



Q & M DENTAL GROUP (SINGAPORE) LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 200800507R)

GRANT OF CALL OPTION TO HERITAS HELIOS INVESTMENTS PTE. LTD. – RECEIPT OF APPROVAL-IN-PRINCIPLE FROM SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

1. INTRODUCTION

The Board of Directors (the **“Board”**) of Q & M Dental Group (Singapore) Limited (the **“Company”**) refers to the following announcements of the Company:

- (a) the announcement dated 26 May 2014 in relation to, amongst other things, the grant of a call option (the **“Call Option”**) to Heritas Helios Investments Pte. Ltd. (**“HHI”**) to subscribe for up to 63,000,000 new ordinary shares in the capital of the Company pursuant to a call option agreement dated 24 May 2014 (the **“Call Option Agreement”**); and
- (b) the announcement dated 22 September 2014 in relation to entry into a supplemental agreement to the Call Option Agreement with HHI,

(collectively the **“Previous Announcements”**).

Unless otherwise defined herein, capitalised terms in this Announcement shall have the meaning given to them in the Previous Announcements.

2. RECEIPT OF APPROVAL-IN-PRINCIPLE

2.1 The Board is pleased to announce that approval-in-principle (the **“AIP”**) has been obtained from the SGX-ST on 28 October 2014 in respect of the dealing in, listing of and quotation for up to 63,000,000 Call Option Shares on the Official List of the SGX-ST.

2.2 The AIP granted by the SGX-ST is subject to the following conditions:

- (a) compliance with SGX-ST’s listing requirements;
- (b) approval of the Shareholder’s being obtained for the Call Option;

- (c) announcement of the conditions under which the price or the number of the Call Option Shares may be adjusted;
- (d) a written undertaking from the Company that it will comply with Rule 704(30) and Rule 1207(20) of the SGX-ST's listing manual (the "**Listing Manual**") in relation to the use of proceeds from the exercise of the Call Option and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company's announcement on use of proceeds and in the annual report;
- (e) a written confirmation from the Company that it will comply with Rule 803 of the Listing Manual;
- (f) a written confirmation from the Company that the terms of the Call Option comply with Rule 829(1) of the Listing Manual; and
- (g) a written undertaking from the Company to announce any adjustment made pursuant to Rule 829(1) of the Listing Manual.

2.3 The AIP granted by the SGX-ST is not to be taken as an indication of the merits of the Call Option, the Call Option Shares, the Company and/or its subsidiaries.

3. EGM

A circular (the "**Circular**") setting out further details of the Call Option (including the conditions under which the price or the number of the Call Option Shares may be adjusted) together with a notice convening the extraordinary general meeting to seek Shareholders' approval for the Call Option will be despatched to Shareholders in due course. The Company will make a separate announcement when the Circular is despatched.

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

Dr. Ng Chin Siau
Group Chief Executive Officer
28 October 2014