



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

THE PROPOSED ACQUISITION OF THE BUSINESS OF VERITAS DENTAL PTE. LTD.

- **ENTRY INTO BUSINESS PURCHASE AGREEMENT; AND**
 - **COMPLETION OF THE PROPOSED BUSINESS ACQUISITION.**
-

1. The board of directors (the “**Board**”) of Q & M Dental Group (Singapore) Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to its announcement dated 11 September 2024 (“**Previous Announcement**”) in relation to the Group’s entry into a binding MOU with Veritas and Dr. Sebrina for the Proposed Business Acquisition.

Unless otherwise defined in this announcement, capitalised terms used in this announcement shall have the same meaning as ascribed to them in the Previous Announcement.

2. Further to the Previous Announcement, the Board wishes to update Shareholders that, following, amongst others, the satisfactory completion of due diligence, the Company has, on 14 November 2024, entered into a business purchase agreement (“**BPA**”) with Veritas and Dr. Sebrina in relation to the Proposed Business Acquisition.
3. As of the date of this announcement, the Proposed Business Acquisition has been completed, and the Business and assets relating to the Business are now owned by a subsidiary of the Company, subject to arrangements as set out in the BPA.
4. Upon entering into the definitive documents for the Proposed Business Acquisition, certain terms set out in the binding MOU have been revised, as follows:

(a) Service Agreement with Dr. Sebrina

It was originally contemplated in the MOU that Dr. Sebrina would enter into a Service Agreement with the Company for a minimum term of ten (10) years. However, the term of the Service Agreement has been extended, and Dr. Sebrina has entered into a Service Agreement with the Company for a minimum term of fifteen (15) years.

(b) Profit Guarantee

It was originally contemplated in the MOU that Veritas and Dr. Sebrina will provide a Profit Guarantee to the Company for a period of 8 years, totalling S\$1,018,839.

However, it has been agreed, amongst others, in the BPA that Veritas and Dr. Sebrina will provide a Profit Guarantee for a period of 12 years, as follows:

| <u>Profit Guarantee Period</u> | <u>Guaranteed cumulative NPAT</u> |
|---------------------------------------|--|
| 1 November 2024 to 31 December 2027 | : S\$345,635 |
| 1 January 2028 to 31 December 2030 | : S\$399,749 |
| 1 January 2031 to 31 December 2033 | : S\$408,147 |
| 1 January 2034 to 31 October 2036 | : S\$385,472 |
| Total | : S\$1,539,003 |

5. A copy of the BPA is available for inspection by shareholders of the Company at the registered office of the Company at 2 Clementi Loop, #04-01, Logis Hub @ Clementi, Singapore 129809 during normal business hours for a period of three (3) months from the date of this announcement.

By Order of the Board

Ng Sook Hwa
Chief Financial Officer
15 November 2024