



**Q & M DENTAL GROUP (SINGAPORE) LIMITED**  
(Company Registration No. 200800507R)  
(Incorporated in the Republic of Singapore)

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**PROPOSED SPIN-OFF OF QINHUANGDAO AIDITE HIGH TECHNICAL CERAMIC CO., LTD ON THE NATIONAL EQUITIES EXCHANGE AND QUOTATIONS SYSTEM AND PROPOSED RESTRUCTURING EXERCISE IN CONNECTION WITH THE PROPOSED SPIN-OFF**

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**1. INTRODUCTION**

The board of directors (the “**Board**” or the “**Directors**”) of Q & M Dental Group (Singapore) Limited (the “**Company**”) refers to its circular to shareholders dated 11 August 2016 (the “**Circular**”) and the announcement dated 26 August 2016, 1 August 2016, 1 December 2016, 12 January 2017 and 31 January 2017 in relation to the proposed spin-off (the “**Proposed Spin-off**”) of its China manufacturing business conducted through its indirect subsidiary, Qinhuangdao Aidite High Technical Ceramic Co., Ltd (“**Aidite**” and together with its subsidiaries, the “**Aidite Group**”), via a quotation on the National Equities Exchange and Quotations of the People’s Republic of China, and the restructuring exercise that is undertaken in connection with the Proposed Spin-off (the “**Restructuring Exercise**”).

*Capitalised terms used herein, unless otherwise defined, shall bear the same meanings given to them in the Circular.*

**2. DEED OF NOVATION**

The Board wishes to announce that the Company, Q & M China, Q & M Aidite and the Vendors had on 28 February 2017 entered into a deed of novation, pursuant to which Q & M China wishes to transfer all of its obligation, liabilities and rights under the agreements and contracts entered into with each or some of Q & M Aidite and the Vendors in connection with the Acquisition to the Company (the “**Novation**”). Accordingly, the Company shall be novated, substituted and will replace Q & M China as a party to and in the Master Agreement (as amended, modified and supplemented), and the Master Agreement shall be construed and treated in all respects as if the Company were named therein instead of Q & M China.

The Novation was carried in connection with the proposed spin-off of Q & M China on the Catalist Board of the Singapore Exchange Securities Trading Limited (the “**Proposed Aoxin Spin-off**”). In view of the Proposed Aoxin Spin-off, the Board wishes to ensure that the business of the Aidite Group is kept separate from Q & M China and its subsidiaries. For the avoidance of doubt, the terms and conditions of the Master Agreement remain unchanged, valid and binding as among the Company, Q & M Aidite and the Vendors.

### **3. FURTHER ANNOUNCEMENTS**

Further announcements on the Proposed Aoxin Spin-off, the Proposed Spin-off and the Restructuring Exercise will be made in due course as and when appropriate. In the meantime, shareholders and potential investors in the Company are reminded to exercise caution when dealing in the shares of the Company. Any persons in doubt about any action to be taken are recommended to consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

### **4. RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Announcement constitutes full and true disclosure of all material facts about the Proposed Aoxin Spin-off, the Proposed Spin-off and the Restructuring Exercise, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Announcement misleading. Where information in this Announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Announcement in its proper form and context.

By Order of the Board  
**Q & M Dental Group (Singapore) Limited**

Vitters Sim  
Chief Financial Officer  
3 March 2017

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