



Q & M DENTAL GROUP (SINGAPORE) LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 200800507R)

PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 142,370,582 NEW ORDINARY SHARES (THE "RIGHTS SHARES") IN THE CAPITAL OF Q&M DENTAL GROUP (SINGAPORE) LIMITED (THE "COMPANY") AT AN ISSUE PRICE OF S\$0.10 FOR EACH RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FIVE (5) EXISTING SHARES IN THE CAPITAL OF THE COMPANY HELD BY SHAREHOLDERS OF THE COMPANY AS AT THE BOOKS CLOSURE DATE, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (THE "RIGHTS ISSUE") -

LODGMET AND DESPATCH OF OFFER INFORMATION STATEMENT

Unless otherwise defined, all capitalised terms and references used in this announcement shall have the same meaning ascribed to them in the Offer Information Statement (as defined below).

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 in respect of the Rights Issue:

- (a) the announcement dated 30 June 2014 in relation to the proposed Rights Issue;
- (b) the announcement dated 14 July 2014 in relation to the receipt by the Company of an irrevocable undertaking dated 11 July 2014 from Heritas Helios Investments Pte. Ltd.;
- (c) the announcement dated 29 September 2014 in relation to the update on the number of Rights Shares (the "**Announcement of Revised Number of Rights Shares**");
- (d) the announcement dated 23 October 2014 in relation to, amongst others, the receipt of approval-in-principle from the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the Rights Shares; and
- (e) the announcement dated 29 October 2014 on the books closure date,

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

2. LODGMENT OF OFFER INFORMATION STATEMENT

- 2.1 Further to the Previous Announcements, the Board wishes to announce that the offer information statement dated 19 November 2014 relating to the Rights Issue (the “**Offer Information Statement**”) has today been lodged with the Monetary Authority of Singapore (“**MAS**”) today.
- 2.2 A copy of the Offer Information Statement is attached hereto and can be found on the MAS’s OPERA website at <http://masnet.mas.gov.sg/opera/sdrprosp.nsf>.
- 2.3 This announcement is qualified in its entirety by, and should be read in conjunction with, the full text of the Offer Information Statement lodged with the MAS.

3. DESPATCH OF OFFER INFORMATION STATEMENT

The Offer Information Statement (together with the Application Form for Rights Shares and Excess Rights Shares (the “**ARE**”) or the Provisional Allotment Letter (the “**PAL**”), as the case may be) will on or around 20 November 2014 be despatched to Entitled Shareholders.

4. ACCEPTANCES OF PROVISIONAL ALLOTMENTS OF RIGHTS SHARES AND APPLICATIONS FOR EXCESS RIGHTS SHARES

- 4.1 Acceptances of provisional allotments of Rights Shares and (if applicable) applications for Excess Rights Shares under the Rights Issue may only be made:
- (i) on the ARE and/or by way of an Electronic Application through an automated teller machine of a Participating Bank (in the case of Entitled Depositors); and/or
 - (ii) on the PAL (in the case of Entitled Scripholders).

More information on the procedures for acceptance, payment and excess application by Entitled Shareholders may be found in the Offer Information Statement, the ARE and the PAL.

The trading period for the provisional allotments of Rights Shares (or “nil-paid” rights) on the SGX-ST will commence from **9.00 a.m.** on **20 November 2014** and will end at **5.00 p.m.** on **28 November 2014**. Entitled Depositors who sell their “nil-paid” rights during this period need not forward the ARE to the purchasers of the provisional allotments of Rights Shares (the “**Purchasers**”) as arrangements will be made by CDP for a separate Application Form for Rights Shares (the “**ARS**”) to be issued to the Purchasers. Purchasers should note that CDP

will, on behalf of the Company, send the ARS accompanied by the Offer Information Statement, by ordinary post at the Purchasers' own risk, to their respective Singapore addresses as recorded with CDP.

The Offer Information Statement and its accompanying documents will not be despatched to Foreign Purchasers. Subject to applicable laws, Foreign Purchasers who wish to accept any provisional allotments of Rights Shares credited by CDP to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore. The Company further reserves the right to reject any acceptances of the Rights Shares and/or any application for Excess Rights Shares where it believes, or has reason to believe, that such acceptance or application may violate the applicable legislation of any jurisdiction.

5. COLLECTION OF THE OFFER INFORMATION STATEMENT

Entitled Shareholders who do not receive the Offer Information Statement and all its accompanying documents may obtain copies of the documents from CDP or the Company's Share Registrar, as the case may be, at their respective addresses as follows:

The Central Depository (Pte) Limited

9 North Buona Vista Drive
#1-19/20 the Metropolis
Singapore 138588

**Tricor Barbinder Share Registration Services
(a division of Tricor Singapore Pte Ltd)**

80 Robinson Road, #02-00
Singapore 068898

Purchasers who do not receive the ARS and the Offer Information Statement may also obtain copies of the same from CDP (at the address stated above).

