

Quantum Healthcare Limited and its subsidiaries
(Registration Number: 202218645W)

Condensed Interim Financial Statements **For the First Quarter ended 31 March 2025**

Pursuant to Rule 705(2C) of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalist (the “Catalist Rules”), the Company is required to announce its quarterly financial statement in view of the disclaimer of opinion issued by the Company’s auditors in the audited financial statements for the financial year ended 31 December 2023 and latest audited financial statements for the financial year ended 31 December 2024.

CONDENSED INTERIM CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Note	Group 3 months ended		Change
		31 March 2025 (Unaudited) S\$'000	31 March 2024 (Audited) S\$'000	
Revenue	5	3,134	2,960	5.9%
Cost of sales		(1,690)	(1,666)	1.4%
Gross profit		<u>1,444</u>	<u>1,294</u>	<u>11.6%</u>
Administrative expenses		(1,564)	(1,810)	(13.6%)
Other income		78	93	(16.1%)
Other expenses		-	-	-
Results from operating activities		<u>(42)</u>	<u>(423)</u>	<u>(90.1%)</u>
Finance costs		(78)	(79)	(>100%)
Net finance costs		<u>(78)</u>	<u>(79)</u>	<u>(>100%)</u>
Loss before taxation	6	(120)	(502)	(76.1%)
Tax expense		-	-	NM
Loss for the period		<u>(120)</u>	<u>(502)</u>	<u>(76.1%)</u>
Other comprehensive loss				
Item that is or may be reclassified subsequently to profit or loss:				
Foreign currency translation differences		-	-	-
Total comprehensive loss for the period		<u>(120)</u>	<u>(502)</u>	<u>(76.1%)</u>
Loss attributable to:				
- Owners of the Company		(83)	(476)	(82.6%)
- Non-controlling interests		(37)	(26)	42.3%
Loss for the period		<u>(120)</u>	<u>(502)</u>	<u>(76.1%)</u>
Total comprehensive loss attributable to:				
- Owners of the Company		(83)	(476)	(76.1%)
- Non-controlling interests		(37)	(26)	42.3%
Total comprehensive loss for the period		<u>(120)</u>	<u>(502)</u>	<u>(76.1%)</u>
Loss per share for the loss attributable to the owners of the Company during the period:				
Basic (cents per share)	16	(0.0010)	(0.0059)	
Diluted (cents per share)	16	(0.0010)	(0.0059)	

NM denotes not meaningful

CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION

	Note	Group		Company	
		31 March 2025 (Unaudited) S\$'000	31 December 2024 (Audited) S\$'000	31 March 2025 (Unaudited) S\$'000	31 December 2024 (Audited) S\$'000
Assets:					
Plant and equipment	8	987	1,059	7	8
Goodwill		4,570	4,570	-	-
Intangible assets	9	436	452	-	-
Investment in subsidiaries	10	-	-	2,074	2,074
Investment in associate	11	-	-	-	-
Right-of-use assets		2,939	3,249	-	-
Non-current assets		<u>8,932</u>	<u>9,330</u>	<u>2,081</u>	<u>2,082</u>
Inventories		51	47	-	-
Trade and other receivables		2,791	2,762	5	1
Cash and cash equivalents		264	386	2	32
Current assets		<u>3,106</u>	<u>3,195</u>	<u>7</u>	<u>33</u>
Total assets		<u><u>12,038</u></u>	<u><u>12,525</u></u>	<u><u>2,088</u></u>	<u><u>2,115</u></u>
Equity:					
Share capital	14	237,208	237,208	237,208	237,208
Reserves		11,076	11,076	(228,714)	(228,714)
Accumulated losses		(251,983)	(251,900)	(7,972)	(7,854)
Equity attributable to owners of the Company		<u>(3,698)</u>	<u>(3,616)</u>	<u>522</u>	<u>640</u>
Non-controlling interests		<u>604</u>	<u>641</u>	<u>-</u>	<u>-</u>
Total equity		<u><u>(3,095)</u></u>	<u><u>(2,975)</u></u>	<u><u>522</u></u>	<u><u>640</u></u>
Liabilities:					
Deferred tax liabilities		154	154	-	-
Other payables	13	-	-	-	-
Lease liabilities		2,014	2,132	-	-
Loans and borrowings	12	1,759	1,779	-	-
Non-current liabilities		<u>3,927</u>	<u>4,065</u>	<u>-</u>	<u>-</u>
Trade and other payables	13	7,522	7,353	1,566	1,475
Lease liabilities		936	1,126	-	-
Loans and borrowings	12	2,402	2,608	-	-
Provisions		297	297	-	-
Provision for income tax		49	51	-	-
Current liabilities		<u>11,206</u>	<u>11,435</u>	<u>1,566</u>	<u>1,475</u>
Total liabilities		<u>15,133</u>	<u>15,500</u>	<u>1,566</u>	<u>1,475</u>
Total equity and liabilities		<u><u>12,038</u></u>	<u><u>12,525</u></u>	<u><u>2,088</u></u>	<u><u>2,115</u></u>

CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY

	Attributable to owners of the Company								
	Ordinary shares S\$'000	Other reserve S\$'000	Reserve for own shares S\$'000	Translation reserve S\$'000	Share-based payment reserve S\$'000	Accumulated losses S\$'000	Attributable to equity holders of the Company S\$'000	Non- controlling interests S\$'000	Total equity S\$'000
Group									
At 1 January 2025	237,208	(332)	(98)	(4)	11,510	(251,900)	(3,616)	641	(2,975)
Total comprehensive loss for the period									
Loss for the period	-	-	-	-	-	(83)	(83)	(37)	(120)
Other comprehensive loss									
Foreign currency translation differences	-	-	-	-	-	-	-	-	-
Total comprehensive loss for the period	-	-	-	-	-	(83)	(83)	(37)	(120)
Contribution by and distribution to owners									
Share issued pursuant to share placement	-	-	-	-	-	-	-	-	-
Dividend payment	-	-	-	-	-	-	-	-	-
Change in ownership interest of subsidiary without loss of control (Note 10)	-	-	-	-	-	-	-	-	-
Increase in NCI due to partial disposal of subsidiary shares (Note 10)	-	-	-	-	-	-	-	-	-
Total contribution by and distribution to owners	-	-	-	-	-	-	-	-	-
At 31 March 2025	237,208	(332)	(98)	(4)	11,510	(251,983)	(3,699)	604	(3,095)

CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY (CONT'D)

	Attributable to owners of the Company								
	Ordinary shares S\$'000	Other reserve S\$'000	Reserve for own shares S\$'000	Translation reserve S\$'000	Share-based payment reserve S\$'000	Accumulated losses S\$'000	Attributable to equity holders of the Company S\$'000	Non-controlling interests S\$'000	Total equity S\$'000
Group									
At 1 January 2024	236,163	(1,866)	(98)	(4)	11,606	(249,666)	(3,865)	837	(3,028)
Total comprehensive loss for the period									
(Loss)/ Profit for the period	-	-	-	-	-	(476)	(476)	(26)	(502)
Other comprehensive loss									
Foreign currency translation differences	-	-	-	-	-	-	-	-	-
Total comprehensive loss for the period	-	-	-	-	-	(476)	(476)	(26)	(502)
Contribution by and distribution to owners									
Share issued pursuant to share placement	1,100	-	-	-	-	-	1,100	-	1,100
Shares issuance expenses	(55)	-	-	-	-	-	(55)	-	(55)
Dividend paid to non-control interest	-	-	-	-	-	-	-	(200)	(200)
Share-based payment transactions	-	-	-	-	(96)	-	(96)	-	(96)
Total contribution by and distribution to owners	-	-	-	-	-	-	-	-	-
Changes in ownership interests									
Acquisition of subsidiary	-	-	-	-	-	-	-	-	-
Total changes in ownership interests	-	-	-	-	-	-	-	-	-
Total transactions with owners of the Company	-	-	-	-	-	-	-	-	-
At 31 March 2024	237,208	(1,866)	(98)	(4)	11,510	(250,142)	(3,392)	611	(2,781)

CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY (CONT'D)

Company	Attributable to owners of the Company							Total equity S\$'000
	Ordinary shares S\$'000	Capital reserve S\$'000	Reserve for own shares S\$'000	Capital contribution S\$'000	Translation reserve S\$'000	Share-based payment reserve S\$'000	Accumulated losses S\$'000	
At 1 January 2025	237,208	(228,762)	-	-	-	48	(7,855)	(639)
Other comprehensive loss								
Loss for the period	-	-	-	-	-	-	(117)	(117)
Total comprehensive loss for the period	-	-	-	-	-	-	(117)	(117)
Contribution by and distribution to owners								
Issue of ordinary shares	-	-	-	-	-	-	-	-
Total contribution by and distribution to owners	-	-	-	-	-	-	-	-
At 31 March 2025	237,208	(228,762)	-	-	-	48	(7,972)	(522)
At 1 January 2024	236,163	(228,762)	-	-	-	48	(12,487)	(5,038)
Other comprehensive income								
Loss for the period	-	-	-	-	-	-	(24)	(24)
Total comprehensive income for the period	-	-	-	-	-	-	(24)	(24)
Contribution by and distribution to owners								
Share issued pursuant to share placement	1,100	-	-	-	-	-	-	1,100
Share issuance expenses	(55)	-	-	-	-	-	-	(55)
Total contribution by and distribution to owners	-	-	-	-	-	-	-	-
At 31 March 2024	237,208	(228,762)	-	-	-	48	(12,511)	(4,017)

CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

	Group	
	3 months ended	
	31 March 2025	31 March 2024
	(Unaudited)	(Audited)
	S\$'000	S\$'000
Cash flows from operating activities		
Loss before income tax	(120)	(502)
Adjustments for:		
- Depreciation of plant and equipment	72	62
- Depreciation of right-of-use assets	315	291
- Amortisation of intangible assets	16	130
- Provision for reinstatement cost	-	33
- Interest expenses	78	79
	<u>361</u>	<u>93</u>
Change in:		
- Trade and other receivables	(28)	689
- Trade and other payables	140	90
- Inventories	(4)	(9)
- Other assets	-	-
Cash generated from operations	<u>469</u>	<u>863</u>
Interest expenses paid	-	-
Income taxes paid	(2)	-
Total net cash generated from operating activities	<u>467</u>	<u>863</u>
Cash flows from investing activities		
Repayment of amount due to non-controlling interest	-	(1,383)
Purchase of plant and equipment	-	(73)
Total net cash used in investing activities	<u>-</u>	<u>(1,456)</u>
Cash flows from financing activities		
Proceeds from issue of ordinary shares	-	1,100
Share issuance expenses	-	(55)
Disposal of subsidiaries	-	-
Dividend paid to minority interest	-	(200)
Proceeds from loans and borrowings	-	-
Repayment of borrowings	(262)	(235)
Repayment of lease liabilities	(327)	(335)
Total net cash (used in)/generated from financing activities	<u>(589)</u>	<u>275</u>
Net decrease in cash and cash equivalents	(122)	(318)
Effect of exchange rate changes on cash and cash equivalents	-	-
Cash and cash equivalents at beginning of period	<u>386</u>	<u>744</u>
Cash and cash equivalents at end of financial period	<u>264</u>	<u>426</u>

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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

1 General Information

Quantum Healthcare Limited (the “**Company**”) is a public limited liability company incorporated and domiciled in Singapore and whose shares are publicly traded on the Catalist board of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). These condensed interim consolidated financial statements as at and for the three months ended 31 March 2025 comprise the Company and its subsidiaries (collectively, the “**Group**”).

