



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

SALE AND PURCHASE OF SHARES IN AIDITE (QINHUANGDAO) TECHNOLOGY CO., LTD.

1. INTRODUCTION

The board of directors (the “**Board**” or the “**Directors**”) of Q & M Dental Group (Singapore) Limited (the “**Company**”) refers to its previous announcement made on 4 April 2017 whereby it was announced that the Company, through its subsidiary Q & M Aidite International Pte. Ltd. (“**Q & M Aidite**”), has entered into a share transfer agreement dated 4 April 2017 (the “**Aidite Share Transfer Agreement**”) with Qianhai Jianyuan Investment Consultancy (Shenzhen) Co., Ltd. (“**QHJY**”) for the sale of shares in Aidite (Qinhuangdao) Technology Co., Ltd. (“**Aidite**”) representing 2% of the shareholding of Aidite to QHJY.

2. SALE AND PURCHASE OF SHARES IN AIDITE

The Company and QHJY had agreed to terminate the Aidite Share Transfer Agreement with immediate effect as at 27 September 2017.

Further, the Company had entered into a share purchase agreement dated 27 September 2017 (“**SPA**”) with Dr. Cheah Kim Fee (“**Dr. Cheah**”), All Win Investment Holdings Pte. Ltd. (“**All Win**”), Full Win Investment Holdings Pte. Ltd. (“**Full Win**”) and Initial Capital Investment Pte. Ltd. (“**Initial Capital**”) whereby All Win, Full Win and Initial Capital shall purchase approximately 4.15% of the total preference shareholding of Q & M Aidite (“**Sale Shares**”) from the Company and Dr. Cheah in the following manner:

- (a) All Win shall purchase 343,955 class B preference shares from the Company and 3,826 class A preference shares from Dr. Cheah for a consideration of RMB 3.5 million;
- (b) Full Win shall purchase 343,955 class B preference shares from the Company and 3,826 class A preference shares from Dr. Cheah for a consideration of RMB 3.5 million; and
- (c) Initial Capital shall purchase 294,818 class B preference shares from the Company and 3,278 class A preference shares from Dr. Cheah for a consideration of RMB 3 million,

(the “**Share Purchase**”).

Based on the audited accounts of Q & M Aidite as at 31 December 2017, the net book value of the Sale Shares was approximately S\$1.96 million.

The consideration was arrived at after negotiations on a willing-buyer, willing – seller basis. In arriving at the consideration, the Company has taken into account, *inter alia*, the current market conditions, the history, track record and future prospects of Aidite and the strategic merits of the Share Transfer.

The Share Purchase has been completed on 15 November 2017 and the Company now holds 100% of the ordinary shareholding and 75.02% of the preference shareholding of Q & M Aidite.

The Share Purchase is not expected to have a material effect on the Company.

3. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

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.

4. DOCUMENT FOR INSPECTION

A copy of the SPA is 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.

5. DISCLOSURE OBLIGATIONS

The Proposed Acquisition constitutes a “non-discloseable” transaction under Chapter 10 of the Listing Manual.

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

Vitters Sim
Chief Financial Officer
19 November 2017

For more information, please contact:

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