Shareholders as the Scheme Consideration shall:
- (a) be duly authorised, validly issued, credited as fully paid;
  - (b) be free from Encumbrances, together with all rights, benefits and entitlements thereto, including the right to receive and retain all dividends, rights and other distributions (if any) declared, paid or made by the Company on or after the Announcement Date, save for any dividends that may be paid by the Company prior to the Record Date; and
  - (c) rank *pari passu* in all respects with one another as well as the existing issued Quantum Healthcare Shares as of the Effective Date;
  - (d) have the same rights, benefits and entitlements attaching thereto as the one (1) existing issued Quantum Healthcare Share as of the Effective Date.

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## APPENDIX I – THE SCHEME

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- 2.6. Quantum Healthcare shall cause share certificates for the Quantum Healthcare Shares allotted and issued pursuant to the Scheme to be sent no later than ten calendar days after the Effective Date to:
- (a) Entitled Shareholders (not being Depositors) by sending, at the risk of such Shareholders, the same by ordinary post addressed to such Shareholders at their respective addresses in the Register of Members on the Record Date or, in the case of joint Shareholders, to the address of the first named Shareholder, and neither Quantum Healthcare nor the Company shall be liable for any loss in transmission;
  - (b) Entitled Shareholders (being Depositors) by sending the same to CDP. CDP shall send to such Shareholders, by ordinary post to the address as maintained with CDP and at the risk of such Shareholders, a statement showing the number of Quantum Healthcare Shares credited to their respective Securities Accounts; and
  - (c) the despatch of the share certificates to each Entitled Shareholder in accordance with the above shall discharge Quantum Healthcare from any liability in respect of the delivery of the said certificates.
- 2.7. All mandates or other instructions given by any Entitled Shareholder relating to the payment of dividends (including in respect of the Proposed Distribution) by the Company or relating to notices or other communication in force on the Record Date shall, unless and until revoked, be deemed as on and from the Effective Date to be valid and effective instructions to Quantum Healthcare in relation to his/her corresponding holding of the Quantum Healthcare Shares.

### Transfer of Listing Status

- 2.8. On or around the Effective Date of the Scheme, Quantum Healthcare will own the entire issued and paid-up share capital of the Company, and the Company will become a wholly-owned subsidiary of Quantum Healthcare.

Following the Proposed Restructuring, there will be a Transfer of Listing Status and the Company will be delisted from the Catalist.

### 3. PROPOSED OPTIONS VARIATION

- 3.1. Upon the Effective Date, Quantum Healthcare will assume all liabilities and obligations in connection with the outstanding Options granted by the Company to the Optionholders under the 2014 QTV Employee Share Option Scheme, 2013 QTV Share Plan and 2005 Stock Plan (together, the "**Option Schemes**" and the assumption of liabilities and obligations under this Clause shall be referred to as the "**Proposed Options Variation**").
- 3.2. Subject to this Scheme becoming effective in accordance with its terms, the Company and Quantum Healthcare will take all necessary steps to implement the Proposed Options Variation subject to and upon the terms and conditions of the ESOS Variation Agreements. For the avoidance of doubt, the Proposed Options Variations do not involve any changes made to the terms of the Options granted by the Company or the rules of the Option Schemes which had previously been approved by the Shareholders.

### 4. PROPOSED AWARDS VARIATION

- 4.1. Upon the Effective Date, Quantum Healthcare will assume all liabilities and obligations of the Company in connection with the outstanding Awards granted by the Company to the Awards Holders under the QT Vascular Restricted Share Plan 2015 ("**Proposed Awards Variation**").
- 4.2. Subject to this Scheme becoming effective in accordance with its terms, the Company and Quantum Healthcare will take all necessary steps to implement the Proposed Awards Variation

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## APPENDIX I – THE SCHEME

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subject to and upon the terms and conditions of the Awards Variation Agreements. For the avoidance of doubt, the Proposed Award Variation do not involve any changes made to the terms of the Awards granted by the Company or the rules of the QT Vascular Restricted Share Plan 2015 which had previously been approved by the Shareholders.