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries are:

(i) Vascular Business

- (a) development, manufacturing and distribution of medical devices; and
- (b) support services to related corporations for the development, manufacturing and distribution of medical devices.

(ii) Healthcare Business

- (a) provision of dental services;
- (b) management consultancy services for healthcare organisations and dental services; and
- (c) research, develop and design of medical related products.

The Group used to be engaged in the Vascular Business, but has ceased this business since FY2021. Despite the cessation of the Vascular Business, the Group continues to hold certain interests (including certain rights and benefits under contracts) and retain certain actual and contingent liabilities, recorded under the relevant subsidiaries related to the discontinued Vascular Business.

2 Basis of Preparation

The condensed interim financial statements for the three months ended 31 March 2025 have been prepared in accordance with Singapore Financial Reporting Standard (International) (“**SFRS(I)**”) 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore. The condensed interim financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group’s financial position and performance of the Group since the last annual financial statements for the year ended 31 December 2024.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out in Note 2.2.

The condensed interim financial statements are presented in Singapore Dollars which is the Company’s functional currency.

2.1 Going concern assumption

For the financial period ended 31 March 2025, the Group incurred a net loss and a total comprehensive loss of S\$120,000 (31 March 2024: S\$502,000) and has net cash generated from operating activities of S\$467,000 (31 March 2024: S\$863,000). As at 31 March 2025, the Group's and Company's current liabilities exceeded its current assets by S\$8,100,000 (31 December 2024: S\$8,240,000) and S\$1,559,000 (31 December 2023: S\$1,442,000), respectively. The Group and the Company have a deficit in shareholders' equity of S\$3,095,000 and surplus of S\$522,000 as at 31 March 2025 (31 December 2024: S\$2,975,000 and S\$640,000) respectively.

2.1 Going concern assumption (cont'd)

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

Notwithstanding the above, the directors of the Company believe that the use of the going concern assumption in the preparation and presentation of the condensed interim consolidated financial statements for the financial period ended 31 March 2025 is appropriate after taking into account the following considerations:

- i. the Group is expected to obtain an additional loan from the financial institution with a repayment term of 5 years;
- ii. the Group is expected to obtain an additional loan, totalling S\$300,000, from a shareholder and a director in which the loan is unsecured, interest-free and repayable until the cash resource of the Group permits;
- iii. the Group is not expected to pay out the legal fee payables recognised as current liabilities in the other payables account;
- iv. the Group is not expected to pay out the director's loan of S\$357,000 and shareholder's loan of S\$97,000 until the cash resource of the Group permits, or within another 18 months from 28 February 2025 as the Group had on 28 February 2025 obtained undertaking letters from the director and the shareholder to not demand payment or any amount that is or will be due to them as and when they fall due;
- v. the Group is not expected to repay the loan from a related company of S\$1,673,000, until the cash resource of the Group permits, or within the next 18 months from 28 February 2025 as the Group had on 28 February 2025 obtained an undertaking letter from the related company to not demand payment or any amount that is or will be due to it as and when it fall due; and
- vi. positive cash inflow from the healthcare businesses. Since the financial year ended 31 December 2022, the Group diversified into the healthcare business, primarily the provision of dental services, which are expected to be profitable and generating positive cash flows for the Group.

Additionally, management would continue to implement comprehensive cost-cutting measures and does not expect the Group to have any significant operational commitments that will require significant cash outflow in the foreseeable future other than those incurred in the ordinary course of business and also continues to explore any potential for strategic initiatives with a view to generate new business opportunities and/or fund-raising exercises.

The above considerations are premised on future events which are inherently uncertain. In the event that the Group and the Company are unable to continue as going concerns, the Group and the Company may be unable to discharge their liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are recorded in the statement of financial position. In addition, the Group and the Company may have to provide for further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. No such adjustments have been made to these interim condensed consolidated financial statements as at 31 March 2025.

2.2 New and amended standards adopted by the Group

The Group has adopted all the applicable new and revised SFRS(I) and Interpretations of SFRS(I) (“**INT SFRS(I)**”) that are relevant to its operations and effective for annual periods beginning on 1 January 2025. The adoption of these new and revised SFRS(I) and INT SFRS(I) did not result in any substantial change to the Group’s accounting policies or result in retrospective adjustments as a result of adopting those standards.

2.3 Use of judgement and estimates

In preparing the condensed interim consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the audited consolidated financial statements for the financial year ended 31 December 2024 (“**FY2024**”).

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

Management is of the opinion that there were no significant judgements made in applying the accounting policies in the condensed interim financial statements.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next interim period are included in the following notes:

Expected credit losses (“ECL”) on trade receivables

ECL are unbiased probability-weighted estimates of credit losses which are determined by evaluating a range of possible outcomes and taking into account past events, current conditions and assessment of future economic conditions.

