

Q & M DENTAL GROUP (SINGAPORE) LIMITED

(Registration No. : 200800507R)
(Incorporated in the Republic of Singapore)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Parkroyal on Kitchener Road, 181 Kitchener Road, Singapore 208533, Emerald Ballroom 2 on Tuesday, 28 April 2015 at 2.00 pm to transact the following business:

ORDINARY BUSINESS

- To receive and adopt the Directors' Report and Financial Statements of the Company for the financial year ended 31 December 2014 together with the Auditor's Report thereon. **(Resolution 1)**
- To declare a final tax exempt (1-tier) dividend of 0.32 cents per share for the financial year ended 31 December 2014. **(Resolution 2)**
- To approve the Directors' fees of \$252,000/- for the financial year ended 31 December 2014 [2013: \$234,000/-]. **(Resolution 3)**
- To re-elect Narayanan Sreenivasan, retiring pursuant to Article 104 of the Company's Articles of Association. **(Resolution 4)**
(See Explanatory Note 1)
- To re-elect Dr Ng Jet Wei, retiring pursuant to Article 104 of the Company's Articles of Association. **(Resolution 5)**
(See Explanatory Note 1)
- To re-appoint Messrs RSM Chio Lim LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

- Authority to allot and issue shares** **(Resolution 7)**

(a) That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**Act**") and the Listing Rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), approval be and is hereby given to the Directors of the Company (the "**Directors**") at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

 - issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
 - make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued or warrants, debentures or other instruments for purchase shares including but not limited to the creation and issue of ordinary shares, debentures or other instruments convertible into shares; and
 - issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and

(b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that:

 - the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued shares excluding treasury shares of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares of the Company. Unless prior shareholders' approval is required under the Listing Rules, an issue of treasury shares will not require further shareholders' approval and will not be included in the aforementioned limits.

For the purpose of this resolution, the total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for:-

 - new shares arising from the conversion or exercise of convertible securities; or
 - new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Rules of the SGX-ST; and
 - any subsequent bonus issue, consolidation or subdivision of the Company's shares, and

(ii) such authority shall, unless revoked or varied by the Company at a General Meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. **(See Explanatory Note 2)**
- Proposed Renewal of the Share Buy-Back Mandate** **(Resolution 8)**

That:

 - for the purposes of Section 76C and 76E of the Act and such other laws and regulations as may for the time being be applicable, the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company ("**Shares**") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - on-market purchases (each an "**On-Market Purchase**") on the SGX-ST; and/or
 - off-market purchases (each an "**Off-Market Purchase**") (if affected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act and the Listing Rules of the SGX-ST,

(the "**Share Buy-Back Mandate**");

 - any Shares that are purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Act;
 - unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
 - the date on which the next annual general meeting of the Company is held or required by law to be held;
 - the date on which the share buy-backs are carried out to the full extent mandated; or
 - the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked;

(d) in this Resolution:

"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the date of making the On-Market Share Purchase or, as the case may be, the day of the making of an offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days;

"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from the shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Purchase;

"Market Day" means a day on which the SGX-ST is open for trading in securities;

"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

 - in the case of an On-Market Share Purchase: 105% of the Average Closing Price; or
 - in the case of an Off-Market Share Purchase: 120% of the Average Closing Price;

in either case, excluding related expenses of the purchase or acquisition of shares by the Company pursuant to the Share Buy-Back Mandate;

"Prescribed Limit" means 10% of the total number of Shares as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount the issued ordinary share capital of the company as altered (excluding any treasury shares that may be held by the Company from time to time);

"Relevant Period" means the period commencing from the date on which the last annual general meeting of the Company was held and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and

 - the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing such documents as may be required) as they may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution. **(See Explanatory Note 3)**
- Proposed Sale of the Property Known As Block 130 Jurong Gateway Road, #01-213, #01-215 and #01-217, (Resolution 9) Singapore 600130**

That:

 - approval be and is hereby given for the proposed sale by Q & M Dental Centre Pte. Ltd. ("**QMDC**"), a wholly-owned subsidiary of the Company to the Property known as Block 130 Jurong Gateway Road, #01-213, #01-215 and #01-217, Singapore 600130 (the "**Property**") to Alplus Holdings Pte. Ltd. and/or Nominee (the "**Purchaser**"), on the terms and conditions of the conditional option to purchase granted by QMDC to the Purchaser on 7 January 2015 (the "**Proposed Sale**"); and
 - any director of the Company be and is hereby authorised to complete and to do all acts and things as he may consider necessary, desirable or expedient to give effect to the Proposed Sale, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required) as he shall think fit and in the interests of the Company. **(See Explanatory Note 4)**

OTHER BUSINESS

- To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

ON BEHALF OF THE BOARD

Ng Chin Siau
Group Chief Executive Officer
10 April 2015

Explanatory Notes:

- The Ordinary Resolution 4 and 5 are to re-elect the retiring Directors pursuant to Article 104 of the Company's Articles of Association:-
 - Narayanan Sreenivasan will, upon re-election as a Director of the Company, remain as the Independent Chairman of the Board and a member of Audit, Nominating and Remuneration Committees.
 - Dr Ng Jet Wei will, upon re-election as a Director of the Company, remain as the Deputy Chief Executive Officer.
- The Ordinary Resolution 7, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the issued share capital of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- The Ordinary Resolution 8, if passed, will renew the Share Buy-Back Mandate authorising the Directors of the Company to buy back shares of the Company by way of on-market purchase(s) and/or off-market purchase(s) according to the rules and regulations prescribed by the Companies Act and the Listing Rules of the SGX-ST. Further details are set out in the attached circular to shareholders dated 10 April 2015 in relation to the Proposed Renewal of the Share Buy-Back Mandate.
- The Ordinary Resolution 9, if passed, will authorise the Proposed Sale of the Property by the Company to the Purchaser. Further details are set out in the attached circular to shareholders dated 10 April 2015 in relation to the Proposed Sale of the Property known as Block 130 Jurong Gateway Road, #01-213, #01-215 and #01-217, Singapore 600130.

Notes:

- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies in his/her stead. A proxy need not be a member of the Company.
- Where a member appoints more than one proxy, the appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies.
- If the member is a corporation, the instrument appointing the proxy must be given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.
- The instrument appointing a proxy, duly executed, must be deposited at the registered office of the Company at 81 Science Park Drive, #02-04, The Chadwick, Singapore Science Park I, Singapore 118257 not less than 48 hours before the time appointed for holding the Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

Notice of Books Closure and Dividend Payment Date

The Company had on 27 February 2015 announced that, subject to the approval of shareholders to the Final Tax Exempt (1-tier) Dividend being obtained at the Annual General Meeting to be held on 28 April 2015, the Share Transfer Books and the Register of Members of the Company will be closed on 7 May 2015 for the preparation of dividend warrants for shareholders of ordinary shares registered in the books of the Company. Duly completed and stamped transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services (a business division of Tricor Singapore Pte. Ltd.), 80 Robinson Road #02-00 Singapore 068898, up to 5.00pm on 6 May 2015 will be registered to determine members' entitlements to the proposed Final Tax Exempt (1-tier) Dividend. Members (being depositors) whose securities account with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00pm on 6 May 2015 will be entitled to the payment of the proposed Final Tax Exempt (1-tier) Dividend. Payment of the proposed Final Tax Exempt (1-tier) Dividend, if approved at the Annual General Meeting, will be made on 18 May 2015.