### 5. NOTICES

5.1. Any notice or communication to the Company or Quantum Healthcare under this Scheme may be served by posting it by prepaid registered post or by email to the address of the Company or Quantum Healthcare (as the case may be) set out below:

(a) In the case of the Company:

Address: 16 Raffles Quay, #41-07,  
Hong Leong Building,  
Singapore 048581

Email: kelvin.tong@quantumhealthcare.com.sg

(b) In the case of Quantum Healthcare:

Email: kelvin.tong@quantumhealthcare.com.sg

5.2. Any notice or communication given in accordance with the terms of this Scheme shall be deemed to have been received by the Company or Quantum Healthcare, upon actual receipt thereof. Any notice to the Company or Quantum Healthcare not in compliance with this Clause 5.2 shall be deemed of no effect for all purposes of the Scheme, save as otherwise permitted by the Company or Quantum Healthcare (as the case may be) in their absolute discretion.

### 6. CONFLICT, INCONSISTENCY AND MODIFICATIONS TO THE SCHEME

6.1. In the case of a conflict or inconsistency between the terms of this Scheme and the terms of the Explanatory Statement, the terms of this Scheme shall prevail.

6.2. The Company and Quantum Healthcare may jointly consent, for and on behalf of all concerned, to any modification of, or amendment to, this Scheme or to any condition which the Court may think fit to approve or impose.

### 7. SEVERABILITY

7.1. If any provision in this Scheme shall be, or at any time shall become invalid, illegal or unenforceable in any respect under any law, such invalidity, illegality or unenforceability shall not in any way affect or impair any other provisions of this Scheme but this Scheme shall be construed as if such invalid or illegal or unenforceable provision had never been contained herein.

7.2. To the extent it is not possible to delete or modify the provision in whole or in part, under Clause 7.1, then such provision or part of it shall, to the extent that it is invalid, illegal or unenforceable, be deemed not to form part of this Scheme and the validity, legality and enforceability of the remainder of this Scheme shall, subject to any deletion or modification made under Clause 7.1, not be affected.

### 8. PROPER LAW AND JURISDICTION

8.1. This Scheme shall be governed by, and construed in accordance with, the laws of the Republic of Singapore.

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## APPENDIX I – THE SCHEME

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8.2. The Company, Quantum Healthcare and the Shareholders hereby irrevocably submit to the non-exclusive jurisdiction of the courts of the Republic of Singapore.

**9. CONTRACTS (RIGHTS OF THIRD PARTIES) ACT 2001 OF SINGAPORE**

A person who is not a party to this Scheme has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore, to enforce any term or provision of this Scheme.



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## NOTICE OF SCHEME MEETING

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**NOTICE IS HEREBY GIVEN** that by an Order of Court dated 19 May 2022 made in the above matter, the High Court of the Republic of Singapore (the "**Court**") has directed a meeting (the "**Scheme Meeting**") of the Shareholders of QT Vascular Ltd. (the "**Company**") to be convened and such Scheme Meeting shall be held by way of electronic means on 24 June 2022 at 9:30 a.m., for the purpose of considering and, if thought fit, approving (with or without modification) the following resolution:

### **RESOLUTION**

**RESOLVED THAT** the scheme of arrangement dated 1 June 2022 ("**Scheme**") proposed to be made pursuant to Section 210 of the Companies Act 1967 of Singapore, between (i) the Company and (ii) the Shareholders, a copy of which has been circulated with this Notice of Scheme Meeting convening this Scheme Meeting, be and is hereby approved.

All references to the Scheme Document in this Notice of Scheme Meeting shall mean the Company's Scheme Document to the Shareholders dated 1 June 2022. All capitalised terms not otherwise defined herein shall have the meanings given to them in the Scheme Document.

*By the said Order of Court, the Court has appointed Mr Ng Fook Ai Victor, or failing him, any director of the Company, to act as Chairman of the Scheme Meeting and has directed the Chairman to report the results thereof to the Court.*

The said scheme of arrangement will be subject to, *inter alia*, the subsequent sanction of the Court.

