



Q & M DENTAL GROUP (SINGAPORE) LIMITED

(Company Registration No. 200800507R)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of the Company will be held at Vista 1, Level 3, Hilton Singapore, 581 Orchard Road, Singapore 238883 on 13 November 2018 at 2 p.m for the purpose of considering and, if thought fit, passing the following resolutions: *All capitalised terms in this notice which is not defined herein shall have same meanings ascribed to them in the Circular to Shareholders of the Company dated 29 October 2018 ("Circular").*

ORDINARY RESOLUTION 1: PROPOSED ADOPTION OF THE Q & M EMPLOYEE SHARE OPTION SCHEME 2018

THAT:

- (a) the Existing Scheme be and is hereby terminated;
- (b) the share option scheme to be known as the "Q & M Employee Share Option Scheme 2018" (the "**Option Scheme**"), the rules of which have been set out in the Circular, be and is hereby approved and adopted substantially in the form set out in the Rules of the Option Scheme, and the Directors of the Company be and are hereby authorised:
 - (i) to establish and administer the Option Scheme;
 - (ii) to modify and/or amend the Option Scheme from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Option Scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Option Scheme; and
 - (iii) to offer and grant Option(s) in accordance with the rules of the Option Scheme and to allot and issue from time to time such number of shares in the capital of the Company ("**Shares**") as may be required to be issued pursuant to the exercise of the Option(s) under the Option Scheme.

ORDINARY RESOLUTION 2: AUTHORITY TO OFFER AND GRANT OPTION(S) AT A DISCOUNT UNDER THE OPTION SCHEME

THAT subject to and contingent upon the passing of Ordinary Resolution 1, the Directors of the Company be and are hereby authorised to offer and grant Option(s) in accordance with the Rules of the Option Scheme with exercise prices set at a discount to the Market Price (as defined below), provided that such discount does not exceed the relevant limits set by Singapore Exchange Securities Trading Limited ("**SGX-ST**").

In this notice, "**Market Price**" means the average of the last dealt prices for a Share determined by reference to the daily Official List published by the SGX-ST for a period of five (5) consecutive days on which the SGX-ST is open for securities trading ("**Market Days**") immediately prior to the relevant date of grant of an Option under the Option Scheme, provided always that in the case of a Market Day on which the Shares of the Company were not traded on the SGX-ST, the last dealt price for Shares on such Market Day shall be deemed to be the last dealt price of the Shares on the immediately preceding Market Day on which the Shares were traded, rounded up to the nearest whole cent in the event of fractional prices.

ORDINARY RESOLUTION 3: PROPOSED PARTICIPATION BY DR NG CHIN SIAU IN THE OPTION SCHEME

THAT subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Dr Ng Chin Siau, a Controlling Shareholder of the Company, in the Option Scheme be and is hereby approved.

ORDINARY RESOLUTION 4: PROPOSED PARTICIPATION BY MS FOO SIEW JIUAN IN THE OPTION SCHEME

THAT subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Ms Foo Siew Jiuan, an Associate of a Controlling Shareholder of the Company, in the Option Scheme be and is hereby approved.

ORDINARY RESOLUTION 5: PROPOSED PARTICIPATION BY MS NG SOOK HWA IN THE OPTION SCHEME

THAT subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Ms Ng Sook Hwa, an Associate of a Controlling Shareholder of the Company, in the Option Scheme be and is hereby approved.

ORDINARY RESOLUTION 6: PROPOSED PARTICIPATION BY MS NG SOOK JING IN THE OPTION SCHEME

THAT subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Ms Ng Sook Jing, an Associate of a Controlling Shareholder of the Company, in the Option Scheme be and is hereby approved.

ORDINARY RESOLUTION 7: PROPOSED PARTICIPATION BY MS NG SUI HING IN THE OPTION SCHEME

THAT subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Ms Ng Sui Hing, an Associate of a Controlling Shareholder of the Company, in the Option Scheme be and is hereby approved.

ORDINARY RESOLUTION 8: PROPOSED ADOPTION OF THE Q & M PERFORMANCE SHARE PLAN 2018

THAT:

- (a) the performance share plan to be known as the "Q & M Performance Share Plan 2018" ("**Plan**") the rules of which have been set out in the Circular, be and is hereby approved and adopted substantially in the form set out in the Rules of the Plan, be and is hereby approved and adopted substantially in the form set out in the Rules of the Plan.
- (b) the Directors of the Company be and are hereby authorised:
 - (i) to establish and administer the Plan;
 - (ii) to modify and/or amend the Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan;
 - (iii) to grant Awards in accordance with the provisions of the Plan, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards provided that the aggregate number of Shares to be issued or issuable pursuant to the Plan and any other share based schemes of the Company shall not exceed fifteen per cent. (15%) of the issued Shares of the Company (excluding any Shares held in treasury and subsidiary holdings) from time to time;
 - (iv) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any Shares held in treasury) towards the satisfaction of Awards granted under the Plan;
 - (v) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution; and
 - (vi) to delegate any of the above to any committee of the Board of Directors.

ORDINARY RESOLUTION 9: PROPOSED PARTICIPATION BY DR NG CHIN SIAU IN THE PLAN

THAT subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Dr Ng Chin Siau, a Controlling Shareholder of the Company, in the Plan be and is hereby approved.

ORDINARY RESOLUTION 10: PROPOSED PARTICIPATION BY MS FOO SIEW JIUAN IN THE PLAN

THAT subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Ms Foo Siew Jiuan, an Associate of a Controlling Shareholder of the Company, in the Plan be and is hereby approved.

ORDINARY RESOLUTION 11: PROPOSED PARTICIPATION BY MS NG SOOK HWA IN THE PLAN

THAT subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Ms Ng Sook Hwa, an Associate of a Controlling Shareholder of the Company, in the Plan be and is hereby approved.

ORDINARY RESOLUTION 12: PROPOSED PARTICIPATION BY MS NG SOOK JING IN THE PLAN

THAT subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Ms Ng Sook Jing, an Associate of a Controlling Shareholder of the Company, in the Plan be and is hereby approved.

ORDINARY RESOLUTION 13: PROPOSED PARTICIPATION BY MS NG SUI HING IN THE PLAN

THAT subject to and contingent upon the passing of Ordinary Resolution 8, the participation of Ms Ng Sui Hing, an Associate of a Controlling Shareholder of the Company, in the Plan be and is hereby approved.

By order of the Board

Dr Ng Chin Siau
Group Chief Executive Officer
29 October 2018

Notes:

- (1) A Shareholder who is not a relevant intermediary as defined under Section 181(6) of the Companies Act, Cap. 50 (the "**Act**") entitled to attend, speak and vote at the EGM may appoint not more than two (2) proxies to attend, speak and vote in his/her stead. A Shareholder which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a Shareholder.
- (2) A Shareholder who is a relevant intermediary as defined under Section 181(6) of the Act is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Shareholder.
- (3) Where a Shareholder appoints more than one (1) proxy, the proportion of his/her concerned shareholding to be represented by each proxy shall be specified in the proxy form.
- (4) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the office of the share registrar of the Company, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898, not later than forty-eight (48) hours before the time appointed for the holding of the EGM.
- (5) The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (6) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend, speak and vote at the EGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder of the Company (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.