



Q & M DENTAL GROUP (SINGAPORE) LIMITED

(Company Registration Number 200800507R)

(Incorporated in the Republic of Singapore)

PROPOSED SUBSCRIPTION OF 4,660,848 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY BY LI HONGWEN AND LI BIN – RECEIPT OF APPROVAL IN-PRINCIPLE

1. INTRODUCTION

- 1.1 The Board of Directors (the “**Board**”) of Q & M Dental Group (Singapore) Limited (the “**Company**”) refers to its announcements dated 24 February 2014, 28 February 2014, 18 March 2014 and 22 January 2015 (the “**Previous Announcements**”) in relation to:
- (a) the grant of an option to Li Hongwen (“**LHW**”) and Li Bin (“**LB**”) to each buy 24.5% of the shareholding of Q & M Aidite International Pte Ltd (“**QMA**”) (the “**Option**”); and
 - (b) the proposed subscription by LHW and LB of 4,660,848 new ordinary shares in the capital of the Company (the “**Subscription Shares**”) at an issue price of S\$0.46 for each Subscription Share to raise gross proceeds of S\$2,143,990 (equivalent to RMB 10 million¹) on the terms and subject to the conditions of the Subscription Agreement (the “**Subscription**”).
- 1.2 Unless otherwise defined herein, all capitalised terms used in this Announcement shall bear the same meanings given to them in the Previous Announcements.

2. RECEIPT OF APPROVAL IN-PRINCIPLE

- 2.1 The Board is pleased to announce that the Company has today received the approval in-principle (“**AIP**”) of the SGX-ST for the admission to the Official List of the SGX-ST and the listing and quotation of the Subscription Shares. The AIP of the SGX-ST is subject to, *inter alia*, the following conditions:
- (a) compliance with the SGX-ST’s listing requirements; and
 - (b) submission of the following documents:
 - (i) a written undertaking from the Company that it will comply with Rule 704(30) and Rule 1207(20) of the Listing Manual in relation to the use of the proceeds from the Subscription and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company’s announcements on use of proceeds and in the annual report;
 - (ii) a written confirmation from the Company that it will not issue the Subscription Shares to persons prohibited under Rule 812(1) of the Listing Manual; and
 - (iii) Shareholders’ approval for the Option under which LHW and LB will each be entitled to buy 24.5% of the shareholding of QMA for a nominal fee.
- 2.2 Please note that the AIP granted by the SGX-ST is not to be taken as an indication of the merits of the Subscription, the Subscription Shares, the Company and/or its subsidiaries.

¹ The exchange rate of S\$ 1 to RMB 4.6642 has been used in this announcement.

3. GENERAL

The Company will make a further announcement when the Subscription Shares are issued.

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

Vitters Sim
Chief Financial Officer
22 February 2015

For more information please contact:

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