### **Important Notice from the Company**

Electronic copies of the Scheme Document (enclosing this Notice and the Proxy Form) are available on the website of the SGX-ST at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements) and on the website of the Company at <https://www.qtvvascular.com>. A Shareholder will need an internet browser and PDF reader to view these documents on the websites of the SGX-ST and the Company.

### **Notes:**

1. A copy of the said scheme of arrangement and a copy of the Explanatory Statement required to be furnished pursuant to Section 211 of the Companies Act 1967 of Singapore, are incorporated in the Scheme Document of which this Notice forms part.
2. The Scheme Meeting is being convened, and will be held, by electronic means.
3. Due to the current COVID-19 situation in Singapore, Shareholders and persons (including SRS Investors) who hold Shares through relevant intermediaries (as defined below) will not be able to attend the Scheme Meeting in person. Alternative arrangements relating to attendance at the Scheme Meeting (pursuant to the Scheme Meeting Court Order) via electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-and-visual webcast or "live" audio-only stream), submission of questions to the Chairman of the Scheme Meeting in advance of the Scheme Meeting or during the Scheme Meeting via an online chat box, and/or voting (in real time via electronic means (either personally or via appointment of proxy) or by the appointment of the Chairman of the Scheme Meeting as proxy) at the Scheme Meeting, are set out below. Any reference to a time of day is made by reference to Singapore time.

SRS Investors who wish to vote should approach their SRS Agent Banks to submit their voting instructions by 9.30 a.m. on 15 June 2022, being seven (7) working days before the date of the Scheme Meeting, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Scheme Meeting to vote on their behalf by 9.30 a.m. on 22 June 2022.

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## NOTICE OF SCHEME MEETING

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SRS Investors may vote "live" via electronic means at the Scheme Meeting if they are appointed as proxies by their respective SRS Agent Banks, and should contact their respective SRS Agent Banks if they have any queries regarding their appointment as proxies.

4. The proceedings of the Scheme Meeting will be broadcasted "live" through an audio-and-video webcast and an audio-only stream. Shareholders will be able to follow the proceedings through a "live" audio-and-video webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio-only stream via telephone. Shareholders who wish to (i) attend and vote (in real time) at the Scheme Meeting via electronic means or (ii) appoint a proxy(ies) to attend and vote (in real time) at the Scheme Meeting via electronic means must pre-register at the Company's pre-registration website at <https://registration.ryt-poll.com/home/index/qtvascular-sm> from now till 9:30 a.m. on 22 June 2022 (the "**Registration Deadline**") to provide requisite details of the shareholder and proxy(ies) (if applicable) for verification purposes. Shareholders who wish to appoint a proxy(ies) must also submit a proxy form in accordance with Note (6) below. A proxy is not required (and will not be able) to separately re-register to attend and vote at the Scheme Meeting.

Following successful verification, authenticated Shareholders and their appointed proxies (if any) will receive an email, which will contain user ID and password details as well as instructions on how to access the "live" audio-and-video webcast and a toll-free telephone number to access the "live" audio-only stream of the proceedings of the Scheme Meeting by 9:30 a.m. on 23 June 2022. Shareholders who have pre-registered by the Registration Deadline but do not receive any email by 9:30 a.m. on 23 June 2022 should contact the Company's polling agent, via email at [qtvascular-sm@ryt-poll.com](mailto:qtvascular-sm@ryt-poll.com).

5. Shareholders who pre-register online may also submit questions relating to the Scheme Resolution to be tabled for approval at the Scheme Meeting in the following manner: (i) by email to [kelvin.tong@quantumhealthcare.com.sg](mailto:kelvin.tong@quantumhealthcare.com.sg) by no later than 9.30 a.m. on 14 June 2022; (ii) by post to the registered office of the Company at 16 Raffles Quay, #41-07, Hong Leong Building, Singapore 048581 no later than 9.30 a.m. on 14 June 2022; or (iii) during the Scheme Meeting via an online chat box.

The Company will endeavour to respond to substantial and relevant questions received by 9.30 a.m. on 19 June 2022, being at least 72 hours prior to the closing date and time for the lodgement of the Proxy Forms (via an announcement on SGXNet and the Company's website), or at the Scheme Meeting.

