



## Q & M DENTAL GROUP (SINGAPORE) LIMITED

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of the members of Q & M Dental Group (Singapore) Limited (the “**Company**”) will be held on 26 August 2016 at 6:00 p.m. at PARKROYAL on Kitchener Road, 181 Kitchener Road, Singapore 208533, Emerald Ballroom 1 for the purpose of considering and, if thought fit, passing with or without any modifications the following resolutions:

*All capitalised terms in the Notice of EGM shall, unless otherwise defined in this Notice of EGM, bear the respective meanings ascribed thereto in the circular to shareholders dated 11 August 2016.*

#### **AS ORDINARY RESOLUTION 1: THE PROPOSED SPIN-OFF**

That:

- (1) approval be and is hereby given for the proposed spin-off of Qinhuangdao Aidite High Technical Ceramic Co., Ltd (“**Aidite**”), a principal subsidiary of the Company, on the National Equities Exchange and Quotations of the People’s Republic of China (the “**Proposed Spin-off**”), the allotment and issuance of any further shares by Aidite and such other transactions contemplated thereunder;
- (2) approval be and is hereby given for the cessation of Aidite as a principal subsidiary of the Company in connection with the Proposed Spin-off and the Restructuring Exercise, 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 matters referred to herein; and
- (3) 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 matters referred to in paragraphs (1) and (2) above and/or to give effect to this resolution, 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.

#### **AS ORDINARY RESOLUTION 2: THE PROPOSED AIDITE SUBSCRIPTION, WHICH CONSTITUTES AN INTERESTED PERSON TRANSACTION UNDER CHAPTER 9 OF THE LISTING MANUAL**

That:

- (1) approval be and is hereby given for the subscription of 4,794,000 Class A Preference Shares in the capital of Q & M Aidite International Pte. Ltd., a wholly-owned subsidiary of the Company, by the Q & M Professionals Holdco (the “**Proposed Aidite Subscription**”), which constitutes an interested person transaction under Chapter 9 of the Listing Manual and such other transactions contemplated thereunder; and
- (2) 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 matters referred to in paragraph (1) above and/or to give effect to this resolution, 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.

#### **AS ORDINARY RESOLUTION 3: THE PROPOSED SPIN-OFF AND RELEVANT RESTRUCTURING TRANSACTIONS WHICH WHEN AGGREGATED CONSTITUTE A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE LISTING MANUAL**

That:

- (1) the Vendors’ Aidite Subscription, the Employees’ Aidite Subscription, the Proposed Aidite Subscription, the Cancellation Consideration, the Profit Guarantee Discharge and the Loan Capitalisation (the “**Relevant Restructuring Transactions**”), together with the Proposed Spin-off, when aggregated, constitute a major transaction under Chapter 10 of the Listing Manual and such other transactions contemplated thereunder, be and are hereby approved; and
- (2) 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 matters referred to in paragraph (1) above and/or to give effect to this resolution, 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.

By Order of the Board

Dr. Ng Chin Siau  
Group Chief Executive Officer

11 August 2016

#### **Notes:**

- (1) Except for a member who is a relevant intermediary as defined under Section 181(6) of the Act, a member entitled to attend, speak and vote at the EGM may appoint not more than two (2) proxies to attend, speak and vote in his/her stead. Where a member appoints more than one (1) proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form.
- (2) Pursuant to Section 181(1C) of the Act, a member who is a relevant intermediary as defined under Section 181(6) of the Act is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
- (3) A member which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member.
- (4) The instrument appointing a proxy must be duly deposited at the office of the Company’s Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road #11-02, Singapore 068898, not later than forty-eight (48) hours before the time appointed for the holding of the EGM.
- (5) The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
- (6) A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend, speak 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 EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.