



Q & M DENTAL GROUP (SINGAPORE) LIMITED

(Company Registration Number 200800507R)

(Incorporated in the Republic of Singapore)

PROPOSED ACQUISITION OF ORDINARY SHARES IN THE CAPITAL OF SINGAPORE MEDICAL GROUP LIMITED

1. INTRODUCTION

1.1 The Proposed Acquisition

The Board of Directors of Q & M Dental Group (Singapore) Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that the Company had on 27 December 2012 entered into a conditional sale and purchase agreement (the “**Sale and Purchase Agreement**”) with Dr. Xiaoyan Baumann Geb. Bi. (“**XB**”) and Mr. Felix Huang Keming (“**FH**”, and together with XB, the “**Vendors**”) relating to the sale by the Vendors and the purchase by the Company of an aggregate of 105,767,700 ordinary shares (the “**Sale Shares**”) in the capital of Singapore Medical Group Limited (“**SMG**”), representing approximately 72.57% of all the issued ordinary shares¹ (the “**SMG Shares**”) in the capital of SMG, for a cash consideration of S\$0.1323 for each Sale Share (the “**Proposed Acquisition**”).

Completion of the Proposed Acquisition is subject to the conditions precedent set out in section 2.3 of this Announcement (the “**Conditions Precedent**”), being satisfied and/or waived by the Company.

1.2 The Pre-Conditional Offer

As at the date of the signing of the Sale and Purchase Agreement (the “**Acquisition Announcement Date**”), the Company has announced a pre-conditional mandatory cash offer (the “**Offer**”) for all the SMG Shares not already owned, controlled or agreed to be acquired by the Company. Subject to the satisfaction and/or waiver of the Conditions Precedent and on completion of the Proposed Acquisition, the Company will make the Offer, in accordance with Section 139 of the Securities and Futures Act (Cap. 289) of Singapore, and Rule 14 of the Singapore Code on Take-overs and Mergers (the “**Code**”).

¹ In this Announcement, for the purpose of computation, the number of SMG Shares is 145,736,000, as provided by the Vendors to the Company.

2. THE PROPOSED ACQUISITION

2.1 Purchase of the Sale Shares

Pursuant to the Sale and Purchase Agreement, an aggregate of 105,767,700 SMG Shares, representing approximately 72.57% of all the issued SMG Shares, shall be acquired by the Company of which an aggregate of 75,992,700 SMG Shares (approximately 52.14%) shall be acquired from XB and the balance of 29,775,000 SMG Shares (approximately 20.43%) shall be acquired from FH.

2.2 Purchaser Consideration for the Proposed Acquisition

The Sale Shares will be acquired at a consideration of S\$0.1323 for each Sale Share (the “**Purchase Price**”), amounting to an aggregate consideration of S\$13,993,066.71 (the “**Purchase Consideration**”).

The Purchase Consideration was arrived at after negotiations on a willing-buyer, willing-seller basis, and is to be satisfied wholly in cash. In arriving at the Purchase Price, the Company has taken into account, *inter alia*, current market conditions, the prospects of SMG and the strategic merits of the acquisition of SMG as set out in more detail in section 7.1 of this Announcement.

The Purchase Consideration will be paid to the Vendors on the date of completion of the Proposed Acquisition.

2.3 Conditions Precedent

Completion of the Proposed Acquisition is conditional upon, *inter alia*, the following:

- (a) all necessary approvals under applicable competition laws having been obtained from the relevant competition authorities in the relevant jurisdictions where the companies under the SMG Group (being SMG and its subsidiaries and hereinafter referred to as the “**SMG Group**”) have been incorporated and/or have operations (if so required), in particular, the Competition Commission of Singapore having made a favourable decision that the Proposed Acquisition and the Offer will not, if carried into effect, infringe the prohibition under Section 54 of the Competition Act (Cap. 50B) of Singapore;
- (b) all other necessary consents, approvals and waivers required under applicable laws and regulations and/or from the relevant authorities for the Proposed Acquisition and all other transactions in connection therewith or incidental thereto, being granted and not being withdrawn or revoked before completion of the Proposed Acquisition, and if such consents, approvals and waivers are obtained subject to any conditions and where such conditions affect any of the parties, such conditions being capable of adherence before completion of the Proposed Acquisition, such conditions being fulfilled before completion of the Proposed Acquisition; and
- (c) all representations and warranties of the parties contained in the Sale and Purchase Agreement being true and accurate from the date of the execution of the Sale and Purchase Agreement until completion of the Proposed Acquisition.