Shareholders who submit questions via email or post must provide the following information:

- (i) his/her/its full name;
- (ii) his/her/its full NRIC/FIN/Passport/Company Registration number;
- (iii) his/her/its address, contact number and email address; and
- (iv) the manner in which he/she/it holds Shares (e.g. via CDP or SRS).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its status as Shareholders.

The Company will, within one month after the date of the Scheme Meeting, publish the minutes of the Scheme Meeting on the Company's website and on SGXNET, and the minutes will include the responses to the substantial and relevant questions which are addressed during the Scheme Meeting.

6. Shareholders who wish to vote at the Scheme Meeting can either:
- (i) pre-register online at <https://registration.ryt-poll.com/home/index/qtvascular-sm> by

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## NOTICE OF SCHEME MEETING

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9:30 a.m. on 22 June 2022 being not less than 48 hours before the time for holding the Scheme Meeting to:

- attend and vote (in real time) at the Scheme Meeting via electronic means; or
  - appoint a proxy(ies) to attend and vote (in real time) at the Scheme Meeting via electronic means on their behalf and provide the requisite details of the proxy(ies),
- (ii) if they do not wish to attend or appoint a proxy(ies) to attend and vote (in real time) at the Scheme Meeting, submit a proxy form to appoint the Chairman of the Scheme Meeting to vote on their behalf.

For the avoidance of doubt, Shareholders who have pre-registered to appoint a proxy(ies) to attend and vote at the Scheme Meeting via electronic means on their behalf must also submit a completed proxy form for the appointment of such proxy(ies). All proxy forms must be received by the Company 9:30 a.m. on 22 June 2022 being not less than 48 hours before the time for holding the Scheme Meeting.

Where a Shareholder has chosen to appoint a proxy(ies) (including the Chairman of the Scheme Meeting as proxy, where applicable), the Shareholder should specifically direct the proxy(ies) (including the Chairman of the Scheme Meeting as proxy, where applicable) on how he/she/it is to vote for or vote against (or abstain from voting) on the resolutions to be tabled at the Scheme Meeting. If no specific direction as to voting is given, (aa) (in the case of the appointment of the Chairman of the Scheme Meeting as proxy), such appointment of the Chairman will be treated as invalid; and (bb) (in the case of appointment of anyone other than the Chairman of the Scheme Meeting as proxy(ies), the proxy(ies) will vote or abstain from voting at his/her/its discretion. For the avoidance of doubt, pre-registration is not required if a Shareholder only intends to appoint the Chairman of the Scheme Meeting as proxy and does not intend to attend the Scheme Meeting.

Save for a Shareholder who is a relevant intermediary or Depository Agent (each an "**Intermediary**"), a Shareholder may only cast all the votes it uses at the Scheme Meeting in **one way**.<sup>1</sup>

The completed and signed Proxy Form must be submitted to the Company, in the following manner:

- (iv) if submitted electronically, be submitted via email to the Company at [kelvin.tong@quantumhealthcare.com.sg](mailto:kelvin.tong@quantumhealthcare.com.sg) or to the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com); or
- (v) if submitted by post, be lodged at the registered office of the Company at 16 Raffles Quay, #41-07, Hong Leong Building, Singapore 048581,

in either case not later than 48 hours before the time fixed for holding the Scheme Meeting, which is by 9:30 a.m. on 22 June 2022.

Completion and return of the instrument appointing the Chairman of the Scheme Meeting or an individual as proxy(ies) will not prevent a Shareholder from attending and voting via electronic means at the Scheme Meeting if he/she/it subsequently wishes to do so, provided that in the event of such attendance by the Shareholder via electronic means, the relevant instrument submitted by the Shareholder shall be deemed to be revoked.

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<sup>1</sup> In compliance with the Scheme Meeting Court Order, the Company will write to each Intermediary to inform it of the voting arrangements for Intermediaries and the submission of the Proxy Form by each Intermediary, further details of which can be found in **Appendix A** to the Scheme Document.

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## NOTICE OF SCHEME MEETING

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A Shareholder who wishes to submit the Proxy Form must first 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.

