



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

RECEIPT OF APPROVAL-IN-PRINCIPLE FROM SINGAPORE EXCHANGE SECURITIES TRADING LIMITED FOR THE ADMISSION OF 8,615,847 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY TO BE ISSUED IN CONNECTION WITH THE ACQUISITION OF THE AOXIN STOMATOLOGY GROUP

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Q & M Dental Group (Singapore) Limited (the “**Company**”) refers to its announcements made on 30 July 2013, 13 November 2013, 3 December 2013, 12 February 2014 and 7 July 2014 (collectively the “**Previous Announcements**”) in respect of the acquisition of 60% stake in Aoxin Stomatology Group in Shenyang, China.

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

2. RECEIPT OF APPROVAL-IN-PRINCIPLE

2.1 Further to the Previous Announcements, the Board is pleased to announce that approval-in-principle (the “**AIP**”) has been obtained from the SGX-ST on 3 November 2014 in respect of the dealing in, listing of and quotation for 8,615,847 new ordinary shares (“**Consideration 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 the SGX-ST’s listing requirements;
- (b) submission of a written confirmation from the Company that it will comply with Rule 803 of the Listing Manual; and
- (c) announcement by the Company of the following:
 - (i) information on the profit guarantee given by Dr Shao as required under Listing Rule 1013(1); and
 - (ii) the average volume weighted price of the Company’s shares that was used by the Company to determine the number of Consideration Shares to be issued and the resultant number of Consideration Shares.

- 2.3 The AIP granted by the SGX-ST is not to be taken as an indication of the merits of the Acquisition, the Consideration Shares, the Company and/or its subsidiaries.
- 2.4 The Company will make the announcement as required under paragraph 2.2(c) above, in due course.

3. UPDATE ON ACQUISITION OF AOXIN STOMATOLOGY GROUP

- 3.1 Further to the Company's announcement on 7 July 2014, the Board also wishes to announce that the Company has further paid RMB 8 million in cash to Health Field Enterprises Ltd ("HFE") out of the RMB 46 million which was withheld by the Company (RMB 26 million in cash and RMB 20 million worth of the Consideration Shares).
- 3.2 The Company's subsidiary, Q & M Dental (Shenyang) Pte Ltd ("QMS"), has allotted 99,990 new ordinary shares (59,994 shares to Q & M Dental Holdings (China) Pte Ltd ("QDHC") and 39,996 shares to HFE) pursuant to the capitalisation of a loan of RMB 30 million from QDHC to QMS. QDHC now holds 60,000 shares in QMS and its shareholding percentage remains at 60% of QMS's total share capital. QDHC is a wholly owned subsidiary of the Company.

BY ORDER OF THE BOARD

Q & M DENTAL GROUP (SINGAPORE) LIMITED

Dr. Ng Chin Siau
Group Chief Executive Officer
3 November 2014