



Q & M DENTAL GROUP (SINGAPORE) LIMITED
(Company Registration Number 200800507R)
(Incorporated in the Republic of Singapore)

UPDATE ON THE COMPANY'S SINGAPORE OPERATIONS

SINGAPORE DENTAL CLINICS

1. The Board of Directors (the "**Board**") of Q & M Dental Group (Singapore) Limited (the "**Company**") is pleased to announce that the Company has commenced the operations of the following new dental clinics:
 - a. 21 Choa Chu Kang North 6, #01-32, Yew Tee Point, Singapore 689578; and
 - b. 70 Punggol Central, #01-07, Punggol NEL MRT station, Singapore 828868.
2. The Company has also consolidated its two dental clinics previously located at 301 Boon Lay Way, #01-01 and #01-05, Boon Lay MRT station, Singapore 649846 into a single dental clinic at #01-05.

PROPOSED ACQUISITION OF BUSINESS ASSETS (HORIZON DENTAL SURGERY)

3. The Board also wishes to announce that the Company, through its subsidiary, Q & M Dental Surgery (Khatib) Pte. Ltd., has entered into a binding points of agreement (the "**POA**") dated 16 May 2017 with Tan Kwak Chun Charles (the "**Vendor**") for the acquisition of business assets used in the operations of Horizon Dental Surgery located at 151 Chin Swee Road, #01-25, Manhattan House, Singapore 169876 (the "**Business Assets**") from the Vendor (the "**Proposed Acquisition (HDS)**").
4. Horizon Dental Surgery is a sole proprietorship operated by the Vendor and is in the business of providing general and specialist dentistry services at a dental clinic located at 151 Chin Swee Road, #01-25, Manhattan House, Singapore 169876.
5. The consideration for the Proposed Acquisition is S\$350,000 to be paid in cash to the Vendor upon completion of the Proposed Acquisition (HDS) (the "**Purchase Consideration (HDS)**").
6. The Purchase Consideration (HDS) was arrived at after negotiations on a willing-buyer, willing-seller basis. In arriving at the Purchase Consideration (HDS), the Company has taken into account, *inter alia*, the current market conditions, the history, track record and future prospects of Horizon Dental Surgery, the expertise of the Vendor, who shall sign a 6 years service agreement with the Company, and the strategic merits of the Proposed Acquisition (HDS).
7. Completion of the Proposed Acquisition (HDS) is subject to, *inter alia*, the results of a due diligence exercise by the Company over the business, affairs, operations, assets, financial condition, prospects and records of the Business Assets and Horizon Dental Surgery being satisfactory to the Company in its sole and absolute discretion.

8. Parties will, in due course, enter into definitive agreements in respect of the Proposed Acquisition (HDS) and the definitive agreements shall contain such customary terms generally found in similar transactions including without limitation, representations and warranties by the sellers of the Business Assets on the ownership of the Business Assets, the business of Horizon Dental Surgery, employment and tax related matter as well as the corresponding indemnities.
9. The Proposed Acquisition (HDS) is in line with the Company's plan to continue the expansion of its main dental business in Singapore.
10. The Company will make the relevant update announcement(s) in compliance with the Listing Manual of the Singapore Exchange Securities Trading Limited in relation to the Proposed Acquisition (HDS).

PROPOSED ACQUISITION OF BUSINESS ASSETS (STARBITE DENTAL CENTRE)

11. The Board further wishes to announce that the Company, through its subsidiary, Q & M Dental Surgery (Jelapang) Pte. Ltd., has entered into a binding points of agreement (the "**POA**") dated 24 May 2017 with Starbite Dental Pte. Ltd. (the "**Vendor**") for the acquisition of business assets used in the operations of Starbite Dental Centre located at 211 Hougang Street 21, #01-287, Singapore 530211. (the "**Business Assets**") from the Vendor (the "**Proposed Acquisition (SB)**").
12. Starbite Dental Centre is a dental clinic operated by the Vendor and is in the business of providing general and specialist dentistry services at a dental clinic located at 211 Hougang Street 21, #01-287, Singapore 530211.
13. The consideration for the Proposed Acquisition is S\$200,000 to be paid in cash to the Vendor upon completion of the Proposed Acquisition (SB) and a further sum of S\$150,000 subject to the terms and conditions of the Proposed Acquisition (SB) (the "**Purchase Consideration (SB)**").
14. The Purchase Consideration (SB) was arrived at after negotiations on a willing-buyer, willing-seller basis. In arriving at the Purchase Consideration (SB), the Company has taken into account, *inter alia*, the current market conditions, the history, track record and future prospects of Starbite Dental Centre, the expertise of Dr. Meity Silvia Petrisia Heny Rumende, the sole shareholder of Starbite Dental Pte. Ltd., who shall sign a 5 years service agreement with the Company, and the strategic merits of the Proposed Acquisition (SB).
15. Completion of the Proposed Acquisition (SB) is subject to, *inter alia*, the results of a due diligence exercise by the Company over the business, affairs, operations, assets, financial condition, prospects and records of the Business Assets and Starbite Dental Centre being satisfactory to the Company in its sole and absolute discretion.
16. Parties will, in due course, enter into definitive agreements in respect of the Proposed Acquisition (SB) and the definitive agreements shall contain such customary terms generally found in similar transactions including without limitation, representations and warranties by the sellers of the Business Assets on the ownership of the Business Assets, the business of Starbite Dental Centre, employment and tax related matter as well as the corresponding indemnities.
17. The Proposed Acquisition (SB) is in line with the Company's plan to continue the expansion of its main dental business in Singapore.
18. The Company will make the relevant update announcement(s) in compliance with the Listing Manual of the Singapore Exchange Securities Trading Limited in relation to the Proposed Acquisition (SB).

INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

19. None of the Directors and substantial shareholders have any interests, direct or indirect, in the Proposed Acquisitions, other than through each of their respective shareholding interests, direct and/or indirect (if any), in the Company.

DOCUMENT FOR INSPECTION

20. Copies of the POAs are available for inspection by shareholders of the Company at the registered office of the Company at 81 Science Park Drive, #02-04, The Chadwick, Singapore Science Park 1, Singapore 118257 during normal business hours for a period of three (3) months from the date of this announcement.

TRADING CAUTION

21. **Shareholders and potential investors are advised to exercise caution in trading their shares as there is no certainty or assurance as at the date of this announcement that the Proposed Acquisitions will be completed. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.**

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

Vitters Sim
Chief Financial Officer
15 June 2017

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