
NOTICE OF EXTRAORDINARY GENERAL MEETING

Q & M DENTAL GROUP (SINGAPORE) LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as in the circular to shareholders dated 10 October 2023 issued by Q & M Dental Group (Singapore) Limited (“Circular”).

This Notice has been made available on the SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company’s website and may be accessed at <https://qandm-dental.listedcompany.com>.

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (the “**EGM**”) of Q & M Dental Group (Singapore) Limited (the “**Company**”) will be held at 2 Clementi Loop, #03-02 Logis Hub @ Clementi, Singapore 129809 on Wednesday, 1 November 2023 at 5.30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

ORDINARY RESOLUTION: THE PROPOSED AMENDMENTS TO THE Q & M PERFORMANCE SHARE PLAN 2018

THAT:

- (a) the amendments to the “Q & M Performance Share Plan 2018” (“**Plan**”), details of which are set out in Appendix A of the Circular, be and are hereby approved and adopted; and
- (b) the Directors of the Company be and are hereby authorised:
 - (i) 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 amendments to the Rules of the Plan; and
 - (ii) to further 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.

SPECIAL RESOLUTION: THE PROPOSED ADOPTION OF A NEW CONSTITUTION

THAT:

- (a) the regulations contained in the New Constitution of the Company reproduced in its entirety in Appendix B of the Circular, be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- (b) the Directors of the Company and/or any of them be and are hereby authorised and empowered to complete and do all such acts and things, and to approve, modify, ratify and execute all such documents, acts and things as they and/or he may consider, desirable, necessary or expedient to give effect to the abovementioned resolution.

On behalf of the Board of Directors of
Q & M Dental Group (Singapore) Limited

Dr Ng Chin Siau
Group Chief Executive Officer
10 October 2023

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Notes:

1. The EGM will be held in a wholly physical format, at 2 Clementi Loop, #03-02 Logis Hub @ Clementi, Singapore 129809 on Wednesday, 1 November 2023 at 5.30 p.m.. **There will be no option for shareholders to participate virtually.** Printed copies of the Circular, this Notice of EGM and proxy form will be sent to shareholders of the Company via post. These documents will also be made available on the SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://qandm-dental.listedcompany.com>.
2. Please bring along your NRIC/passport so as to enable the Company to verify your identity. Shareholders are requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell.

Voting by proxy

3. A shareholder who is unable to attend the EGM and wishes to appoint proxy(ies) to attend, speak and vote at the EGM on his/her/its behalf should complete, sign and return the instrument of proxy in accordance with the instructions printed thereon.
4. A proxy need not to be a shareholder of the Company.
5. A shareholder can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.
6. In relation to the appointment of proxy(ies) to attend, speak and vote on his/her/its behalf at the EGM, a shareholder (whether individual or corporate) appointing his/her/its proxy(ies) should give specific instructions as to his/her/its manner of voting, or abstentions from voting, in respect of a resolution in the instrument of proxy. If no specific instructions as to voting are given, or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/their discretion.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her/its 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, executed as a deed in accordance with the Companies Act 1967 or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy.
8. The instrument appointing the proxy, together with the letter or power of attorney or other authority under which it is signed or a duly certified copy thereof (if applicable), must be:
 - (a) deposited at the office of the Company's share registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #11-02 Singapore 068898; or
 - (b) emailed to: sg.is.proxy@sg.tricorglobal.com,by 5.30 p.m. on 30 October 2023, being not less than forty-eight (48) hours before the time appointed for holding the EGM, and in default the instrument of proxy shall not be treated as valid.
9. The proxy must bring along his/her NRIC/passport so as to enable the Company to verify his/her identity.
10.
 - (a) A shareholder who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such shareholder appoints two (2) proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be presented by each proxy in the instrument appointing a proxy or proxies.
 - (b) A shareholder who is a relevant intermediary 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. Where such shareholder appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
11. For CPF or SRS investors who wish to appoint the Chairman of the EGM as their proxy, they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM, i.e. by 5.30 p.m. on 20 October 2023.
12. Completion and submission of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of proxy(ies) for the EGM will be deemed to be revoked by the member attending the EGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant Proxy Form(s) to the EGM.
13. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument.

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Submission of questions in advance of the EGM

14. Shareholders who have any questions in relation to any agenda item of this notice, may send their queries to the Company in advance, by 17 October 2023, via email to egm2023@qnm.sg or post to 2 Clementi Loop, #04-01, Logis Hub @ Clementi, Singapore 129809.
15. The Company will endeavour to address all substantial and relevant questions received from Shareholders and will upload the responses on the SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at 27 October 2023 at least 48 hours prior to the closing date and time for the lodgement of the proxy forms.
16. The Company will, within one month after the date of the EGM, publish the minutes of the EGM on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://qandm-dental.listedcompany.com> and the minutes will include the responses to the substantial and relevant questions raised during the EGM.

Circular and other documents

Printed copies of the Circular, this Notice of EGM and proxy form will be sent to shareholders of the Company via post. These documents will also be made available on the SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://qandm-dental.listedcompany.com>.

Personal Data Privacy:

By submitting a proxy form appointing 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 or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) 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 or service providers) 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 or service providers), 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 or service providers) 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.