

Q & M DENTAL GROUP (SINGAPORE) LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 180 Kitchener Road, #B1-13/14 City Square Mall Singapore 208539 on Thursday, 26 April 2012 at 2.00 pm to transact the following business:

ORDINARY BUSINESS

- To receive and adopt the Directors' Report and Financial Statements of the Company for the financial year ended 31 December 2011 together with the Auditor's Report thereon. **(Resolution 1)**
- To declare a final exempt dividend of 0.75 cent per share for the financial year ended 31 December 2011. **(Resolution 2)**
- To approve the Directors' fees of \$234,000.00 for the financial year ended 31 December 2011. **(Resolution 3)**
- To re-elect Mr Ng Weng Sui Harry, retiring pursuant to Article 104 of the Company's Articles of Association. Mr Ng Weng Sui Harry, upon re-election as Director of the Company, remains as Chairman of the Nominating and Remuneration Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"). **(Resolution 4)**
- To re-elect Mr Narayanan Sreenivasan @ N Sreenivasan, retiring pursuant to Article 104 of the Company's Articles of Association. **(Resolution 5)**
- To re-appoint Messrs RSM Chio Lim LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

- Authority to allot and issue shares** **(Resolution 7)**
 - That pursuant to Section 161 of the Companies Act, Chapter 50, and the Listing Rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
 - issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
 - make or grant offers, agreements or options (collectively, Instruments) that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
 - issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the form of rights, bonus or capitalisation issues; and
 - (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that:
 - the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued shares excluding treasury shares of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares of the Company. Unless prior shareholder approval is required under the Listing Rules, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.
- For the purpose of this resolution, the total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for:
- new shares arising from the conversion or exercise of convertible securities, or
 - new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited, and
 - any subsequent bonus issue, consolidation or subdivision of the Company's shares, and
- such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

(See Explanatory Note 1)

OTHER BUSINESS

- To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

ON BEHALF OF THE BOARD

Dr Ng Chin Siau
Group Chief Executive Officer
11 April 2012

Explanatory Notes:

- The Ordinary Resolution in item no. 7 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the issued share capital of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

Notes:

- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy in his stead.
- A proxy need not be a member of the Company.
- If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 67 Ayer Rajah Crescent #05-12/14, Ayer Rajah Industrial Estate, Singapore 139950 not later than 48 hours before the time appointed for the Meeting.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that subject to approval being obtained at the Annual General Meeting to be held at 180 Kitchener Road, #B1-13/14 City Square Mall Singapore 208539 on Thursday, 26 April 2012 at 2.00 p.m.

- A final exempt dividend of 0.75 cent per share for the financial year ended 31 December 2011 will be paid on 18 May 2012.
- The Share Transfer Books and Register of Members of the Company will be closed on 7 May 2012 for preparation of dividend warrants. Duly completed and stamped transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd), 80 Robinson Road #02-00 Singapore 068898, up to 5.00 p.m. on 4 May 2012 will be registered to determine members' entitlements to the proposed dividend. Members (being depositors) whose securities account with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 4 May 2012 will be entitled to the payment of the proposed dividend.

ON BEHALF OF THE BOARD

Dr Ng Chin Siau
Group Chief Executive Officer
11 April 2012

NOTICE OF EXTRAORDINARY GENERAL MEETINGS

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the members of the Company will be held on 26 April 2012 at 180 Kitchener Road, #B1-13/14, City Square Mall, Singapore 208539 at 2.30 p.m. (or as soon thereafter as the Annual General Meeting of the Company to be held at 2.00 p.m. on the same day and at the same place is concluded or adjourned), for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolutions as set out below.

All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular dated 11 April 2012 to shareholders of the Company in relation to the Proposed Share Split.