The Group has used relevant historical information and loss experience to determine the probability of default of the instruments and incorporated forward-looking information, including significant changes in external market indicators which involved significant estimates and judgements.

In determining the ECL, management has taken into account the historical default experience and the financial position of the counterparties, adjusted for factors that are specific to these receivables in estimating the probability of default of each of other receivables.

Notwithstanding the above, the Group evaluates the expected credit loss on customers in financial difficulties separately. No loss allowances on trade receivables are recognised by the Group for the financial period ended 31 March 2025.

3. Seasonal operations

The Group's businesses are not affected significantly by seasonal or cyclical factors during the financial period.

4. Operating segments

For management purposes and resource allocation, the Group is organised into business operating units based on reports reviewed by the management team that are used to make strategic decisions. This forms the basis of identifying the segments of the Group under *SFRS(I) 8 Operating segments* as follows:

i) Vascular business

The vascular business segment is in the business of development, manufacturing and distribution of medical devices.

ii) Healthcare business

The healthcare business segment is in the business of rendering of dental services.

iii) Corporate

Corporate segment consists of investment holding company which does not meet any of the quantitative threshold for determining a reportable operating segment.

Please refer to Note 1 for principal activities of the subsidiaries.

The Group's operations are mainly domiciled in Singapore.

4. Operating segments (cont'd)

Information about reportable segments

Group	Reportable Segments							
	Vascular Business		Healthcare Business		Corporate		Total	
	(Unaudited) S\$'000							
Three months ended	3M2025	3M2024	3M2025	3M2024	3M2025	3M2024	3M2025	3M2024
External revenues	-	-	3,134	2,960	-	-	3,134	2,960
Segment profit/(loss) before tax	(36)	(12)	38	(49)	(122)	(441)	(120)	(502)
Three months ended	1Q2025	1Q2024	1Q2025	1Q2024	1Q2025	1Q2024	1Q2025	1Q2024
External revenues	-	-	3,134	2,960	-	-	3,134	2,960
Segment profit/(loss) before tax	(36)	(12)	38	(49)	(122)	(441)	(120)	(502)
Group As at	31 Mar 2025	31 Mar 2024						
Segment assets	4	91	9,382	8,603	2,831	3,292	12,038	12,525
Segment liabilities	(6,277)	(5,974)	(7,749)	(6,759)	(1,107)	(2,767)	(15,133)	(15,500)

Geographical segments

The Group operates principally in Singapore after considering the deconsolidation of TriReme LLC which is an entity operating in United States of America.

5. Revenue from Contracts with Customers

Disaggregation of revenue from contract with customers

The Group's revenue is disaggregated by major product lines and timing of revenue recognition. This is consistent with the segment revenue information as disclosed in Note 4.

	Group	
	Three months ended	
	31 March 2025 (Unaudited) S\$'000	31 March 2024 (Unaudited) S\$'000
<u>At a point of time</u>		
Rendering of dental services	3,044	2,870
<u>Over time</u>		
Rendering of consultancy services	90	90

6. Loss before taxation

The following significant items have been included in arriving at loss before taxation:

	Group	
	Three months ended	
	31 March 2025 (Unaudited) S\$'000	31 March 2024 (Audited) S\$'000
Expenses		
Depreciation of plant and equipment	(72)	(62)
Depreciation of right-of-use assets	(315)	(291)
Amortisation of intangible assets	(16)	(130)
Interest expenses	(78)	(79)

7. Net (Liability)/ Asset Value

	Group		Company	
	31 March 2025 (Unaudited) S\$	31 December 2024 (Audited) S\$	31 March 2025 (Unaudited) S\$	31 December 2024 (Audited) S\$
Net (liability)/ asset value per ordinary share ^{(1), (2)}	(0.00039)	(0.00037)	0.00007	(0.00008)

Notes:

- (1) The net liability value per ordinary share of the Group is calculated based on net liabilities of S\$3,095,000 as at 31 March 2025 (31 December 2024: net liabilities of S\$2,975,000). The net asset value per ordinary share of the Company is calculated based on net assets of S\$522,000 as at 31 March 2025 (31 December 2024: net assets of S\$640,000).
- (2) The net liability value per ordinary share for Group and Company were calculated based on 8,014,501,108 ordinary shares in issue as at 31 March 2025 and 31 December 2024.

8. Plant and equipment

	<u>Dental machinery</u> S\$'000	<u>Dental equipment and instrument</u> S\$'000	<u>Renovation</u> S\$'000	<u>Furniture, fixtures and office equipment</u> S\$'000	<u>Computer, network and software</u> S\$'000	<u>Machinery and equipment</u> S\$'000	<u>Motor vehicles</u> S\$'000	<u>Total</u> S\$'000
Group								
<u>Cost</u>								
At 1 January 2024	606	355	83	230	199	1,018	131	2,622
Additions	78	123	146	1	5	-	-	353
Disposal	-	-	-	-	-	-	(131)	(131)
At 31 December 2024	684	478	229	231	204	1,018	-	2,844
Additions	-	-	-	-	-	-	-	-
At 31 March 2025	684	478	229	231	204	1,018	-	2,844
<u>Accumulated depreciation</u>								
At 1 January 2024	83	43	39	217	127	1,013	50	1,572
Depreciation for the year	68	78	63	6	44	4	22	285
Disposal	-	-	-	-	-	-	(72)	(72)
At 31 December 2024	151	121	102	223	171	1,017	-	1,785
Depreciation for the period	18	22	19	1	11	1	-	72
At 31 March 2025	169	143	121	224	182	1,018	-	1,857
<u>Net book value</u>								
At 31 December 2024	533	357	127	8	33	1	-	1,059
At 31 March 2025	515	335	108	7	22	-	-	987

