



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

PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE –

RECEIPT OF IRREVOCABLE UNDERTAKING FROM HERITAS HELIOS INVESTMENTS PTE. LTD.

1. INTRODUCTION

- 1.1 The Board of Directors (“**Board**”) of Q & M Dental Group (Singapore) Limited (the “**Company**”), refers to its announcement dated 30 June 2014 in connection with the proposed renounceable non-underwritten rights issue of up to 140,481,405 new ordinary shares in the capital of the Company (the “**Rights Issue Announcement**”).
- 1.2 Unless otherwise defined, all capitalised terms used in this Announcement shall bear the same meanings given to them in the Rights Issue Announcement.

2. IRREVOCABLE UNDERTAKING FROM HERITAS HELIOS INVESTMENTS PTE. LTD.

- 2.1 Further to the Rights Issue Announcement, the Board wishes to announce that it has today received an irrevocable undertaking dated 11 July 2014 (“**HHI Irrevocable Undertaking**”) from Heritas Helios Investments Pte. Ltd. (“**HHI**”). The details of the HHI Irrevocable Undertaking are set out below.
- 2.2 HHI, who has a direct/indirect interest in 60,545,300 Shares, representing approximately 10% of the Existing Share Capital as at the date of this Announcement, has given an irrevocable undertaking in favour of the Company that it will subscribe and pay for, and/or procure the subscription and payment for, its *pro rata* entitlement of 12,109,060¹ Rights Shares under the Rights Issue. In the event that the Shareholders’ approval for the issuance of the Call Option Shares is obtained and any of the Call Option Shares are issued prior to the Books Closure Date, up to 12,600,000 Rights Shares arising from the Call Option Shares shall form part of its undertaking. In the event that all the Call Option Shares are issued on or prior to the Books Closure Date, HHI’s *pro rata* entitlement would be increased to 24,709,060 Rights Shares.
- 2.3 In addition to the above, HHI has also undertaken, *inter alia*, to ensure that none of the Shares in which it currently has an interest (directly or indirectly), are sold, transferred or otherwise disposed of during the period commencing from the date of the HHI Irrevocable Undertaking until the issue and listing on the SGX-ST of the Rights Shares.
- 2.4 The HHI Irrevocable Undertaking is subject and conditional upon:
- (a) the approval in-principle granted by the SGX-ST for the dealing, listing and quotation, of the Rights Shares on the Main Board of the SGX-ST having been obtained (and such approval not having been withdrawn or revoked on or prior to the closing date of the

¹ Assuming none of the Call Option Shares are issued.

offer of the Rights Shares under the Rights Issue), and if such approval is granted subject to conditions, such conditions being acceptable to and fulfilled by the Company; and

- (b) the lodgement of the Offer Information Statement, together with all other necessary accompanying documents, in connection with the Rights Issue with the MAS.

2.5 In view of the HHI Irrevocable Undertaking, the Dr. Ng Chin Siau's undertaking to subscribe for up to 61,510,465 Excess Rights Shares will be reduced to up to 36,801,405 Excess Rights Shares.

BY ORDER OF THE BOARD
Q & M DENTAL GROUP (SINGAPORE) LIMITED

Dr. Ng Chin Siau
Group Chief Executive Officer
14 July 2014