



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

**IMPOSITION OF COMPANY MORATORIUM ON SHARES OF
KOH SHUNJIE KELVIN,
FELICIA SHUHUI KOH (MRS FELICIA FENNER)
AND FOO MOOH THONG**

1. INTRODUCTION

- 1.1 The Board of Directors (the "**Board**") of Q & M Dental Group (Singapore) Limited (the "**Company**") refers to its announcement dated 30 October 2015 (the "**30 October Announcement**") where the Board announced its decision to approve the lifting of the moratorium imposed on the shareholdings in the Company of Koh Shunjie Kelvin ("**KSK**"), Felicia Shuhui Koh (Mrs Felicia Fenner) ("**FSK**") and Foo Mooh Thong ("**FMT**", and collectively with KSK and FSK, the "**Moratorised Shareholders**").
- 1.2 The moratorium was lifted as the Moratorised Shareholders agreed to transfer all of their shareholdings in the Company to Quan Min Holdings Pte. Ltd. ("**QMH**") and become shareholders of QMH, as well as accede to the existing shareholders' agreement of QMH ("**QMH Shareholders' Agreement**"), which includes a moratorium on the sale of their shares until January 2021. As stated in the 30 October Announcement, the Board was of the view that the QMH Shareholders' Agreement has sufficient protection to ensure that the interests of the Moratorised Shareholders are aligned with the Company.
- 1.3 The Board was informed by QMH that the Moratorised Shareholders and QMH have entered into a Share Purchase Agreement dated 25 July 2016 ("**SPA**"), which provides that QMH will purchase, and the Moratorised Shareholders will sell, all the shares in QMH owned by each of the Moratorised Shareholders (the "**Sale Shares**"). As consideration for the Sale Shares, each of the Moratorised Shareholders will receive the following shares in the Company ("**Shares**"):

Name of Shareholder	Number of Shares
KSK	36,889,000
FSK	15,810,000
FMT	16,640,000
Total	69,339,000

- 1.4 The Board was further informed by QMH that the SPA was executed as the Moratorised Shareholders wish to pursue different investment objectives. The SPA effectively reverses the transaction between the Moratorised Shareholders and QMH described in paragraph 1.2 above.
- 1.5 One of the conditions precedent in the SPA requires each of the Moratorised Shareholders to enter into an agreement with the Company (the "**Moratorium Agreements**"), pursuant to which all the Shares that each Moratorised Shareholder will receive as consideration for his or her Sale Shares (the "**Moratorised Shares**") shall not be sold, transferred or otherwise disposed during the moratorium

period (the “**Company Moratorium**”). The moratorium period imposed on KSK and FSK in respect of the Moratorised Shares will be from the date of Completion (as defined in the SPA) up to 15 January 2021, which is the same time period provided for by the QMH Shareholders’ Agreement while the moratorium period imposed on FMT will be from the date of Completion up to 21 July 2019, which is the same time period imposed on FMT when the Company issued and allotted shares to FMT on 22 July 2014.

- 1.6 QMH had requested the Board to enter into the Moratorium Agreements with the Moratorised Shareholders as the Moratorised Shareholders will no longer be subject to the moratorium that is imposed by the QMH Shareholders’ Agreement once QMH has completed its purchase of the Sale Shares. Therefore, the Moratorium Agreements would ensure that the Moratorised Shareholders continue to be under an obligation not to sell, transfer or dispose the Moratorised Shares up to January 2021 or July 2019 (where applicable), which would ensure that the interests of the Moratorised Shareholders remain aligned with the long term interests of the Company. QMH also request that the Board takes over administrative oversight of the Moratorised Shareholders’ compliance with the Company Moratorium, in line with the original arrangement prior to the 30 October Announcement.

2. IMPOSITION OF COMPANY MORATORIUM

- 2.1 Upon deliberation and with the unanimous approval of the independent directors of the Company, the Board has decided to approve the requests from QMH and to enter into the Moratorium Agreements with each of the Moratorised Shareholders.
- 2.2 Dr. Ng Chin Siau, the Group Chief Executive Officer and Dr. Ang Ee Peng Raymond, the Chief Operating Officer, being directors of QMH, are interested in the proposed transaction. As such, they have not participated nor voted in the Board discussion on the imposition of the Company Moratorium.

3. DOCUMENTS FOR INSPECTION

Copies of the Moratorium Agreements 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.

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

Vitters Sim
Chief Financial Officer
12 October 2016

For more information, please contact:

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