9. Intangible assets

	<u>Intellectual property</u> S\$'000	<u>Developed technology in progress</u> S\$'000	<u>Customer relationship</u> S\$'000	<u>Total</u> S\$'000
Group				
Cost				
At 1 January 2024	501	1,922	1,202	3,625
Additions due to acquisition	-	-	-	-
As at 31 December 2024 / 31 March 2025	<u>501</u>	<u>1,922</u>	<u>1,202</u>	<u>3,625</u>
Accumulated amortisation and impairment loss				
At 1 January 2024	501	1,922	516	2,939
Amortisation for the year	-	-	234	234
At 31 December 2024	<u>501</u>	<u>1,922</u>	<u>750</u>	<u>3,173</u>
Amortisation for the period	-	-	16	16
At 31 March 2025	<u>501</u>	<u>1,922</u>	<u>766</u>	<u>3,189</u>
Net book value				
At 31 December 2024	-	-	452	452
At 31 March 2025	<u>-</u>	<u>-</u>	<u>436</u>	<u>436</u>

10. Investment in Subsidiaries

	Company	
	31 March 2025 (Unaudited) S\$'000	31 December 2024 (Audited) S\$'000
Unquoted equity shares, at cost		
- QT Vascular Ltd	5,516	5,516
- Asia Dental Group Pte. Ltd.	6,638	6,638
- Kairogenix Pte. Ltd.	#	#
- Quantum Healthcare Holdings Sdn. Bhd.	#	#
	<u>12,154</u>	<u>12,154</u>
Less: Allowance for impairment loss		
At 1 January	(10,234)	(10,234)
Additions	(871)	(871)
Derecognised	1,025	1,025
	<u>(10,080)</u>	<u>(10,080)</u>
At 31 March 2025 / 31 December 2024	<u>2,074</u>	<u>2,074</u>

denotes below S\$1,000

10. Investment in Subsidiaries (cont'd)

Interest in a subsidiary with material non-controlling interests

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

Name of subsidiary	Place of incorporation and principal place of business	Effective equity interest held by Group	
		31 March 2025 (Unaudited)	31 December 2024 (Audited)
Asia Dental Group Pte. Ltd. ("ADG") *	Singapore	49%	49%
Kairogenix Pte Ltd ("Kairogenix")	Singapore	70%	70%
Quantum Healthcare Holdings Sdn. Bhd. ("QHHSB")	Malaysia	60%	60%

Note: *On 14 March 2024, the Company announced that it had completed the disposal of 11% shares in ADG to Dr. Jimmy for a consideration of S\$1,383,333 (the "Disposal"). It is agreed that this consideration shall be fully set off against the third tranche earn-out amount (for details please refer to the announcement dated 14 March 2024). Following this Disposal, notwithstanding that the Company will hold 49% of the shares in ADG, the Company will continue to have control over the board seats and the relevant activities via the shareholders' agreement. In view of the foregoing, the management is of the opinion that the Company should continue to consolidate ADG as a subsidiary following completion of the Disposal.

	Loss allocated to non-controlling interests 31 March 2025 (Unaudited) S\$'000	Accumulated non-controlling interests 31 December 2024 (Audited) S\$'000
ADG	(37)	(25)
Kairogenix	#	#
QHHSB	#	#
	<u>(37)</u>	<u>(26)</u>

denotes below S\$1,000

11. Investment in associate

Name of associate	Place of incorporation and principal place of business	Proportion of ownership interests	
		31 March 2025 (Unaudited)	31 December 2024 (Audited)
TriReme Medical LLC ("TMI USA")*	United States of America	20.19%	20.19%

Note: *Following shareholders' approval for the purported dilution of QTV's shareholdings interest in TriReme USA from 50% plus one share to approximately 20.19% at an extraordinary general meeting convened on 8 February 2024, the Board has on 28 February 2024, after due and careful deliberations, decided and resolved that it would be in the interests of the Group to accept the purported dilution, particularly as any further uncertainty on the actual level of QTV's shareholding interest in TriReme USA would have an impact on the preparation of the unaudited and audited financial statements of the Company and Group.

12. Loans and borrowings

	Secured	
	31 March 2025 (Unaudited) S\$'000	31 December 2024 (Audited) S\$'000
Group		
Amount repayable within one year or less or on demand	2,402	2,608
Amount repayable after one year	1,759	1,779
	<u>4,161</u>	<u>4,387</u>

Details of loans and borrowings

Loan from a related party

The loan from a related party is secured by way of a share charge over the 49% shareholding in ADG and bears a fixed interest rate of 5.5% per annum (p.a.). The disbursed loan amount was S\$2 million and is repayable in 42 monthly instalments commencing in April 2022. As at 31 March 2025, the loan outstanding (including the accrued interests) was S\$1.7 million.

Bank loans

Other than the above loan, the subsidiaries also entered into several loans arrangements with banks for total loans amount of S\$4.4 million which bear interest rate ranging between 4.75% and 8.5% p.a. and repayable over 48 - 60 months with commencement dates ranging from July 2022 to September 2024. These bank loans are secured through corporate guarantee by the Company for 49% of the loan amount and personal guarantee by Dr Jimmy Gian, the Chief Operating Officer (Dental) of the Company for the balance 51% of the loan amount, which is in proportion to their respective shareholdings in ADG. As at 31 March 2025, the outstanding bank loans (excluding the interests) amounted to S\$4.16 million.

