



Q & M DENTAL GROUP (SINGAPORE) LIMITED
(Company Registration No. 200800507R)
(Incorporated in Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Q & M Dental Group (Singapore) Limited (the "Company") will be held at 180 Kitchener Road, #B1-13/14 City Square Mall, Singapore 208539 on Tuesday, 26 April 2011 at 2.00 p.m. to transact the following business:

ORDINARY BUSINESS

- To receive and adopt the Directors' Report and Financial Statements of the Company for the financial year ended 31 December 2010 together with the Auditor's Report thereon. **(Resolution 1)**
- To declare a final tax exempt dividend of 0.60 cents per share for the financial year ended 31 December 2010. **(Resolution 2)**
- To approve the Directors' fees of \$211,800 for the financial year ended 31 December 2010. **(Resolution 3)**
- To re-elect Dr Ang Ee Peng Raymond, retiring pursuant to Article 104 of the Company's Articles of Association. **(Resolution 4)**
- To re-elect Mr Wong Hin Sun Eugene, retiring pursuant to Article 104 of the Company's Articles of Association. **(Resolution 5)**
- To re-appoint RSM Chio Lim LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

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

- Authority to allot and issue shares** **(Resolution 7)**
 - That pursuant to Section 161 of the Companies Act, Chapter 50, and the Listing Manual of the SGX-ST, 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:
 - issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
 - 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;
 - issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
 - (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:
 - 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 Manual of the SGX-ST, 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:

 - new shares arising from the conversion or exercise of convertible securities, or
 - 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 SGX-ST, and
 - any subsequent bonus issue, consolidation or subdivision of the Company's shares, and
 - 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)

OTHER BUSINESS

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

ON BEHALF OF THE BOARD

Dr Ng Chin Siau
Chief Executive Officer
8 April 2011

Explanatory Notes:

- The Ordinary Resolution in item no. 7 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. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

Notes:

- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy in his stead.
- A proxy need not be a member of the Company.
- If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- 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 Kitchener Road, #B1-13/14 City Square Mall, Singapore 208539 on Tuesday, 26 April 2011 at 2.00 p.m.

- A final tax exempt dividend of 0.60 cents per share for the financial year ended 31 December 2010 will be paid on 18 May 2011.
- The Share Transfer Books and Register of Members of the Company will be closed on 5 May 2011 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 2011 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 2011 will be entitled to the payment of the proposed dividend.

ON BEHALF OF THE BOARD

Dr Ng Chin Siau
Chief Executive Officer
8 April 2011

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the members of the Company will be held on 26 April 2011 at 180 Kitchener Road, #B1-13/14 City Square Mall, Singapore 208539 at 2.30 p.m. (or as soon thereafter as the Annual General Meeting of the Company to be held at 2.00 p.m. on the same day and at the same place is concluded or adjourned) for the purpose of considering and, if thought fit, passing (with or without any modification), the following resolution:

ORDINARY RESOLUTION

The Proposed Share Buy-Back Mandate

It is RESOLVED that approval be and is hereby given to the Company for the following actions:

- for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), and such other laws and regulations as may for the time being be applicable, the exercise by the Directors of the Company ("**Directors**") of all the powers of the Company to purchase, or otherwise acquire issued ordinary shares in the share capital of the Company ("**Shares**") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - on-market purchases ("**On-Market Share Purchase**"), transacted on the Singapore Exchange Securities Trading Limited ("**SGX-ST**"); and/or
 - off-market purchases ("**Off-Market Share Purchase**") (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the SGX-ST Listing Manual, (the "**Share Buy-back Mandate**");
- any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy-back Mandate shall, at the discretion of the Directors of the Company, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
- unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and the expiring on the earlier of:
 - the date on which the next annual general meeting of the Company is held or required by law to be held;
 - the date on which the share buy-backs are carried out to the full extent mandated; or
 - the date on which the authority contained in the Share Buy-back Mandate is varied or revoked;
- in this Ordinary Resolution:

"**Prescribed Limit**" means 10% of the total number of Shares as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the company as altered (excluding any treasury shares that may be held by the Company from time to time);

"**Relevant Period**" means the period commencing from the date on which the last annual general meeting of the Company was held and expiring on the date of the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier, after the date of this Resolution;

"**Maximum Price**" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

 - in the case of a On-Market Share Purchase: 105% of the Average Closing Price;
 - in the case of an Off-Market Share Purchase: 120% of the Average Closing Price,

in either case, excluding related expenses of the Share Purchases and where:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the date of making the On-Market Share Purchase or, as the case may be, the day of the making of an offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days; and

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Purchase; and

"**Market Day**" means a day on which the SGX-ST is open for trading in securities; and
- the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing such documents as may be required) as they may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Ordinary Resolution.