ORDINARY RESOLUTION 1:-

PROPOSED SHARE SPLIT OF EACH ORDINARY SHARE IN THE CAPITAL OF THE COMPANY INTO TWO (2) ORDINARY SHARES

THAT:

- On and with effect from the Books Closure Date to be determined by the Directors of the Company, each ordinary share in the capital of the Company be subdivided into two (2) ordinary shares in the capital of the Company; and
- the Directors of the Company and each of them be and are hereby authorised to complete and do all acts and things and to sign, execute, complete and deliver all such documents, deeds and instruments as they may consider necessary or expedient to give effect to this resolution as they may think fit in the interests of the Company.

ORDINARY RESOLUTION 2:-

PROPOSED ALLOTMENT AND ISSUE OF ADDITIONAL CONVERSION SHARES

THAT:

- Authority be and is hereby given to the Directors of the Company to allot and issue (notwithstanding that the issue thereof may take place after the next or any ensuing annual or other general meeting of the Company) such further new ordinary shares in the capital of the Company ("**Additional Conversion Shares**") as may be required to be allotted and issued pursuant to the Proposed Share Split if the Convertible Loan is converted subsequent to the implementation of the Proposed Share Split, subject to and in accordance with the terms and conditions of the Loan Agreement, such Additional Conversion Shares to be credited as fully paid when issued and to rank *pari passu* in all respects with the then existing shares for any dividends, rights, allotments or other distributions, the record date for which falls on or after the date of allotment and issue of the Additional Conversion Shares, unless otherwise provided in the terms and conditions of the Loan Agreement; and
- authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including but not limited to finalising, approving and executing all such documents as may be required in connection with the issue of the Additional Conversion Shares) and to exercise their absolute discretion as they may deem fit, advisable or necessary to give full effect to sub-paragraph (a) of this Resolution and the issue of the Additional Conversion Shares.

By Order of the Board

Q & M Dental Group (Singapore) Limited

Dr Ng Chin Siau
Group Chief Executive Officer
11 April 2012

Notes:

- A Shareholder entitled to attend and vote at the EGM may appoint not more than two proxies to attend 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 of the Company.
- If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at Block 67 Ayer Rajah Crescent #05-12/14, Ayer Rajah Industrial Estate, Singapore 139950 not later than 48 hours before the time appointed for the holding of the EGM.
- The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy 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.
- A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of the members of Q & M Dental Group (Singapore) Limited (the "**Company**") will be held at 180 Kitchener Road, #B1-13/14, City Square Mall, Singapore 208539 on 26 April 2012 at 3.00 p.m. or immediately after the conclusion of the annual general meeting of the Company to be convened at the same venue, on the same date at 2.00 p.m., for the purpose of considering and, if thought fit, passing with or without any modification, the following resolution:

AS ORDINARY RESOLUTION

THE PROPOSED ACQUISITION OF PROPERTY

THAT:

- Pursuant to Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited, approval be and is hereby given for the acquisition by Q & M Dental Surgery (Jurong East Central) Pte. Ltd. ("**QMJE**"), a wholly owned subsidiary of the Company, of a HDB shop house located at Block 131 Jurong Gateway Road, #01-251, Singapore 600131 from Dr. Ng Chin Siau and Ms. Foo Siew Juan (the "**Vendors**") at a purchase consideration of S\$3,880,000, on the terms and conditions of the option dated 9 March 2012, granted by the Vendors to QMJE; and
- any of the directors of the Company be and is hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents) as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Ordinary Resolution.

By Order of the Board

Dr Ng Chin Siau
Group Chief Executive Officer
Singapore
11 April 2012

Notes:

- A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.
- A corporation which is a member may appoint an authorised representative or representatives in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore to attend and vote for and on behalf of such corporation.
- The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised in writing.
- Where an instrument appointing a proxy is signed on behalf of the appointor by the attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at Blk 67 Ayer Rajah Crescent, #05-12/14, Ayer Rajah Industrial Estate, Singapore 139950 not less than 48 hours before the time appointed for holding the EGM.