



**Q & M DENTAL GROUP (SINGAPORE) LIMITED**

(Company Registration Number 200800507R)

(Incorporated in the Republic of Singapore)

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**PROPOSED ACQUISITION OF 60% STAKE IN THE DENTAL GROUP  
KNOWN AS AOXIN STOMATOLOGY GROUP**

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1. The Board of Directors of Q & M Dental Group (Singapore) Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to refer to its announcement made on 13 November 2013 wherein it was stated that its wholly owned subsidiary, Q & M Dental Holdings (China) Pte. Ltd. (“**Q&M China**”) together with its wholly owned subsidiary in Shanghai, PRC, known as Shanghai Q&M Investment and Management & Consulting Co Ltd (“**Shanghai Q&M**”) have executed with Dr Shao and Health Field Enterprise Ltd, (“**Health Field**”) a company incorporated in the British Virgin Islands, a binding Master Agreement (“**Master Agreement**”) setting out the key terms and conditions for the proposed acquisition and the ancillary documents to be executed by all parties.
2. Parties have amended the terms of the Master Agreement by way of Supplemental Agreement on 3 December 2013, inter alia, whereby it is agreed that the purchase consideration for the proposed acquisition shall be by way of Company’s shares and cash.
3. Further to the Master Agreement and Supplemental agreement, parties have executed the following documents on 3 December 2013:-
  - a. Sale and Purchase Agreement for purchase of shares in Health Field Enterprises Pte Ltd;
  - b. Shareholder’s Agreement for Health Field Enterprises Pte Ltd;
  - c. Loan Agreement;
  - d. Share Charge Agreement;
  - e. Trade Mark Licence Agreement; and
  - f. Letter of Undertakings.
4. Pursuant to the Sale and Purchase Agreement, the Company shall allot Q&M shares for RMB 10 million of the purchase consideration payable. The number of shares to be issued shall be determined on the average weighted price of Company’s shares of the preceding one month before the date of completion. The Company’s shares will be subject to a 2 year sale moratorium starting from the date of allotment. Further to the Sale and Purchase Agreement, Q&M China shall own 60% of Health Field Enterprises Pte Ltd, which then be deemed as a subsidiary of the Company.
5. The Proposed Acquisition is still subject to parties obtaining the relevant regulatory approvals, licences, stock exchange and shareholder’s approval and further due diligence by Q&M China.
6. The Company is seeking a waiver of the requirement to convene an extraordinary general meeting to obtain shareholders’ approval. If such waiver is not granted, a circular setting out further information and details of the Proposed Acquisition, together with a notice of the extraordinary general meeting to be convened will be despatched by the Company to its shareholders in due course after the execution of the ancillary documents.

7. No person is proposed to be appointed as a director of the Company in connection with the Proposed Acquisition. Accordingly, no service contract is proposed to be entered into between the Company and any such person.
8. None of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Acquisition. As at the Announcement Date, none of the Directors or controlling shareholders of the Company holds any shares in the Business or Aoxin Dental Group, directly or indirectly.
9. Copies of the agreements stated in paragraph 3 above 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.
10. The Company will make further announcements of material information at the appropriate junctures.

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

Dr. Ng Chin Siau  
Group Chief Executive Officer  
3 December 2013

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**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 52 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 180 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 two clinics in Shanghai. It also has operates 8 clinics in Malaysia and a dental equipment distribution company.

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](http://www.QandMDental.com.sg)

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For more information please contact:

**Chief Financial Officer**

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