6. EXPECTED TIMETABLE OF KEY EVENTS

The important dates and times for the Rights Issue are as follows:

<u>Events</u>	<u>Date</u>
Books Closure Date	: 17 November 2014 at 5.00 p.m.
Lodgment of the Offer Information Statement with MAS	: 19 November 2014
Despatch of the Offer Information Statement, AREs and PALs (as the case may be) to Entitled Shareholders	: 20 November 2014

Commencement of trading of “nil-paid” rights	:	20 November 2014 at 9.00 a.m.
Last date and time for splitting and trading of “nil-paid” rights	:	28 November 2014 at 5.00 p.m.
Last date and time for acceptance and payment for Rights Shares	:	4 December 2014 at 5.00 p.m. (9.30 p.m. for Electronic Applications)
Last date and time for renunciation of and payment for Rights Shares by renounees	:	4 December 2014 at 5.00 p.m. (9.30 p.m. for Electronic Applications)
Last date and time for application and payment for Excess Rights Shares	:	4 December 2014 at 5.00 p.m. (9.30 p.m. for Electronic Applications)
Expected date for issuance of Rights Shares	:	11 December 2014
Expected date for crediting of Rights Shares	:	12 December 2014
Expected date for refund of unsuccessful or invalid applications (if made through CDP)	:	12 December 2014
Expected date and time for the listing and commencement of trading of Rights Shares	:	12 December 2014 from 9.00 a.m.

The above timetable is indicative only and is subject to change. As at the date of this announcement, the Company does not expect the above timetable to be modified. However, the Company may, with the approval of the SGX-ST (if required), modify the above timetable subject to any limitation under any applicable law. In such an event, the Company will publicly announce the same through an SGXNET announcement to be posted on the SGX-ST’s website at <http://www.sgx.com>.

7. UPDATE ON THE NUMBER OF RIGHTS SHARES

In the Announcement of Revised Number of Rights Shares, there were two scenarios in respect of the number of Rights Shares, namely, the “Maximum Subscription Scenario” and the “Minimum Subscription Scenario”, provided as below:

Maximum Subscription Scenario

Based on the share capital of the Company as at the date of the Announcement of Revised Number of Rights Shares of 621,146,157 Shares and assuming that:

- (a) on or prior to the Book Closure Date:
 - (i) all the Loan Conversion Shares are issued;
 - (ii) Shareholders' approval for the issuance of the Call Option Shares is obtained and all the Call Option Shares are issued; and
 - (iii) all the Aoxin Consideration Shares are issued; and
- (b) all the Entitled Shareholders subscribe in full for their *pro rata* Rights Shares,

(collectively referred to as the "**Maximum Subscription Scenario**"), the Company will issue 142,370,582 Rights Shares under the Rights Issue.

Minimum Subscription Scenario

Based on the share capital of the Company as at the date of the Announcement of Revised Number of Rights Shares of 621,146,157 Shares and assuming that (a) none of the Loan Conversion Shares, the Call Option Shares and the Aoxin Consideration Shares are issued on or prior to the Books Closure Date; and (b) only the Undertaking Shareholders subscribe for the Rights Shares and the Excess Rights Shares pursuant to the Irrevocable Undertakings (the "**Minimum Subscription Scenario**"), the Company will issue 124,229,229 Rights Shares under the Rights Issue.

Update

The Company had on 21 October 2014 and 7 November 2014 announced the issuance and allotment of the Loan Conversion Shares and the Aoxin Consideration Shares, respectively. In addition, the Company had on 5 November 2014 announced that the extraordinary general meeting to obtain Shareholders' approval for the issuance of the Call Option Shares will be convened on 21 November 2014, which is after the Books Closure Date. **In view of these developments, there is now greater certainty as to the number of Rights Shares to be issued by the Company and the "Maximum Subscription Scenario" and the "Minimum Subscription Scenario" concepts are no longer relevant.**

Based on the Existing Share Capital (which is after taking into consideration the issuance and allotment of the Loan Conversion Shares and the Aoxin Consideration Shares), the Company will issue up to 129,770,582 Rights Shares under the Rights Issue. The Rights Issue will raise approximately S\$12.98 million and the net proceeds of the Rights Issue, after deducting estimated expenses of approximately S\$0.25 million, will amount to approximately S\$12.73 million.

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

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