

Q & M DENTAL GROUP (SINGAPORE) LIMITED

(Company Registration No. : 200800507R)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 180 Kitchener Road, #B1-13/14 City Square Mall, Singapore 208539 on Monday, 26 April 2010 at 2.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Financial Statements of the Company for the financial year ended 31 December 2009 together with the Auditor's Report thereon. **(Resolution 1)**
2. To declare a first and final exempt dividend of 0.6183 cents per share for the financial year ended 31 December 2009. **(Resolution 2)**
3. To approve the Directors' fees of \$174,000.00 for the financial year ended 31 December 2009. **(Resolution 3)**
4. To re-elect Mr Wong Hin Sun Eugene, retiring pursuant to Article 114 of the Company's Articles of Association. **(Resolution 4)**

Mr Wong Hin Sun Eugene, upon re-election as Director of the Company, remains as Chairman of the Audit Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").
5. To re-elect Mr Narayanan Sreenivasan @ N Sreenivasan, retiring pursuant to Article 114 of the Company's Articles of Association. **(Resolution 5)**

Mr Narayanan Sreenivasan @ N Sreenivasan, upon re-election as Director of the Company, remains a member of the Audit Committee.
6. To re-elect Mr Ng Weng Sui Harry, retiring pursuant to Article 114 of the Company's Articles of Association. **(Resolution 6)**

Mr Ng Weng Sui Harry, upon re-election as Director of the Company, remains a member of the Audit Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
7. To re-elect Dr Ng Jet Wei, retiring pursuant to Article 104 of the Company's Articles of Association. **(Resolution 7)**
8. To re-appoint Messrs RSM Chio Lim LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

9. **Authority to allot and issue shares** **(Resolution 9)**
 - (a) That pursuant to Section 161 of the Companies Act, Chapter 50, and the Listing Rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
 - (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;

SPECIAL BUSINESS (continued)

- (ii) make or grant offers, agreements or options (collectively, Instruments) that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always that:

- (i) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued shares excluding treasury shares of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares of the Company. Unless prior shareholder approval is required under the Listing Rules, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.

For the purpose of this resolution, the total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for;

- a) new shares arising from the conversion or exercise of convertible securities, or
 - b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited, and
 - c) any subsequent bonus issue, consolidation or subdivision of the Company's shares, and
- (ii) the 50% limit in subparagraph (i) above may be increased to 100% for the Company to undertake pro-rata renounceable rights issues;
 - (iii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

(See Explanatory Note 1)

SPECIAL BUSINESS (continued)

10. Authority to issue placement shares at a discount (Resolution 10)

- (a) That authority be and is hereby given to the directors of the Company to issue shares (other than on a pro rata basis to shareholders of the Company) at an issue price for each share which shall be determined by the directors of the Company in their absolute discretion provided that such price shall not represent a discount of more than 20% to the weighted average price of a share for trades done on the SGX-ST (determined in accordance with the requirements of the SGX-ST); and
- (b) (unless revoked or varied by the Company in general meeting) the authority conferred by this resolution shall continue in force until the conclusion of the next general meeting of the Company or the date by which the next general meeting of the Company is required by law to be held, whichever is the earlier.

(See Explanatory Note 2)

OTHER BUSINESS

11. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

ON BEHALF OF THE BOARD

Ng Chin Siau
Chief Executive Officer

8 April 2010

Explanatory Notes:

1. The Ordinary Resolution in item no. 9 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the issued share capital of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. The 50% limit referred to in the preceding sentence may be increased to 100% for the Company to undertake pro-rata renounceable rights issue. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

The 100% renounceable pro-rata rights issue limit is one of the new measures implemented by SGX-ST as stated in the press release entitled "SGX introduces further measures to facilitate fund raising" dated 19 February 2009 and which became effective on 20 February 2009 until 31 December 2010. It will provide the Directors with an opportunity to raise funds and avoid prolonged market exposure by reducing the time taken for shareholders' approval, in the event the need arises. Minority shareholders' interests are mitigated as all shareholders have equal opportunities to participate and can dispose their entitlements through trading of nil-paid rights if they do not wish to subscribe for their rights shares. It is subject to the condition that the Company makes periodic announcements on the use of proceeds as and when the funds are materially disbursed and provides a status report on the use of proceeds in the annual report.

2. The Ordinary Resolution proposed in item no. 10, if passed, will empower the Directors of the Company to issue shares in the capital of the Company by way of placement at an issue price at not more than twenty per cent (20%) discount to the weighted average price for trades done on the SGX-ST. In exercising the authority conferred by Ordinary Resolution proposed in item no. 10, the Company shall comply with the requirements of the SGX-ST (unless waived by the SGX-ST), all applicable legal requirements and the Company's Articles of Association. Rule 811(1) of the Listing Manual of the SGX-ST presently provides that an issue of shares must not be priced at more than ten per cent (10%) discount to the weighted average price for trades done on the SGX-ST for the full market day on which the placement or subscription agreement is signed (or if not available, the weighted average price based on the trades done on the preceding market day). On 19 February 2009, the SGX-ST released a press release of new measures effective on 20 February 2009 (the "Press Release"); the new measures include allowing issuers to undertake placements of new shares using the general mandate to issue shares, priced at discounts of up to twenty per cent (20%), subject to the conditions that the issuer seeks shareholders' approval in a separate resolution at a general meeting to issue new shares on a non pro-rata basis at a discount exceeding ten per cent (10%) but not more than twenty per cent (20%), and the general share issue mandate resolution is not conditional on this resolution. The Ordinary Resolution proposed in item no. 10 has been included following this new measure. The Press Release states that this new measure will also be in effect until 31 December 2010 when it will be reviewed by the SGX-ST.

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy in his stead.
2. A proxy need not be a member of the Company.
3. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at 67 Ayer Rajah Crescent #05-12/14, Ayer Rajah Industrial Estate, Singapore 139950 not later than 48 hours before the time appointed for the Meeting.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that subject to approval being obtained at the Annual General Meeting to be held at 180 Raffles Place, #B1-13/14 City Square Mall, Singapore 208539 on Monday, 26 April 2010 at 2.00 p.m.

1. A first and final exempt dividend of 0.6183 cents per share for the financial year ended 31 December 2009 will be paid on 18 May 2010.
2. The Share Transfer Books and Register of Members of the Company will be closed on 5 May 2010 for preparation of dividend warrants. Duly completed and stamped transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd), 8 Cross Street, #11-00 PWC Building, Singapore 048424, up to 5.00 p.m. on 4 May 2010 will be registered to determine members' entitlements to the proposed dividend. Members (being depositors) whose securities account with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 4 May 2010 will be entitled to the payment of the proposed dividend.

ON BEHALF OF THE BOARD

Ng Chin Siau
Chief Executive Officer

8 April 2010