By Order of the Board

Dr Ng Chin Siau
Chief Executive Officer
8 April 2011

Notes:

- In accordance with Section 76C of the Companies Act, the sources of funds to be used for the Share Purchase and the financial effects that the Share Purchase would have on the Company are stated under paragraphs 2.6 and 2.7 respectively, from pages 10 to 12 of the Circular.
- A Shareholder entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote in his/her stead. A Shareholder which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a Shareholder of the Company.
- If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at Block 67 Ayer Rajah Crescent #05-12/14, Ayer Rajah Industrial Estate, Singapore 139950 not later than 48 hours before the time appointed for the holding of the EGM.
- The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the members of the Company will be held on 26 April 2011 at 180 Kitchener Road, #B1-13/14 City Square Mall, Singapore 208539 at 3.00 p.m. (or as soon thereafter as the extraordinary general meeting of the Company in relation to the Proposed Share Buy-back Mandate to be held at 2.30 p.m. on the same day and at the same place is concluded or adjourned), for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolutions as set out below.

All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular dated 8 April 2011 to shareholders of the Company in relation to the proposed Option Scheme (as defined below).

ORDINARY RESOLUTIONS:-

- Proposed Adoption of the Q & M Employee Share Option Scheme**

That in the share option scheme to be known as the Q & M Employee Share Option Scheme (the "**Option Scheme**"), the rules of which have been set out in the circular to Shareholders dated 8 April 2011 (the "**Circular**"), be and is hereby approved and adopted substantially in the form set out in the rules of the Option Scheme, and the Directors of the Company be and are hereby authorised:

 - to establish and administer the Option Scheme;
 - to modify and/or amend the Option Scheme from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Option Scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Option Scheme; and
 - to offer and grant Option(s) in accordance with the rules of the Option Scheme and to allot and issue from time to time such number of shares in the capital of the Company ("**Shares**") as may be required to be issued pursuant to the exercise of the Option(s) under the Option Scheme.
- Authority to Offer and Grant Option(s) at a Discount under the Option Scheme**

That subject to and contingent upon the passing of Ordinary Resolution 1, the Directors of the Company be and are hereby authorised to offer and grant Option(s) in accordance with the rules of the Option Scheme with exercise prices set at a discount to the Market Price (as defined below), provided that such discount does not exceed the relevant limits set by Singapore Exchange Securities Trading Limited ("**SGX-ST**").

In this notice, "**Market Price**" means the average of the last dealt prices for a Share determined by reference to the daily Official List published by the SGX-ST for a period of five (5) consecutive days on which the SGX-ST is open for securities trading ("**Market Days**") immediately prior to the relevant date of grant of an Option under the Option Scheme, provided always that in the case of a Market Day on which the Shares of the Company were not traded on the SGX-ST, the last dealt price for Shares on such Market Day shall be deemed to be the last dealt price of the Shares on the immediately preceding Market Day on which the Shares were traded, rounded up to the nearest whole cent in the event of fractional prices.
- Proposed Participation by Dr Ng Chin Siau in the Option Scheme**

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Dr Ng Chin Siau, a Controlling Shareholder of the Company, in the Option Scheme be and is hereby approved.
- Proposed Participation by Ms Foo Siew Juan in the Option Scheme**

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Ms Foo Siew Juan, an Associate of a Controlling Shareholder of the Company, in the Option Scheme be and is hereby approved.
- Proposed Participation by Ms Ng Sook Hwa in the Option Scheme**

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Ms Ng Sook Hwa, an Associate of a Controlling Shareholder of the Company, in the Option Scheme be and is hereby approved.
- Proposed Participation by Ms Ng Sook Jing in the Option Scheme**

That subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Ms Ng Sook Jing, an Associate of a Controlling Shareholder of the Company, in the Option Scheme be and is hereby approved.
- Proposed Grant of Option(s) under the Option Scheme to Dr Ng Chin Siau, a Controlling Shareholder of the Company**

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 3, the proposed offer and grant to Dr Ng Chin Siau, a Controlling Shareholder of the Company, of Option(s) pursuant to and in accordance with the rules of the Option Scheme on the following terms, be and is hereby approved, and the Directors be and are hereby authorised to allot and issue Shares upon the exercise of such Option(s):-