If any of the above Conditions Precedent is not fulfilled and/or waived by the Company by 15 May 2013 (or such further date as the Company and the Vendors may agree in writing), the Sale and Purchase Agreement shall, *ipso facto*, cease and determine and save as provided in Clause 11 of the Sale and Purchase Agreement or for any antecedent breach of the Sale and Purchase Agreement) neither party shall have any claim against the other party for costs, damages, compensation or anything whatsoever.

3. THE MANDATORY CASH OFFER

3.1 The Offer

If and when the Conditions Precedent are satisfied and/or waived and completion of the Proposed Acquisition occurs, the Company will immediately announce a firm intention to make the Offer. **However, if the Conditions Precedent are not satisfied and/or waived and completion of the Proposed Acquisition does not occur, the Offer will not be made and the Company will issue an announcement confirming that fact as soon as reasonably practicable.**

3.2 Terms of the Offer

(a) The Offer, if and when made, will be made for all the SMG Shares other than those already owned, controlled or agreed to be acquired by the Company (the “**Offer Shares**”), subject to the terms and conditions set out in the formal document in relation to the Offer to be issued by the Company.

(b) The Offer, if and when made, will be on the following basis:

For each Offer Share: S\$0.1323 in cash (the “**Offer Price**”)

The Company does not intend to revise the Offer Price upwards.

(c) The Offer Shares will be acquired:

(i) fully-paid;

(ii) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever; and

(iii) together with all rights, benefits and entitlements attached thereto as at the Acquisition Announcement Date and thereafter attaching thereto (including all voting rights and the right to receive and retain all dividends and other distributions and return of capital (if any) which may be announced, declared, paid or made thereon by SMG on or after the Acquisition Announcement Date together with all interest accrued thereon). **If any dividend, other distribution or return of capital is declared, made or paid on or after the Acquisition Announcement Date by SMG, the Company reserves the right to reduce the Offer Price by the amount of such dividend, distribution or return of capital.**

- (d) As at the Acquisition Announcement Date, there are 25,516,644 outstanding redeemable convertible preference shares (“**SMG RCPS**”) which are convertible into, *inter alia*, new SMG Shares. Under the terms of the Sale and Purchase Agreement, the Vendors shall procure Kendall Court Vision Pte Ltd (the “**SMG Investor**”) to exercise its rights under the terms of the SMG RCPS to redeem the outstanding SMG RCPS on the date of completion of the Proposed Acquisition. The Vendors shall be liable for any sum equal to any arrears, deficiency or accruals of any dividends payable and liquidated damages, if any, for early redemption thereon. If for any reason whatsoever, the SMG RCPS are not redeemed on completion of the Proposed Acquisition and remains outstanding thereafter, and the Company elects to waive the breach and proceeds to complete the Proposed Acquisition, the Offer, if and when made, will be extended to the outstanding SMG RCPS and to all new SMG Shares unconditionally issued pursuant to the conversion of any outstanding SMG RCPS prior to the close of the Offer. As the “see-through value” of the SMG RCPS is negative based on the Offer Price for each Offer Share, the Offer, if made to the SMG Investor, will be made at a nominal sum of S\$0.000001 for each outstanding SMG RCPS. The Offer, if made to all new SMG Shares unconditionally issued pursuant to the conversion of any outstanding SMG RCPS prior to the close of the Offer, will be made on the same terms and conditions for all the Offer Shares. For the purposes of the Offer, the expression “Offer Shares” shall include such new SMG Shares.

3.3 Unconditional Offer

Pursuant to Rule 14.2 of the Code, an offer, when made, will be conditional upon the offeror having received, on or prior to the close of the offer, valid acceptances in respect of such number of offer shares which, when taken together with the number of shares owned, controlled or agreed to be acquired by the offeror (either before or during the offer and pursuant to the offer or otherwise), will result in the offeror holding such number of shares carrying more than 50% of the voting rights of the total issued shares of the offeree as at the close of the offer (including any voting rights attributable to any new shares issued or to be issued pursuant to any valid exercise of securities which are convertible into new shares of the offeree).

As at the Acquisition Announcement Date, the total number of issued SMG Shares is 145,736,000 and the Sale Shares represent approximately 72.57% of all the issued SMG Shares.