Due to the current COVID-19 situation in Singapore 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.

7. Pursuant to the Scheme Meeting Court Order dated 19 May 2022, Mr Ng Fook Ai Victor, or failing him, any director of the Company, shall act as Chairman of the Scheme Meeting and to report the results thereof to the Court.
8. The said Scheme will be subject to, *inter alia*, the subsequent approval of the Court.
9. Shareholders and persons (including SRS Investors) holding Shares through relevant intermediaries will not be able to pre-register for the "live" audio-and video webcast or the "live" audio-only stream of the Scheme Meeting. Such Shareholders who wish to participate in the Scheme Meeting should instead approach his/her/its relevant intermediary as soon as possible in order to make the necessary arrangements to be made for their participation in the Scheme Meeting. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her/its name and email address) to the Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), via email no later than 9:30 a.m. on 15 June 2022.

A "relevant intermediary" means:

- (i) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (iii) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

### **Important Notice from the Company on COVID-19:**

As the COVID-19 situation continues to evolve, the Company is closely monitoring the situation, including any precautionary measures which may be required or recommended by government agencies to minimise the risk of community spread of COVID-19. Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the Scheme Meeting at short notice. Shareholders and persons (including SRS Investors) who hold Shares through a relevant intermediary are advised to regularly check the Company's website at <https://www.qtvvascular.com> or announcements released by the Company on the website of the SGX-ST at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements) for updates on the status of the Scheme Meeting.

### **Personal Data Privacy:**

By (a) attending and voting (in real time) at the Scheme Meeting via electronic means or submitting an instrument appointing the Chairman of the Scheme Meeting or an individual as proxy(ies) to attend and

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## NOTICE OF SCHEME MEETING

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vote at the Scheme Meeting and/or any adjournment thereof, (b) completing the pre-registration in accordance with this Notice, or (c) submitting any question prior to the Scheme Meeting or during the Scheme Meeting via an online chat box in accordance with this Notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

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

Dated this 1 day of June 2022

Rajah & Tann Singapore LLP  
9 Straits View #06-07  
Marina One West Tower,  
Singapore 018937

Solicitors for  
**QT Vascular Ltd.**

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## PROXY FORM FOR SCHEME MEETING

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### IMPORTANT:

1. The Scheme Meeting is being convened, and will be held, by way of electronic means. The Scheme Meeting is scheduled to be held on 24 June 2022 at 9:30 a.m. (Singapore time).
2. Alternative arrangements relating to attendance at the Scheme Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-and-video webcast or "live" audio-only stream), submission of questions to the Chairman of the Scheme Meeting in advance of the Scheme Meeting or during the Scheme Meeting via an online chat box, and voting (in real time via electronic means (either personally or via appointment of proxy) or by the appointment of the Chairman of the Scheme Meeting as proxy), are set out in the Notice of Scheme Meeting.
3. Due to the current COVID-19 situation in Singapore, Shareholders and persons (including SRS Investors) who hold Shares through a relevant intermediary will not be able to attend the Scheme Meeting in person. A Shareholder (whether individual or corporate) may vote (in real time via electronic means (either personally or via appointment of proxy) or by the appointment of the Chairman of the Scheme Meeting as proxy).
4. This Proxy Form is not valid for use by persons (including SRS Investors) holding Shares through relevant intermediaries and shall be ineffective for all intents and purposes if used or purported to be used by them. Shareholders holding Shares through relevant intermediaries (including SRS Investors) and who wish to participate in the Scheme Meeting should contact the relevant intermediary through which they hold such Shares as soon as possible in order to make the necessary arrangements for them to participate in the Scheme Meeting.

SRS Investors who wish to vote should approach their SRS Agent Banks to submit their voting instructions by 9.30 a.m. on 15 June 2022, being seven (7) working days before the date of the Scheme Meeting, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Scheme Meeting to vote on their behalf by 9.30 a.m. on 22 June 2022. SRS Investors may vote "live" via electronic means at the Scheme Meeting if they are appointed as proxies by their respective SRS Agent Banks, and should contact their respective SRS Agent Banks if they have any queries regarding their appointment as proxies.