13. Trade and other payables

	Group		Company	
	31 March 2025 (Unaudited) S\$'000	31 December 2024 (Audited) S\$'000	31 March 2025 (Unaudited) S\$'000	31 December 2024 (Audited) S\$'000
Trade payables	1,243	1,153	-	-
Accrued operating expenses	5,000	5,103	429	380
Other payables	441	853	286	628
GST payables	370	244	-	-
Amount due to director	456*	-	361*	-
Amount due to subsidiary	-	-	490	467
Amount due to related parties	12	-	-	-
	<u>7,522</u>	<u>7,353</u>	<u>1,566</u>	<u>1,475</u>

*These are interest-free advances from directors and repayable on demand.

14. Share capital

	Group and Company			
	31 March 2025		31 December 2024	
	Number of ordinary shares (Unaudited) '000	(Unaudited) S\$'000	Number of ordinary shares (Audited) '000	(Audited) S\$'000
Issued and fully paid:				
At 1 January	8,014,501	237,208	7,464,501	236,163
Share issued pursuant to share placement	-	-	550,000	1,100
Shares issued expenses	-	-	-	(55)
At 31 March 2025 / 31 December 2024	<u>8,014,501</u>	<u>237,208</u>	<u>8,014,501</u>	<u>237,208</u>

The Group and the Company do not hold any treasury shares and subsidiary holdings as at 31 March 2025 and 31 December 2024. As at 31 March 2025, the issued and paid-up share capital excluding treasury shares of the Company comprised 8,014,501,108 ordinary shares. There have been no changes in share capital since 30 June 2024.

15. Share options

Share option programme

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

As part of the corporate restructuring, all liabilities and obligations in connection with the outstanding share options (“Options”) granted under QTV’s 2005, 2010, 2013 and 2014 Stock Plans (collectively, the “Option Schemes”) are assumed by the Company (“Options Variation”). The Options Variation do not involve any changes made to the terms of the share options granted or the rules of the Option Schemes except the outstanding Options will be exercisable into shares of the Company.

The above schemes are administered by the remuneration committee of the Company authorised and appointed by the board of directors and are available to all employees and non-executive directors of the Group.

As at 31 March 2025, the Option Schemes have 11 Option holders with 4,219,000 outstanding Options. Details of the outstanding Options are set out below.

<u>Options</u>	<u>Exercise price per share (S\$)</u>	<u>Options outstanding at 31 March 2025</u>	<u>Number of Option holders</u>	<u>Option period</u>
2014 Stock Option	0.095	4,219,000	11	Ten years from date of grant of 14 August 2015

The Company does not intend to issue additional Options under the Option Schemes.

Restricted share awards

The QT Vascular Restricted Share Plan 2015 (“Award Scheme”) was adopted to allow QTV to grant share awards (“Awards”) to employees and directors of the Company or its subsidiaries, including controlling shareholders and their associates.

As part of the corporate restructuring, all liabilities and obligations in connection with the outstanding Awards granted under the Award Scheme are assumed by the Company (“Awards Variation”). The Awards Variation do not involve any changes made to the terms of the Awards granted or the rules of the Award Scheme except the outstanding Awards shall be referenced to shares of the Company.

As at 31 March 2025, the Award Scheme has 1 share awards holder with an aggregate of 70,000 outstanding Awards. The Company does not intend to grant additional Awards under the Award Scheme.

15. Share options (cont'd)

Restricted share awards (cont'd)

Maximum number of Shares that may be issued on conversion of all outstanding convertibles ("Maximum Issuable Shares")

	As at 31 March 2025	As at 31 March 2024
(A) Options		
Number of unexercised Options	4,219,000	4,219,000
Maximum number of shares that may be issued on exercise of all unexercised Options ("Maximum Issuable Option Shares")	4,219,000	4,219,000
Maximum Issuable Option Shares as a % of Company's issued share capital as at the end of the respective financial periods	0.05%	0.05%
(B) Share Awards		
Number of Share Awards granted but not yet vested ("Unvested Share Awards")	70,000	1,091,544
Total number of shares which are the subject of Unvested Share Awards ("Maximum Issuable Awards Shares")	70,000	1,091,544
Maximum Issuable Awards Shares as a % of Company's issued share capital as at the end of the respective financial periods	0.001%	0.01%
Maximum number of Shares that may be issued on conversion of all outstanding convertibles ("Maximum Issuable Shares")	5,310,544	5,310,544
Maximum Issuable Shares as a % of Company's issued share capital as at the end of the respective financial periods	0.07%	0.07%

16. Loss per share

Group	Three months ended	
	31 March 2025	31 March 2024
Loss for the period attributable to owners of the Company (S\$'000) used to compute:		
- Basic loss per share		
- Diluted loss per share	(83)	(476)
	(83)	(476)
Weighted average number of ordinary shares ('000) used to compute:		
- Basic loss per share	8,014,501	8,014,501
- Diluted loss per share	8,014,501	8,014,501

16. Loss per share (cont'd)

Loss per share (cents)

(a) Based on the weighted average number of ordinary shares	(0.0010)	(0.0060)
(b) On a fully diluted basis	(0.0010)	(0.0060)

Note: For the three months ended 31 March 2025 and 31 March 2024, the basic and diluted loss per share were the same as the outstanding options and warrants are anti-dilutive as the effect of the share conversions for any outstanding options and warrants would be to decrease the loss per share.