It is the intention of the Company that all the outstanding SMG RCPS shall be redeemed by the SMG Investor on the date of completion of the Proposed Acquisition. Upon the redemption of all the outstanding SMG RCPS, the total number of issued SMG Shares remains as 145,736,000 and the Sale Shares continue to represent approximately 72.57% of all the issued SMG Shares.

If for any reason whatsoever, all the outstanding 25,516,644 SMG RCPS are not redeemed on the date of completion of the Proposed Acquisition and are subsequently converted into new SMG Shares by the SMG Investor, the enlarged issued share capital of SMG will comprise 171,252,644 SMG Shares and the Sale Shares will represent approximately 61.76% of the enlarged issued share capital of SMG.

Accordingly, the Offer, if and when made, will not be conditional upon a minimum number of acceptances being received by the Company.

3.4 Offer Price

The Offer Price and the Purchase Price are the same.

The aggregate Offer Price payable by the Company for all the Offer Shares (computed on the assumptions set out in section 5 of this Announcement) is S\$8,663,683.61.

4. OUTSTANDING SMG RCPS AND DISPOSAL OF SINGAPORE MEDICAL GROUP (HK) LIMITED

4.1 Outstanding SMG RCPS

As at the Acquisition Announcement Date, there are 25,516,644 outstanding SMG RCPS with each outstanding SMG RCPS convertible into one (1) new SMG Share at any time for a period of 6.5 calendar years from 6 June 2012.

Under the terms of the Sale and Purchase Agreement, the Vendors shall procure the SMG Investor to exercise its rights under the terms of the SMG RCPS to redeem the outstanding SMG RCPS immediately upon completion of the Proposed Acquisition by delivering to SMG a notice of redemption in accordance with the Articles of Association of SMG.

If for any reason whatsoever, the outstanding SMG RCPS are not redeemed on completion of the Proposed Acquisition and remains outstanding thereafter, and the Company elects to waive the breach and proceeds to complete the Proposed Acquisition, the Offer, if and when made, will be extended to the outstanding SMG RCPS and to all new SMG Shares unconditionally issued pursuant to the conversion of any outstanding SMG RCPS prior to the close of the Offer. As the "see-through value" of the SMG RCPS is negative based on the Offer Price for each Offer Share, the Offer, if made to the SMG Investor, will be made at a nominal sum of S\$0.000001 for each SMG RCPS. The Offer, if made to all new SMG Shares unconditionally issued pursuant to the conversion of any outstanding SMG RCPS prior to the close of the Offer, will be made on the same terms and conditions for all the Offer Shares.

4.2 Disposal of Singapore Medical Group (HK) Limited

SMG has been investing and expanding its business into China (excluding Hong Kong, Macau and Taiwan) (the "Territory") by way of and through its wholly owned subsidiary, Singapore Medical Group (HK) Limited ("**SMG (HK)**").

It is the intention of the Company and the Vendors that SMG shall, upon completion of the Proposed Acquisition, cease to invest and expand further into the Territory through SMG (HK) and the Vendors be entitled to take over SMG's interest in SMG (HK). Accordingly, under the terms of the Sale and Purchase Agreement and contemporaneously with the completion of the Proposed Acquisition:

- (a) the Vendors shall enter into an agreement with SMG to acquire from SMG all the issued shares in SMG (HK) for the sum of HK\$100; and
- (b) the Vendors shall procure SMG (HK) or pay on behalf of SMG (HK) all outstanding inter-company loans owing by SMG (HK) to SMG including but not limited to a loan of S\$1,500,000 that has been extended by SMG to SMG (HK).

Therefore, pursuant to the terms of the Sale and Purchase Agreement, the Vendors are obliged to ensure that all debts due to SMG from SMG (HK) are discharged on or prior to the date of completion of the Proposed Acquisition and shall acquire SMG (HK) on the date of completion of the Proposed Acquisition. In connection therewith, SMG will grant to SMG (HK) a non-exclusive licence to use the trademark “SMG” or “Singapore Medical Group” for a period of three (3) years from the date of completion of the Proposed Acquisition in Beijing.

5. THE AGGREGATE CONSIDERATION FOR THE PROPOSED ACQUISITION AND THE OFFER

The aggregate consideration for the Proposed Acquisition and the Offer is S\$22,656,750.32 (the “**Aggregate Consideration**”).

