



Q & M DENTAL GROUP (SINGAPORE) LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 200800507R)

RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE (THE “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 – RESULTS OF THE RIGHTS ISSUE

Unless otherwise defined herein, terms and capitalized words used herein shall bear the same meanings as ascribed to them in the Company’s Offer Information Statement dated 19 November 2014 in respect of the Rights Issue.

1. RESULTS OF THE RIGHTS ISSUE

Level of Subscription

The board of directors (“**Board**”) of the Company wishes to announce that the Rights Issue has been over-subscribed as at the close of the Rights Issue on 4 December 2014 (the “**Closing Date**”). Based on the total issued share capital of the Company of S\$55,866,871 comprising 648,852,913 Shares as at 5.00 p.m. (Singapore time) on the Books Closure Date, 129,770,582 Rights Shares were available for subscription under the Rights Issue and, as at the close of the Rights Issue on the Closing Date, valid acceptance and excess applications were received for a total of 345,289,844 Rights Shares, representing approximately 266% of the total number of Rights Shares available under the Rights Issue.

Details of the valid acceptances and excess applications received for the Rights Shares are as follows:

- (a) valid acceptances were received for a total of 127,977,092 Rights Shares, representing approximately 98.62% of the total number of Rights Shares available under the Rights Issue. This includes acceptances by the Undertaking Shareholders for an aggregate of 78,970,939 Rights Shares pursuant to the Irrevocable Undertakings; and

- (b) excess applications were received for a total of 217,312,752 Rights Shares, representing approximately 167.46% of the total number of Rights Shares available under the Rights Issue ("**Excess Applications**").

Allocation of Rights Shares for Excess Applications

A total of 1,793,490 Rights Shares ("**Excess Rights Shares**") which were not validly taken up will be allotted to satisfy the Excess Applications. In the allotment of the Excess Rights Shares, preference will be given to the rounding of odd lots, and the Directors and Substantial Shareholders of the Company who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board will rank last in priority for the rounding of odd lots and the allotment of the Excess Rights Shares.

2. ALLOTMENT OF RIGHTS SHARES

In the case of Entitled Depositors, Entitled Scripholders and their renounees (who have furnished valid Securities Account numbers in the PAL) with valid acceptances of Rights Shares and/or (if applicable) successful applications for Excess Rights Shares, the physical share certificates representing such number of Rights Shares will be despatched to CDP within ten (10) Market Days after the Closing Date and CDP will thereafter credit such number of Rights Shares to their relevant Securities Accounts. CDP will then send the relevant subscribers, by ordinary post and at their own risk, a notification letter stating the number of Rights Shares that have been credited to their respective Securities Accounts.

Entitled Scripholders and their renounees who failed to fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or who had provided incorrect or invalid Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or whose particulars provided in the forms comprised in the PAL differ from those particulars in the Securities Accounts currently maintained with CDP will be issued physical share certificates for the Rights Shares allotted to them in their own names and, if applicable, the Excess Rights Shares allotted to them. Such physical share certificates, if issued, will be forwarded to them by ordinary post at their own risk but will not be valid for delivery pursuant to trades done on the SGX-ST under the book entry (scripless) settlement system, although they will continue to be *prima facie* evidence of legal title. These physical share certificates will be sent by ordinary post, at their own risk, to their mailing addresses in Singapore as maintained with the Share Registrar within ten (10) Market Days after the Closing Date.

3. REFUND FOR INVALID OR UNSUCCESSFUL ACCEPTANCES AND EXCESS APPLICATIONS

Where any acceptance for Rights Shares and/or Excess Applications is invalid or unsuccessful, in full or in part, the amount paid on acceptance and/or application or the surplus application monies, as the case may be, will be returned or refunded to such applicants without interest or

any share of revenue or other benefit arising therefrom within fourteen (14) days after the Closing Date:

- (a) where the acceptances and/or applications had been made by way of an Electronic Application, by crediting the relevant applicant's bank account with the relevant Participating Bank at the applicant's own risk, the receipt by such bank being a good discharge to the Company, the Financial Adviser and CDP of their obligations, if any;
- (b) where acceptances and/or applications had been made through CDP, by means of a crossed cheque in Singapore currency drawn on a bank in Singapore and sent by ordinary post at the relevant applicant's own risk to the applicant's mailing address in Singapore as maintained with CDP or the Company, or in such other manner as they may have agreed with CDP for payment of any cash distributions; and/or
- (c) where the acceptances and/or applications had been made through the Share Registrar, by means of a crossed cheque in Singapore currency drawn on a bank in Singapore and sent by ordinary post at the applicant's own risk to the applicant's mailing address in Singapore as maintained with the Share Registrar.

4. DISTRIBUTION OF NET SALE PROCEEDS OF "NIL-PAID" RIGHTS TO FOREIGN SHAREHOLDERS

A total of 117,605 Rights Shares which would otherwise have been provisionally allotted to Foreign Shareholders were sold "nil-paid" on the SGX-ST during the provisional allotments trading period. The net proceeds from all such sales, after deduction of all expenses therefrom, will be pooled and thereafter distributed among Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares standing to the credit of their respective Securities Accounts as at the Books Closure Date and sent to them at their own risk by means of a crossed cheque drawn on a bank in Singapore via ordinary post to their mailing addresses as maintained with CDP or the Company, or in such manner as they may have agreed with CDP for the payment of any cash distributions. If the amount of net proceeds to be distributed to any single Foreign Shareholder is less than S\$10.00, such net proceeds will be retained or dealt with as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Financial Adviser, CDP, the CPF Board or the Share Registrar in connection therewith.

5. ISSUE AND LISTING OF THE RIGHTS SHARES

The Company has today allotted and issued 129,770,582 Rights Shares pursuant to the Rights Issue.

The Rights Shares rank *pari passu* in all respects with the existing shares of the Company, save for any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of issue of the Rights Shares.

The Company further expects that the Rights Shares will be listed and quoted on the Mainboard of the SGX-ST with effect from 9.00 a.m. on or about 12 December 2014.

Pursuant to the above allotment and issuance of Rights Shares, the number of issued and paid-up shares in the capital of the Company is 778,623,495

6. TRADING OF ODD LOTS OF THE RIGHTS SHARES

Shareholders should note that most counters on the SGX-ST trade in lots sizes of 1,000 shares. Following the Rights Issue, Shareholders who hold odd lots of the Rights Shares (i.e. less than 1,000 Shares) and who wish to trade in odd lots on the SGX-ST should note that they are able to do so on the Unit Share Market of the SGX-ST. The market for trading of such odd lots of Shares may be illiquid.

The Company wishes to take this opportunity to thank Shareholders for their support towards the successful completion of the Rights Issue.

By order of the Board

Q & M DENTAL GROUP (SINGAPORE) LIMITED

Dr. Ng Chin Siau

Group Chief Executive Officer

10 December 2014