(a) Proposed Date of Grant of Option(s)	: Any time within a period of four (4) weeks from the date of the EGM
(b) Number of Shares comprised in the proposed Option(s)	: 4,000,000 Shares (representing approximately 1.45% of the total issued Shares as at the Latest Practicable Date), subject to Rule 6 of the Option Scheme
(c) Exercise Price per Share	: Market Price
(d) Exercise Period	: (i) One-third (1/3) of the Options granted may be exercised after the first anniversary of the Date of Grant of that Option; (ii) the next one-third (1/3) of the Options granted may be exercised after the second anniversary of the Date of Grant of that Option; and (iii) the remaining one-third (1/3) of the Options granted may be exercised after the third anniversary of the Date of Grant of that Option, PROVIDED ALWAYS THAT all the Options shall be exercised before the second anniversary of the relevant date of vesting
- Proposed Grant of Option(s) under the Option Scheme to Ms Foo Siew Juan, an Associate of a Controlling Shareholder of the Company**

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 4, the proposed offer and grant to Ms Foo Siew Juan, an Associate of a Controlling Shareholder of the Company, of Option(s) pursuant to and in accordance with the rules of the Option Scheme on the following terms, be and is hereby approved, and the Directors be and are hereby authorised to allot and issue Shares upon the exercise of such Option(s):-

(a) Proposed Date of Grant of Option(s)	: Any time within a period of four (4) weeks from the date of the EGM
(b) Number of Shares comprised in the proposed Option(s)	: 1,000,000 Shares (representing approximately 0.36% of the total issued Shares as at the Latest Practicable Date), subject to Rule 6 of the Option Scheme
(c) Exercise Price per Share	: Market Price
(d) Exercise Period	: (i) One-third (1/3) of the Options granted may be exercised after the first anniversary of the Date of Grant of that Option; (ii) the next one-third (1/3) of the Options granted may be exercised after the second anniversary of the Date of Grant of that Option; and (iii) the remaining one-third (1/3) of the Options granted may be exercised after the third anniversary of the Date of Grant of that Option, PROVIDED ALWAYS THAT all the Options shall be exercised before the second anniversary of the relevant date of vesting
- Proposed Grant of Option(s) under the Option Scheme to Ms Ng Sook Hwa, an Associate of a Controlling Shareholder of the Company**

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 5, the proposed offer and grant to Ms Ng Sook Hwa, an Associate of a Controlling Shareholder of the Company, of Option(s) pursuant to and in accordance with the rules of the Option Scheme on the following terms, be and is hereby approved, and the Directors be and are hereby authorised to allot and issue Shares upon the exercise of such Option(s):-

(a) Proposed Date of Grant of Option(s)	: Any time within a period of four (4) weeks from the date of the EGM
(b) Number of Shares comprised in the proposed Option(s)	: 750,000 Shares (representing approximately 0.27% of the total issued Shares as at the Latest Practicable Date), subject to Rule 6 of the Option Scheme
(c) Exercise Price per Share	: Market Price
(d) Exercise Period	: (i) One-third (1/3) of the Options granted may be exercised after the first anniversary of the Date of Grant of that Option; (ii) the next one-third (1/3) of the Options granted may be exercised after the second anniversary of the Date of Grant of that Option; and (iii) the remaining one-third (1/3) of the Options granted may be exercised after the third anniversary of the Date of Grant of that Option, PROVIDED ALWAYS THAT all the Options shall be exercised before the second anniversary of the relevant date of vesting
- Proposed Grant of Option(s) under the Option Scheme to Ms Ng Sook Jing, an Associate of a Controlling Shareholder of the Company**

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 6, the proposed offer and grant to Ms Ng Sook Jing, an Associate of a Controlling Shareholder of the Company, of Option(s) pursuant to and in accordance with the rules of the Option Scheme on the following terms, be and is hereby approved, and the Directors be and are hereby authorised to allot and issue Shares upon the exercise of such Option(s):-

(a) Proposed Date of Grant of Option(s)	: Any time within a period of four (4) weeks from the date of the EGM
(b) Number of Shares comprised in the proposed Option(s)	: 300,000 Shares (representing approximately 0.11% of the total issued Shares as at the Latest Practicable Date), subject to Rule 6 of the Option Scheme
(c) Exercise Price per Share	: Market Price
(d) Exercise Period	: (i) One-third (1/3) of the Options granted may be exercised after the first anniversary of the Date of Grant of that Option; (ii) the next one-third (1/3) of the Options granted may be exercised after the second anniversary of the Date of Grant of that Option; and (iii) the remaining one-third (1/3) of the Options granted may be exercised after the third anniversary of the Date of Grant of that Option, PROVIDED ALWAYS THAT all the Options shall be exercised before the second anniversary of the relevant date of vesting

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 8 April 2011.

By Order of the Board

Dr Ng Chin Siau
Chief Executive Officer
8 April 2011

Notes:

- A Shareholder entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote in his/her stead. A Shareholder which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a Shareholder of the Company.
- If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at Block 67 Ayer Rajah Crescent #05-12/14, Ayer Rajah Industrial Estate, Singapore 139950 not later than 48 hours before the time appointed for the holding of the EGM.
- The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.