

# Q & M DENTAL GROUP (SINGAPORE) LIMITED

(Registration No. : 200800507R)

(Incorporated in the Republic of Singapore)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of the members of Q & M Dental Group (Singapore) Limited (the “Company”) will be held on 21 November 2014 at 180 Kitchener Road, #B1-13/15 City Square Mall, Singapore 208539 at 4.30 p.m. for the purpose of considering and, if thought fit, passing (with or without any modifications), the following resolution:

### **ORDINARY RESOLUTION**

#### **THE CALL OPTION**

It is RESOLVED that approval be and is hereby given to the Company for the following actions:

That:

- (a) approval be and is hereby given for the transactions contemplated under the call option agreement dated 24 May 2014 entered into between the Company and Heritas Helios Investments Pte. Ltd. (“HHI”), as amended by the supplemental agreement dated 22 September 2014 (the “**Call Option Agreement**”), and without prejudice to the generality of the foregoing, authority be and is hereby given, for the purpose of Section 161 of the Companies Act (Cap. 50) of Singapore and Rules 803 and 812 of the Listing Manual of the Singapore Exchange Securities Trading Limited, for the Company to allot and issue to HHI up to 63,000,000 new ordinary shares in the capital of the Company (the “**Call Option Shares**”) upon the exercise of the call option by HHI, in accordance with the terms and conditions of the Call Option Agreement; and
- (b) any of the directors of the Company be and is hereby authorised to complete and to do all acts and things as he may consider desirable, necessary or expedient to give effect to the matters referred to in paragraph (a) above (including any amendment to the Call Option Agreement, execution of any other agreements or documents or procurement of third party consents) as he shall think fit and in the interests of the Company.

By Order of the Board

Dr Ng Chin Siau

Group Chief Executive Officer

6 November 2014

#### **Notes:**

- (1) A Shareholder entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote in his/her stead. A Shareholder which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a Shareholder.
- (2) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 81 Science Park Drive, #02-04, The Chadwick, Singapore Science Park I, Singapore 118257 not later than 48 hours before the time appointed for the holding of the EGM.
- (3) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (4) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

#### **Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.