17. Legal proceedings

In August 2021, InnoRa GmbH ("**InnoRa**"), a licensor to TriReme USA, was a subsidiary of the Group and became an associate of the Group at the beginning of the financial year ended 31 December 2022, was seeking to claim for an amount of (i) US\$1,200,000 in royalties, being 30% of the initial payment made to TriReme USA and QTV (collectively, the "**Sellers**"), under the APA between the Sellers and G Vascular Private Limited ("**Purchaser**") and Genesis MedTech International Private Limited ("**Genesis MedTech**") in relation to the disposal of the Chocolate Touch® ("**Product**") by Sellers to the Purchaser as announced in 27 August 2020, as well as (ii) 30% of all future payments received by Sellers in connection with the aforesaid disposal ("**InnoRa Dispute**").

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

On 26 August 2022, InnoRa had filed a complaint with a state court in California involving allegations similar to those made in the InnoRa Dispute ("**Complaint**"). The Complaint made by InnoRa now includes QTV, TriReme USA, and the Genesis Group as parties to the Complaint (collectively, the "**Respondent**").

On 13 January 2023, a case management conference was held by the State Court to discuss the status of the Complaint. Considering that Claimants has an arbitration hearing for the InnoRa Dispute scheduled in March 2023, of which the outcome of the arbitration will have the same effect for this Complaint, the State Court agreed for the case management conference to be deferred to 16 May 2023.

On 26 July 2023, Claimants have received the award of the arbitration proceedings for the InnoRa Dispute (the "**Award**"). The key terms of the Award are summarized below:

- The Arbitrator appointed by American Arbitration Association International Centre for Dispute Resolution ("**Arbitrator**") denied all claims made by either party, except for the payment of the Final Milestone Payment of EUR500,000 originally contracted to be paid by Claimants, which was due within 6 weeks of receipt of FDA approval for the Product. The Arbitrator also requires Claimants to accrue for a simple interest of 10% per annum from the due date of 16 December 2022 until the date the payment is made.
- The Arbitrator also ruled that InnoRa does not have any valid claims for royalties for any sales of the Product in the United States by Claimants or the Purchaser.

17. Legal proceedings (cont'd)

- Further, Claimants were not required to assign the Development and Licensing Agreement to Purchaser in conjunction with the entry of the APA.
- As InnoRa is the only party which obtained monetary relief for final milestone payment, Arbitrator ordered Claimants to reimburse InnoRa with the sum of US\$119,875, covering the administrative fees paid to American Arbitration Association (“AAA”), within 30 days of the receipt of the Award.
- Other than the reimbursement and final milestone payment, each party shall bear their respective legal fees and any other relevant costs incurred during the Arbitration.

Based on the Award, the Group has made a provision of S\$762,000 (equivalent to EUR 500,000) for the final milestone payment and 10% of interest per annum, S\$158,000 (equivalent to US\$119,875) of administrative fees payables to AAA and a legal fee of S\$2,860,000 (equivalent to US\$2,168,879) as at 31 December 2023.

With respect to the Complaint, the State Court granted QTV's motion to compel arbitration on 24 April 2023. However, no demand for arbitration has been filed by InnoRa to date. Based on the Group's US legal counsel's advice, the Board of Directors of the Company are of the opinion that should InnoRa proceed with any demand for arbitration, the Respondents may object to the demand for arbitration on the ground that the arbitration is an attempt by InnoRa to reopen the InnoRa Dispute, despite the finality of the Award for the InnoRa Dispute. Hence, no provision needs to be provided as at 31 March 2025.

18. Subsequent events

There are no known subsequent events which have led to adjustments to this set of financial statements.

Other Information Required by Catalyst Rule Appendix 7C

A. Review

The condensed consolidated statement of financial position of the Company and its subsidiaries as at 31 March 2025 and the related condensed consolidated profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the three-month period then ended and explanatory notes have not been audited or reviewed.

The Company's auditors for the financial year ended 31 December 2024 ("FY2024"), Forvis Mazars LLP (formerly known as Mazars LLP), had issued a disclaimer of opinion on the Group's financial statements for FY2024 as highlighted from pages 76 to 77 of the Company's Annual Report for FY2024.

Update on efforts to resolve accounting issue arising from the latest audited financial statements for FY2024

Efforts taken to resolve the going concern assumption audit issue can be found in Note 2.1, which details the steps taken by management to address the going concern assumption of the Group as at 31 March 2025.

The Board confirms that the impact of the outstanding audit issues on the financial statements has been adequately disclosed.

B. Review of performance of the Group

Condensed interim consolidated statement of profit or loss and other comprehensive income

Three months ended 31 March 2025 ("3M2025") vs three months ended 31 March 2024 ("3M2024")

The revenue increased by S\$174,000 from S\$2,960,000 in 3M2024 to S\$3,134,000 in 3M2025 mainly due to contributions from the clinics which commenced in 2024 in 3M2025. The cost of sales increased by S\$24,000 from S\$1,666,000 in 3M2024 to S\$1,690,000 in 3M2025, in tandem with the increased revenue. Thus, the gross margin increased by S\$150,000 from S\$1,444,000 in 3M2024 to S\$1,294,000 in 3M2025.

The Group's loss before taxation narrowed by S\$382,000 from S\$502,000 in 3M2024 to S\$120,000 in 3M2025 mainly attributed to:

- a) increase in gross profit by S\$150,000 mentioned above;
- b) decrease in administrative expenses by S\$246,000 in 3M2025, which was in turn mainly due to (i) less staff costs being incurred for the Company; (ii) less amortization incurred for the intangible assets; (iii) less professional fees incurred; and (iv) less depreciation expenses incurred for the plant and equipment and office leases; and
- c) decrease in other income of S\$15,000 due to less government grants received,

and partially offset by increase in other income of S\$13,000 due to rental income of S\$5,000 and support services to related party of S\$8,000.

