



**Q & M DENTAL GROUP (SINGAPORE) LIMITED**

(Company Registration No. 200800507R)

(Incorporated in the Republic of Singapore)

(the “**Company**”)

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**PROPOSED SPIN-OFF OF THE COMPANY’S DENTISTRY AND DENTAL SPECIALIST SERVICES AND DENTAL EQUIPMENT AND SUPPLIES DISTRIBUTION BUSINESSES IN THE NORTHERN REGION OF THE PEOPLE’S REPUBLIC OF CHINA VIA THE PROPOSED LISTING OF ITS WHOLLY-OWNED SUBSIDIARY, AOXIN Q & M DENTAL GROUP LIMITED (FORMERLY KNOWN AS AOXIN Q & M DENTAL GROUP PTE. LTD.), ON THE CATALIST BOARD OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED – LODGEMENT OF PRELIMINARY OFFER DOCUMENT**

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**1. INTRODUCTION**

- 1.1. The board of directors (the “**Board**” or the “**Directors**”) of Q & M Dental Group (Singapore) Limited (the “**Company**”) refers to its announcements dated 10 June 2016, 13 October 2016 and 3 March 2017 in relation to, *inter alia*, the proposed spin-off of the Company’s dentistry and dental specialist services and dental equipment and supplies distribution businesses in the Northern PRC Region (the “**Proposed Spin-off**”) via the proposed listing of its wholly-owned subsidiary, Aoxin Q & M Dental Group Limited on the Catalist Board of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Proposed Listing**”).
- 1.2. On 30 March 2017 Aoxin Q & M Dental Group Pte. Ltd. was converted into a public company limited by shares with the name Aoxin Q & M Dental Group Limited (“**AQMD**” and together with its subsidiaries the “**AQMD Group**”).

**2. LODGEMENT OF THE PRELIMINARY OFFER DOCUMENT**

- 2.1. The Board is pleased to announce that the preliminary offer document (the “**Preliminary Offer Document**”) of AQMD, in connection with the Proposed Listing, has today been lodged with the SGX-ST, acting as agent on behalf of the Monetary Authority of Singapore (“**MAS**”).
- 2.2. A copy of the Preliminary Offer Document is available on the website of the SGX-ST at [www.sgx.com](http://www.sgx.com) and can be accessed through the following path:

**Home > Company Information > Catalodge**

### **3. FURTHER DISCLOSURES**

3.1. In accordance with the applicable regulations, the Company, being a controlling shareholder of AQMD, was required to make certain statutory disclosures in the Preliminary Offer Document. In order to maintain parity of information, the Board now wishes to make the following disclosures contained in the Preliminary Offer Document:

- (a) in August 2013, the Company was issued with a letter from MAS with regard to a breach of Section 137 of the Securities and Futures Act, Cap 289 (the “SFA”) in connection with Company’s failure to make timely disclosure of a change in its deemed interest in the securities of Singapore Medical Group Limited within two (2) business days of such change. MAS reminded the Company of its obligations to comply with section 137 of the SFA and no further regulatory action was taken; and
- (b) the Company was the subject of a complaint made to the SGX-ST in 2016 with regard to internal accounting practices of subsidiaries of the Company. The complaint was made by a Dr. Hong An Liang (“Dr. Hong”), a business partner of the Company’s Malaysian operations. The complaint was made after a subsidiary of the Company, Q & M Dental Group (Malaysia) Sdn. Bhd. (“Q & M Malaysia”) commenced legal proceedings against Dr. Hong and his related parties for various improprieties including but not limited to misappropriation and breaches of trust in connection with its Malaysian operations. Authorised representatives of Q & M Malaysia had also lodged various reports with the Malaysian police against Dr. Hong for theft and criminal breaches of trust. Investigations by the Malaysian police are still ongoing and announcements in connection with the foregoing were made on the SGX-ST on 13 July 2016 and 7 February 2017. Additionally, the audit committee of the Company, at the request of the SGX-ST, conducted an investigation into the above, and concluded that the complaints by Dr. Hong were frivolous and baseless. To date, no further action has been requested by the SGX-ST.

3.2. In addition, the Board was informed by the Directors, Dr. Ng Chin Siau and Dr. Ang Ee Peng Raymond that in February 2017, they were issued private supervisory warning by the MAS with regard to breaches of Section 133 of the SFA in connection with their failure to make timely disclosures of changes in their interest in the securities of the Company within two (2) business days of such change. MAS issued the supervisory warning to them to comply with section 133 of the SFA and other applicable laws and regulations at all times, and there was no further regulatory action in this regard. The above facts in respect of Dr. Ng Chin Siau are also disclosed in the Preliminary Offer Document as part of the required statutory disclosures on the part of Dr. Ng Chin Siau, as an indirect controlling shareholder of AQMD.

### **4. DIRECTORS’ 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 Spin-Off and the Proposed Listing, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which will 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.

## **5. CAUTIONARY STATEMENT**

**The Board wishes to remind the Company's shareholders that there is no assurance or certainty that the Proposed Listing will materialise. The Proposed Listing is subject to applicable regulatory requirements, investor demand and prevailing capital market conditions. The Company will keep shareholders updated on material developments as and when appropriate. Further announcements on the Proposed Listing will be made in due course as and when appropriate.**

**Shareholders and potential investors of the Company are advised to read this announcement and any further announcements by the Company carefully. Shareholders of the Company are advised to refrain from taking any action in respect of their securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. In the event of any doubt, shareholders of the Company should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.**

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

Vitters Sim  
Chief Financial Officer  
31 March 2017