



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

- (1) **QUOTATION OF AIDITE (QINHUANGDAO) TECHNOLOGY CO., LTD. (FORMERLY KNOWN AS QINHUANGDAO AIDITE HIGH TECHNICAL CERAMIC CO., LTD.) ON THE NATIONAL EQUITIES EXCHANGE AND QUOTATIONS SYSTEM**
 - (2) **COMPLETION OF RESTRUCTURING EXERCISE**
 - (3) **SALE AND PURCHASE OF SHARES IN AIDITE (QINHUANGDAO) TECHNOLOGY CO., LTD.**
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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, 31 January 2017 and 3 March 2017 in relation to the proposed spin-off (the “**Proposed Spin-off**”) of its China manufacturing business conducted through its indirect associate, Aidite (Qinhuangdao) Technology Co., Ltd. (formerly known as Qinhuangdao Aidite High Technical Ceramic Co., Ltd.) (“**Aidite**”), via a quotation on the National Equities Exchange and Quotations of the People’s Republic of China (the “**New Third Board**”), 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. QUOTATION OF AIDITE

The Board is pleased to announce it has fulfilled the requirements set out in the Approval Letter and completed the quotation procedures of the New Third Board and filings with the relevant securities regulatory bureau (the “**Quotation**”).

3. COMPLETION OF RESTRUCTURING EXERCISE

The Board also wishes to announce that it has completed the Restructuring Exercise, pursuant to which:

- (a) Q & M Aidite had issued and allotted an aggregate 4,794,000 Class A Preference Shares to Q & M Professionals Holdco, 210,936 Class A Preference Shares to Dr. Cheah Kim Fee and 18,965,064 Class B Preference Shares to the Company;
- (b) the Loan Capitalisation has been completed upon the issue and allotment of the 18,965,064 Class B Preference Shares to the Company; and

- (c) out of the Aidite Subscription Consideration of S\$5.26 million to be paid by Q & M Professionals Holdco to Q & M Aidite for the subscription of the Class A Preference Shares, S\$5.00 million has been utilised by Q & M Aidite for the repayment of the outstanding amount of the Loan and Additional Loan owed to the Company. Due to a logistical issue, the remaining amount of S\$0.26 million has not yet been repaid and the Company expects the remaining S\$0.26 million to be repaid within the next 15 days.

4. SALE AND PURCHASE OF SHARES IN AIDITE

The Company, through its subsidiary Q & M Aidite, has entered into a share transfer agreement dated 4 April 2017 (the “**Share Transfer Agreement**”) with Qianhai Jianyuan Investment Consultancy (Shenzhen) Co., Ltd. (“**QHJY**”) for the sale of 479,300 shares in Aidite representing 2% of the shareholding of Aidite to QHJY (the “**Sale and Purchase**”).

The consideration shall be for a sum of RMB 10 million and the sale transfer shall only be completed after the Transfer Restrictions. QHJY will also pay a deposit of RMB 1 million pursuant to the Share Transfer Agreement.

The Company holds 100% of the ordinary shares and 79.12% of the preference shares of Q & M Aidite while Q & M Professionals Holdco and Dr. Cheah Kim Fee holds 20% and 0.88% of Q & M Aidite respectively.

Dr Cheah has informed the Company that he will be exercising his Tag-along Right while Q & M Professionals Holdco has informed the Company that it will not exercise its Tag-along Right in this Sale and Purchase.

5. 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 Quotation, 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
4 April 2017

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