The Aggregate Consideration is computed on the assumption that:

- (a) all outstanding SMG RCPS have not been redeemed and are converted into new SMG Shares;
- (b) there is full acceptance of the Offer in respect of all the Offer Shares; and
- (c) the maximum potential issued shares in SMG as at 21 December 2012, being the last market day on which the SMG Shares were traded on the Catalist Board of the SGX-ST prior to the Acquisition Announcement Date (the “**Latest Practicable Date**”) is 171,252,644. For this purpose, the “**maximum potential issued shares in SMG**” means the total number of SMG Shares which would be in issue assuming all outstanding SMG RCPS have not been redeemed and are converted into new SMG Shares.

6. INFORMATION ON THE SMG

6.1 Background and Principal Activities of SMG

SMG is a public limited company incorporated in the Republic of Singapore on 10 March 2005 and is listed on the Catalist Board of the SGX-ST.

The SMG Group is principally engaged in the business of providing multi-disciplinary specialist healthcare services across the fields of ophthalmology, aesthetic medicine, orthopaedic, oncology and obstetrics and gynaecology.

The SMG Group currently operates 15 medical clinics in Singapore which are categorised into four medical clusters:

- (a) eye cluster;
- (b) aesthetics cluster;
- (c) orthopaedic and sports cluster; and
- (d) critical illness cluster.

The directors of SMG are Mr Felix Huang Keming, Dr. Xiaoyan Baumann Geb. Bi, Mrs See-Toh Wai Keong, Mr Ho Lon Gee, Mr Lew Foon Keong Charles and Mr Jimmy Yim Wing Kuen.

The continuing sponsor of SMG is Asian Corporate Advisors Pte. Ltd.

More information relating to the SMG Group is available at their website at <http://www.smg.sg>.

6.2 Asset Value of SMG

As at 31 December 2011, the book value of the SMG Shares was approximately S\$3,898,000 and the net tangible asset value of the SMG Shares was approximately S\$3,897,000.

As at 30 June 2012, the book value of the SMG Shares was approximately S\$4,233,000 and the net tangible asset value of the SMG Shares was approximately S\$4,233,000.

Based on the weighted average share price of SMG of S\$0.094 on 21 December 2012 (being the last market day on which the SMG Shares were traded on the Catalist Board of the SGX-ST prior to the Acquisition Announcement Date), the market value of the SMG Shares was approximately S\$13,699,184.

6.3 Net Profits of SMG

The net profits² attributable to the SMG Shares for its financial year ended 31 December 2011 was approximately S\$(1,362,000) and the net profit per SMG Share³ was approximately S\$(0.009).

The net profits² attributable to the SMG Shares for the six-month period ended 30 June 2012 was approximately S\$441,000 and the net profit per SMG Share³ was approximately S\$0.003.

7. RATIONALE AND BENEFITS AND THE INTENTIONS FOR SMG

7.1 Rationale and Benefits

The Group has built a successful network of dental clinics in Singapore, providing both general practitioner and specialist services. In doing so, the Group has a significant data base of patients and developed expertise in providing and managing optimal patient care. In tandem with its strategy of expansion overseas, the Company has been considering the expansion of its business into allied areas, where its resources and experience can be used to best effect. A natural expansion would be into the field of medical services. The placement exercise (referred to in a separate announcement made by the Company on 27 December 2012) brings into the Company strategic, long term investors, who share this view and who have subscribed to the placement shares.

SMG is an established and reputable group offering a comprehensive range of medical services to its patients since 2006. SMG has a strong group of specialists and a large patient database in excess of 80,000. SMG can offer its comprehensive specialist medical services to the Group's existing 450,000 patients' database and the Group can offer its general and specialist dental services to SMG's patients base. SMG also has representative offices in Indonesia, Vietnam and affiliated eye clinics in Philippines which can be used to promote the dental services of the Group.

² Pursuant to Rule 1002(3)(b) of the Listing Manual, the term "net profits" means profit or loss before income tax, minority interests and extraordinary items.

³ The Company understands from the Vendors that there were 145,736,000 SMG Shares in issue as at 31 December 2011 and 30 June 2012.

The Proposed Acquisition will provide a good platform for the Company to expand more effectively in allied medical and dental segments. Post-acquisition there will be a sharing of resources such as premises, nurses and management support and removal of duplication of resources, thereby resulting in lower overheads and synergy. The ability to operate effectively in both the medical and dental spaces will also benefit the Company's overseas expansion strategies. The Group and SMG will be able to offer patients in Singapore, China and South East Asia countries a one-stop specialist medical services and dental services.