5. All capitalised terms used in this Proxy Form which are not otherwise defined herein shall bear the same meanings ascribed to them in the scheme document dated 1 June 2022 issued by the Company to Shareholders.
6. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Scheme Meeting as a Shareholder's proxy to attend, speak and vote on his/her/its behalf at the Scheme Meeting.

**PROXY FORM FOR SCHEME MEETING**

**QT VASCULAR LTD.**

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

Note: This Proxy Form is available on the website of the SGX-ST at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements) and on the website of the Company at <https://www.qtvvascular.com>. Printed copies of this Proxy Form will NOT be sent to the Shareholders.

**Personal Data Privacy**

By submitting an instrument appointing a proxy and/or representative, the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of the Scheme Meeting dated 1 June 2022.

**PROXY FORM  
SCHEME MEETING**

\*I/We \_\_\_\_\_  
(Name)

\_\_\_\_\_ (NRIC No./Passport No./Company Registration No.)

of \_\_\_\_\_ (Address)

being a Shareholder/Shareholders\* of **QT VASCULAR LTD.** ("**Company**"), hereby appoint:

Name	Address	Email address	NRIC/Passport no.	Number of shareholdings	Proportion of shareholdings (%)
and/or*					

and/or \*the Chairman of the Scheme Meeting ("**Scheme Meeting**"), as \*my/our \*proxy/proxies to vote for \*me/us on \*my/our behalf at the Scheme Meeting to be held by way of electronic means (via LIVE WEBCAST and AUDIO ONLY MEANS) on 24 June at 9:30 a.m. and at any adjournment thereof, and for the purpose of considering and, if thought fit, approving the Scheme referred to in the notice convening the Scheme Meeting, and at such Scheme Meeting (or at any adjournment thereof) to vote for \*me/us and in \*my/our name(s) for the said Scheme or against the said Scheme as hereunder indicated.

\*I/We direct \*my/our \*proxy/proxies to vote for or against, or to abstain from voting on, the Scheme to be proposed at the Scheme Meeting as indicated hereunder:

No.	RESOLUTION	For <sup>^</sup>	Against <sup>^</sup>	Abstain <sup>^</sup>
1.	To approve the Scheme of Arrangement			

<sup>^</sup> If you wish the Chairman of the Scheme Meeting or your proxy(ies) to cast all your votes "For" or "Against" the Scheme Resolution, please indicate with a tick "✓" in the relevant space provided under "For" or "Against". If you wish the Chairman of the Scheme Meeting or your proxy(ies) to abstain from voting on the Scheme Resolution, please indicate with a tick "✓" in the relevant space provided under "Abstain". If no specific instructions are to voting are given, (aa) (in the case of the appointment of the Chairman of the Scheme Meeting as proxy), such appointment of the Chairman will be treated as invalid; and (bb) (in the case of the appointment of anyone other than the Chairman of the Scheme Meeting as proxy(ies)), the proxy(ies) will vote or abstain from voting at his/her/their discretion. **DO NOT TICK MORE THAN ONE BOX.**

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022

\_\_\_\_\_  
Signature(s) of Shareholder(s) Common Seal

\* Delete where inapplicable

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

**IMPORTANT: PLEASE READ THE NOTES TO THIS PROXY FORM ON THE NEXT PAGE**

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## PROXY FORM FOR SCHEME MEETING

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### NOTES:

