



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 Q & M Dental Group (Singapore) Limited (the “Company”) will be held on 31 October 2016 at 6 p.m. at PARKROYAL on Kitchener Road, 181 Kitchener Road, Singapore 208533, Emerald Ballroom 2 for the purpose of considering and, if thought fit, passing with or without any modifications the following ordinary 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 14 October 2016.

AS ORDINARY RESOLUTION 1: THE PROPOSED RESTRUCTURING

That:

- (1) approval be and is hereby given for the Company to carry out and implement the JV Entities Acquisition, the Shenyang Maotai Acquisition, the Shenyang Xin Ao Acquisition, the Q & M Dental (Shenyang) Acquisition and the Q & M China Acquisition;
- (2) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraph of this ordinary resolution or the transactions contemplated by the JV Entities Acquisition, the Shenyang Maotai Acquisition, the Shenyang Xin Ao Acquisition, the Q & M Dental (Shenyang) Acquisition and the Q & M China Acquisition as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group; and
- (3) to the extent that any action in connection with the matters referred to in the above paragraphs of this ordinary resolution or the transactions contemplated by the JV Entities Acquisition, the Shenyang Maotai Acquisition, the Shenyang Xin Ao Acquisition, the Q & M Dental (Shenyang) Acquisition and the Q & M China Acquisition has been performed or otherwise undertaken (whether partially or otherwise), they be and are hereby approved, ratified and confirmed.

AS ORDINARY RESOLUTION 2: THE PROPOSED SPIN-OFF AND THE PROPOSED LISTING

That:

- (1) approval be and is hereby given for the proposed spin-off of the Company’s dentistry and dental specialist services and dental equipment and supplies distribution businesses in the Liaoning, Jilin, Heilongjiang, Inner Mongolia, Hebei, Shandong, Shanxi, Ningxia, Shaanxi, Gansu, Qinghai and Xinjiang Provinces, as well as the Beijing and Tianjin Municipalities, of the People’s Republic of China (the “Proposed Spin-Off”) via the proposed listing of its wholly-owned subsidiary, Q & M Aoxin, on the Catalist Board of the SGX-ST (the “Proposed Listing”);
- (2) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraph of this ordinary resolution or the transactions contemplated by the Proposed Spin-Off and the Proposed Listing as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group; and
- (3) to the extent that any action in connection with the matters referred to in the above paragraphs of this ordinary resolution or the transactions contemplated by the Proposed Spin-Off and the Proposed Listing has been performed or otherwise undertaken (whether partially or otherwise), they be and are hereby approved, ratified and confirmed.

Please note that Ordinary Resolution 1 and Ordinary Resolution 2 are inter-conditional on each other. In other words, if Ordinary Resolution 1 is not passed, Ordinary Resolution 2 will not be passed and vice versa.

By Order of the Board

Dr. Ng Chin Siau
Group Chief Executive Officer

14 October 2016

Notes:

- (1) A Shareholder who is not a relevant intermediary as defined under Section 181(6) of the Companies Act, Cap. 50 (the “Act”) 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. 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) A Shareholder 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 Shareholder.
- (3) Where a Shareholder appoints more than one (1) proxy, the proportion of his/her concerned shareholding to be represented by each proxy shall be specified in the proxy form.
- (4) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the office of the share registrar of the Company, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd), 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 any officer or attorney duly authorised.
- (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 Shareholder of the Company (i) consents to the collection, use and disclosure of the Shareholder’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 Shareholder discloses the personal data of the Shareholder’s proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder 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 Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder’s breach of warranty.