The Offer, if made, will be made in compliance with the Company's obligations under Rule 14.1 of the Code.

7.2 The Intentions for SMG

Following completion of the Proposed Acquisition, the Company presently intends to realise synergies between the complementary businesses and operations of the Company and SMG. Following the close of the Offer, the Company intends to undertake a comprehensive review of the organisation, businesses and operations of the SMG Group and work closely with SMG to develop appropriate initiatives in this regard and to integrate operations as required.

The Company presently has no intention to (i) introduce major changes to the business of SMG, (ii) redeploy the fixed assets of SMG, or (iii) discontinue the employment of the employees of the companies under the SMG Group, save in the ordinary course of business.

Nevertheless, the Directors of the Company retain the flexibility at any time to consider any options in relation to the SMG Group which may present themselves and which they may regard to be in the interest of the SMG Group.

8. FINANCIAL EFFECTS AND FUNDING

8.1 Assumptions

The proforma financial effects of the Proposed Acquisition and the Offer (collectively, the "Transactions") on (i) the consolidated net tangible assets ("NTA") per share of the Company and (ii) the consolidated earnings per share of the Company ("EPS") set out below, are prepared purely for illustration only and do not reflect the future financial performance and condition of the Company and/or the Group after the Proposed Acquisition and the Transactions (including the Proposed Acquisition).

8.2 Financial Statements

The proforma financial effects in sections 8.3 and 8.4 of this Announcement have been prepared based on the latest audited consolidated financial statements of the Company for its financial year ended 31 December 2011 ("FY2011") and the latest audited consolidated financial statements of SMG for its financial year ended 31 December 2011.

8.3 NTA per share

For illustrative purposes only and assuming that the Proposed Acquisition and the Transactions (including the Proposed Acquisition) had been completed on 31 December 2011,

being the most recently completed financial year, the proforma financial effects on the consolidated NTA per share of the Group are as follows:

	Before the Transactions	After the Proposed Acquisition	After the Transactions ⁽¹⁾
Number of shares ⁽²⁾	550,452,994	605,452,994 ⁽³⁾	605,452,994 ⁽³⁾
NTA attributable to shareholders (S\$'000)	26,871	43,546	43,546
NTA per share (cents)	4.88	7.19	7.19

Notes:

- (1) Based on the assumption that the Company acquires 100% of the maximum potential issued shares in SMG of 171,252,644 as at the Latest Practicable Date.
- (2) Being the number of issued shares of the Company after adjusting for the subdivision of each share into two (2) shares, approved by shareholders of the Company at the extraordinary general meeting of the Company held on 26 April 2012.
- (3) Being the number of issued shares of the Company assuming completion of the private placement of 55 million shares to Dr Koh Shunjie, Kelvin and Koh Shuhui, Felicia as set out in the Company's announcement dated 27 December 2012.

8.4 EPS

For illustrative purposes only and assuming that the Proposed Acquisition and the Transactions (including the Proposed Acquisition) had been effected on 1 January 2011, the proforma financial effects on the consolidated earnings of the Group for FY2011 are as follows:

	Before the Transactions	After the Proposed Acquisition	After the Transactions ⁽¹⁾
Weighted average number of shares ⁽²⁾	550,452,994	605,452,994 ⁽⁴⁾	605,452,944 ⁽⁴⁾
Profits attributable to shareholders (S\$'000) ⁽³⁾	5,148	4,160	3,786
EPS (cents)	0.94	0.69	0.63

Notes:

- (1) Based on the assumption that the Company acquires 100% of the maximum potential issued shares in SMG of 171,252,644 as at the Latest Practicable Date.
- (2) Being the weighted average number of issued shares of the Company after adjusting for the subdivision of each share into two (2) shares, approved by shareholders of the Company at the extraordinary general meeting of the Company held on 26 April 2012.
- (3) Pursuant to Rule 1002(3)(b) of the Listing Manual, the term "net profits" means profit or loss before income tax, minority interests and extraordinary items.

- (4) Being the number of issued shares of the Company assuming completion of the private placement of 55 million shares to Dr Koh Shunjie, Kelvin and Koh Shuhui, Felicia as set out in the Company's announcement dated 27 December 2012.

8.5 Funding

The Aggregate Consideration is currently intended to be funded by (i) the net proceeds arising from a private placement of 55 million shares to Dr Koh Shunjie, Kelvin and Koh Shuhui, Felicia as set out in the Company's announcement dated 27 December 2012 and (ii) internal resources of the Company.