- (1) Due to the current COVID-19 situation in Singapore, Shareholders and persons (including SRS Investors) who hold Shares through a relevant intermediary will not be able to attend the Scheme Meeting in person. Alternative arrangements relating to the attendance at the Scheme Meeting have been put in place to allow Shareholders to electronically access the Scheme Meeting by (a) watching the Scheme Meeting proceedings via "live" audio-visual webcast or listening to the Scheme Meeting proceedings via "live" audio-only stream, (b) submitting questions to the Chairman of the Scheme Meeting in advance or during the Scheme Meeting via an online chat box, and/or (c) voting (in real time via electronic means (either personally or via appointment of proxy) or by the appointment of the Chairman of the Scheme Meeting as proxy) at the Scheme Meeting. This Proxy Form may be accessed at the Company's website at <https://www.qtvvascular.com> and on the website of the SGX-ST at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements). Where a Shareholder has chosen to appoint a proxy(ies) (including the Chairman of the Scheme Meeting as proxy, where applicable), the Shareholder should specifically direct the proxy(ies) (including the Chairman of the Scheme Meeting as proxy, where applicable) on how he/she/it is to vote for or vote against (or abstain from voting) on the resolutions to be tabled at the Scheme Meeting. If no specific direction as to voting is given, (aa) (in the case of the appointment of the Chairman of the Scheme Meeting as proxy), such appointment of the Chairman will be treated as invalid; and (bb) (in the case of appointment of anyone other than the Chairman of the Scheme Meeting as proxy(ies), the proxy(ies) will vote or abstain from voting at his/her/its discretion. For the avoidance of doubt, pre-registration is not required if a Shareholder only intends to appoint the Chairman of the Scheme Meeting as proxy and does not intend to attend the Scheme Meeting.
- (2) This Proxy Form is not valid for use by persons (including SRS Investors) holding Shares through relevant intermediaries and shall be ineffective for all intents and purposes if used or purported to be used by them. Shareholders holding Shares through relevant intermediaries (including SRS Investors) and who wish to participate in the Scheme Meeting should contact the relevant intermediary through which they hold such Shares as soon as possible in order to make the necessary arrangements for them to participate in the Scheme Meeting.
- (3) A proxy need not be a member of the Company. The Chairman of the Scheme Meeting, as proxy, need not be a member of the Company.
- (4) A Shareholder should insert the total number of Shares held. If the Shareholder has Shares entered against the Shareholder's name in the Depository Register maintained by The Central Depository (Pte) Limited ("CDP"), that number of Shares should be inserted. If the Shareholder has Shares registered in the Shareholder's name in the Register of Members, that number of Shares should be inserted. If the Shareholder has Shares entered against or registered in the Shareholder's name in both the Depository Register and the Register of Members, the Shareholder should insert the numbers of Shares. If no number of Shares is inserted, this Proxy Form will be deemed to relate to all the Shares held by the Shareholder.
- (5) Save for a Shareholder who is a relevant intermediary or Depository Agent (each an "Intermediary"), a Shareholder may only cast all the votes it uses at the Scheme Meeting in **one way**.<sup>2</sup>
- (6) The Proxy Form must be submitted to the Company in the following manner:
  - (a) if submitted electronically, be submitted via email to the Company at [kelvin.tong@quantumhealthcare.com.sg](mailto:kelvin.tong@quantumhealthcare.com.sg) or to the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com); or
  - (b) if submitted by post, be lodged at the registered office of the Company at 16 Raffles Quay, #41-07, Hong Leong Building, Singapore 048581,

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<sup>2</sup> In compliance with the Scheme Meeting Court Order, the Company will write to each Intermediary to inform it of the voting arrangements for Intermediaries and the submission of the Proxy Form by each Intermediary, further details of which can be found in **Appendix A** to the Scheme Document.



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## PROXY FORM FOR SCHEME MEETING

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in either case no later than 9:30 a.m. on 22 June 2022, and in default the Proxy Form shall not be treated as valid. A member who wishes to submit this Proxy Form of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

- (7) This Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where this Proxy Form 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.
- (8) Where this Proxy Form 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 Form may be treated as invalid.
- (9) In the case of joint Shareholders, any one of such persons may vote by proxy, but if more than one of such persons votes by proxy, only the vote of the person whose name stands first in the Register of Members or the Depository Register, as the case may be, shall be counted.
- (10) Any alteration made to this Proxy Form should be initialled by the person who signs it.
- (11) Any reference to a time of day is made by reference to Singapore time.
- (12) The Company shall be entitled to reject the Proxy Form 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 (such as in the case where the appointor submits more than one Proxy Form).
- (13) In the case of shares entered in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 48 hours before the time appointed for holding the Scheme Meeting, as certified by the CDP to the Company.

### **Important Reminders**

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