Condensed statements of financial position

Group	As at 31 March 2025 S\$'000	As at 31 December 2024 S\$'000	Change %
Non-current assets	8,932	9,330	(4%)
Current assets	3,106	3,195	(3%)
Total assets	<u>12,038</u>	<u>12,525</u>	(4%)
Total equity	(3,095)	(2,975)	4%
Non-current liabilities	(3,927)	(4,065)	(3%)
Current liabilities	<u>(11,206)</u>	<u>(11,435)</u>	(2%)
Total liabilities	<u>(15,133)</u>	<u>(15,500)</u>	(2%)

Our non-current assets decreased by S\$398,000 mainly due to:

- (i) decrease in plant and equipment mainly due to depreciation of S\$72,000;
- (ii) decrease in intangible assets mainly due to amortisation of S\$16,000; and
- (iii) decrease in right-of-use assets in relation to the office and clinics rental leases of S\$310,000.

Our current assets decreased by S\$89,000 mainly due to:

- (i) decrease in cash and cash equivalents of S\$122,000;
- (ii) increase in trade and other receivables of S\$29,000; and
- (iii) increase in inventories of S\$4,000.

Our non-current liabilities decreased by S\$138,000 mainly due to:

- (i) decrease in lease liabilities of S\$118,000; and
- (ii) decrease in loans and borrowings of S\$20,000.

Our current liabilities decreased by S\$229,000 mainly due to:

- (i) increase in trade and other payables of S\$169,000;
- (ii) decrease in loans and borrowings and lease liabilities of S\$396,000 due to repayment made; and
- (iii) increase in income tax provision of S\$2,000.

The Group has undertaken the steps highlighted in Note 2.1 to address the Group's negative working capital of S\$8,100,000 and deficit in shareholders' equity of S\$3,095,000 as at 31 December 2025.

Based on the foregoing, the Board confirms that the Group will be able to meet its short-term debt obligations when they fall due based on the implementation of the aforementioned steps and continue to operate as a going concern and confirmed that all material disclosures have been provided for trading of the Company's shares to continue in an orderly manner.

Condensed consolidated statement of cash flows

The Group recorded cash generated from operating activities of approximately S\$467,000 in 3M2025 mainly due to:

- (i) operating profit for the period after non-cash adjustments of S\$361,000;
- (ii) decrease in trade receivables of approximately S\$28,000;
- (iii) decrease in inventories of S\$4,000;
- (iv) increase in trade and other payables for S\$140,000; partially offset by
- (v) tax and interest expense payment of S\$2,000.

Net cash used in financing activities for 3M2025 of approximately S\$589,000 was mainly due to:

- (i) repayment of loan borrowings of S\$262,000; and
- (ii) payment of lease liability of S\$327,000.

C. **Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.**

Not applicable. No forecast or prospect statement had been previously disclosed to shareholders for the current financial reporting period.

D. **A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.**

Barring any unforeseen circumstances, there are no known significant changes in the trends and competitive conditions of the industry in which the Group operates and no other major known factors or events that may adversely affect the Group in the next 12 months.

The Company continues to actively explore various strategic options; fund raising opportunities and is continuously looking to grow its dental business.

E. **Dividend information**

(1) IF A DECISION REGARDING DIVIDEND HAS BEEN MADE:

(a) Whether an interim (final) ordinary dividend has been declared (recommended); and

No dividends have been declared or recommended for the current reporting period.

(b) (i) Amount per share (cents)

Not applicable.

(ii) Previous corresponding period (cents)

Not applicable.

(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If the dividend is not taxable in the hands of the shareholders, this must be stated).

Not applicable.

(d) The date the dividend is payable

Not applicable.

(e) Books closure date

Not applicable.

(2) IF NO DIVIDEND HAS BEEN DECLARED/RECOMMENDED, A STATEMENT TO THAT EFFECT AND THE REASON(S) FOR THE DECISION

No dividends have been declared or recommended for the current reporting period as the Group has accumulated losses as at 31 March 2025.

F. Interested person transactions

There were no interested persons transactions which are S\$100,000 or more entered into during the current financial period reported on. The Group does not have a general mandate for recurrent interested persons transactions.

G. Use of proceeds from share subscription

Not applicable. The proceeds from all previous fund raising / placement exercises have been fully utilised.

H. Disclosures on incorporation, acquisition and realization of shares pursuant to Catalist Rule 706A

Not applicable. The Company did not acquire and dispose any shares in any companies during the current reporting period.

I. Confirmation that the issuer has procured undertaking from all its directors and executive officers (in the format set out in Appendix 7H) under Catalist Rule 720(1)

The Company has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7H) under Catalist Rule 720(1) of the Catalist Listing Manual.

J. Confirmation by the Board pursuant to Rule 705(5) of the Listing Manual

On behalf of the Board of Directors of the Company, we the undersigned, hereby confirm to the best of our knowledge that nothing has come to our attention of the Board of Directors of the Company which may render the unaudited condensed interim financial statements of the Company and the Group for the three months ended 31 March 2025 to be false or misleading in any material aspect.

By Order of the Board of Directors

Thomas Tan Gim Chua
Executive Director
Chief Executive Officer

Ng Fook Ai Victor
Independent Director
Chairman

Singapore
15 May 2025

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

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