9. RELATIVE FIGURES UNDER CHAPTER 10 OF THE LISTING MANUAL

The relative figures for the Transactions computed on their relevant bases set out in Rule 1006 of the Listing Manual are set out below:

Rule 1006	Bases	The Transactions (S\$)	Group (S\$)	Relative Figures (%)
(a)	Net asset value of the assets disposed of, compared with the Group's net asset value	N.A.	N.A.	N.A.
(b)	Net profits ⁽¹⁾⁽²⁾ attributable to the Sale Shares and the Offer Shares ⁽³⁾ compared with the Group's net profits ⁽¹⁾⁽²⁾	441,000	2,378,000	18.54
(c)	Aggregate Consideration to be given compared with the Company's market capitalisation ⁽⁴⁾	22,656,750.32	167,888,163	13.50
(d)	Number of equity securities issued by the Company as consideration for the Transactions compared with the number of equity securities previously in issue	N.A.	N.A.	N.A.

Notes:

- (1) Pursuant to Rule 1002(3)(b) of the Listing Manual, the term "net profits" means profit or loss before income tax, minority interests and extraordinary items.

- (2) Net profits refer to profits earned in the six-month period ended 30 June 2012.
- (3) Based on the assumption that the Company acquires 100% of the maximum potential issued shares in SMG of 171,252,644 as at the Latest Practicable Date.
- (4) Pursuant to Rule 1002(5) of the Listing Manual, the market capitalisation of the Company is determined by multiplying 550,452,994 shares of the Company in issue as at 21 December 2012 (being the last market day on which shares of the Company were traded on the SGX-ST preceding the date of the Sale and Purchase Agreement) by the weighted average price of such shares of S\$0.305 transacted on such date.

As none of the relative figures as computed above exceeds 20%, the Transactions is a discloseable transaction for the purposes of Chapter 10 of the Listing Manual. Accordingly, the Company is not required to obtain shareholders' approval for the Transactions.

10. SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Company in connection with the Transactions. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

11. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Transactions.

As at the Acquisition Announcement Date, none of the Directors or controlling shareholders of the Company holds any SMG Shares, directly or indirectly.

12. DOCUMENTS FOR INSPECTION

A copy of the Sale and Purchase Agreement is available for inspection by shareholders of the Company at the registered office of the Company at 67 Ayer Rajah Crescent #05-12/14 Singapore 139950 during normal business hours for a period of three months from the date of this Announcement.

13. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company collectively and individually accept full responsibility for the accuracy of the information given in this Announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Announcement constitutes full and true disclosure of all material facts about the Transactions (including the Proposed Acquisition), the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Announcement misleading. Where information in this Announcement 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 this Announcement in its proper form and context.

By Order of the Board
Q & M Dental Group (Singapore) Limited

Dr. Ng Chin Siau
Group Chief Executive Officer
27 December 2012

Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information.

Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors of SMG or the Company should not place undue reliance on such forward-looking statements, and the Company does not undertake any obligation to update publicly or revise any forward-looking statements.

About Q & M Dental Group (全民牙医集团(新加坡)有限公司)

Q & M Dental Group [QC7.SI] is a growing private dental healthcare group in Asia. The Group operates the largest network of dental outlets in Singapore and is building its presence in the People’s Republic of China (“PRC”) and Malaysia.

Founded in 1996, Q & M Dental Group has built an established brand through its reputation as a reliable provider of quality dental healthcare services. In Singapore, the Group has 51 dental clinics strategically located island-wide, four dental centres and one mobile dental clinic. It also owns two dental supplies and equipment distribution companies. The Group has a team of about 170 experienced dentists, supported by about 300 clinic support staff, to provide quality service to its patient pool of more than 450,000 island-wide.

Q & M Dental Group is presently executing plans to expand its presence in the overseas markets. To-date, the Group has invested in two dental healthcare groups in the PRC that operate a total of seven dental clinics, one dental centre and a mobile dental clinic in Beijing and Nanjing cities. It operates one clinic in Shanghai. It also has a 70% stake in a dental practice in Johor Bahru, Malaysia which operates 3 clinics.

The Group was listed on the Main Board of the SGX-ST on 26 November 2009. For further information on Q & M Dental Group, please visit the Group’s website at www.QandMDental.com.sg

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