



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

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- (1) ENTRY INTO BINDING MEMORANDUM OF UNDERSTANDING FOR THE PROPOSED ACQUISITION OF SENGKANG DENTAL SURGERY**
  - (2) ENTRY INTO SALE AND PURCHASE AGREEMENT FOR THE ACQUISITION OF THE BUSINESS ASSETS OF CITIZEN DENTAL SURGERY**
  - (3) ENTRY INTO SALE AND PURCHASE AGREEMENT FOR THE ACQUISITION OF THE BUSINESS ASSETS OF BEDOK DENTAL SURGERY**
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## **1. INTRODUCTION**

The board of directors (the **“Board”**) of Q & M Dental Group (Singapore) Limited (the **“Company”**), and together with its subsidiaries, the **“Group”**) wishes to announce the entry into the following agreements:

- (a) a binding memorandum of understanding between the Company and Seah Sai Long for the proposed acquisition of Sengkang Dental Surgery (**“SDS”**) on 17 July 2025 (**“SDS MOU”**) (the **“Proposed SDS Acquisition”**);
- (b) a sale and purchase agreement between Q&M Dental Surgery (Bukit Panjang) Pte. Ltd. (**“Q&M Bukit Panjang”**) and Dr Yeo Kian Hao for the acquisition of the business assets of Citizen Dental Surgery (**“CDS”**) on 28 March 2025 (**“CDS SPA”**); and
- (c) a sale and purchase agreement between Q&M Dental Surgery (Elias Mall) Pte. Ltd. (**“Q&M Elias Mall”**) and Dr Chow Leng Hoon for the acquisition of the business assets of Bedok Dental Surgery (**“BDS”**) on 29 May 2025 (**“BDS SPA”**),

(collectively, the **“Acquisitions”**).

## **2. SDS MOU**

SDS is a sole-proprietorship operating a dental clinic business at 118 Rivervale Drive, #02-19, Rivervale Plaza, Singapore 540118. At the date of this announcement, Seah Sai Long is the sole proprietor of SDS. Pursuant to the SDS MOU, Seah Sai Long will incorporate a private limited company in Singapore (the **“SDS Target”**) and transfer the business, assets and operations of SDS to the SDS Target. Upon incorporation of the SDS Target, the Company will purchase 49% of the total issued share capital of the SDS Target (the **“SDS Sale Shares”**), subject to the satisfaction or waiver of certain conditions precedent.

The SDS MOU has been entered into by the Company as part of their plan to continue the expansion of their dental business in Singapore.

Under the terms of the SDS MOU, the Company and Seah Sai Long have agreed, on a best endeavours basis, subject to the Company's satisfactory due diligence conducted on the SDS Target, to enter into definitive documentation including a sale and purchase agreement in respect of the acquisition of SDS, which shall be governed by Singapore law, within a period of six (6) months from the date of the SDS MOU or such other date as may be agreed between the Company and Seah Sai Long.

### **3. CDS SPA**

CDS is a company incorporated in Singapore and operates a dental clinic business at 258 Bukit Panjang Ring Road, #01-40, Singapore 760258. As at the date of this announcement, Dr Yeo Kian Hao is the legal and beneficial owner of the business assets used in the operations of CDS (the "**CDS Business Assets**"). Under the terms of the CDS SPA, Dr Yeo Kian Hao has agreed to sell and transfer the CDS Business Assets to Q&M Bukit Panjang.

The CDS SPA has been entered into by Q&M Bukit Panjang as part of the plan to continue the expansion of the Company's dental business in Singapore.

The acquisition of the CDS Business Assets had been completed on 28 March 2025 in accordance with the terms and conditions of the CDS SPA.

### **4. BDS SPA**

BDS is a company incorporated in Singapore and operates a dental clinic business at 88 Bedok North Street 4, #01-133, Singapore 460088. As at the date of this announcement, Dr Chow Leng Hoon is the legal and beneficial owner of the business assets used in the operations of BDS (the "**BDS Business Assets**"). Under the terms of the BDS SPA, Dr Chow Leng Hoon has agreed to sell and transfer the BDS Business Assets to Q&M Elias Mall.

The BDS SPA has been entered into by Q&M Elias Mall as part of the plan to continue the expansion of the Company's dental business in Singapore.

The acquisition of the BDS Business Assets had been completed on 29 May 2025 in accordance with the terms and conditions of the BDS SPA.

### **5. CONSIDERATION**

The total aggregate consideration payable by the Company, Q&M Bukit Panjang and Q&M Elias Mall pursuant to the Acquisitions is a sum of S\$730,000, which was arrived at on a willing-buyer willing-seller basis and will be satisfied fully in cash.

### **6. ASSET VALUE**

Based on the unaudited accounts of SDS, CDS and BDS for the respective financial year ended December 2024, the total aggregate value of the SDS Sale Shares, the CDS Business Assets and the BDS Business Assets was S\$nil.

## **7. FINANCIAL EFFECTS AND RELATIVE FIGURES UNDER RULE 1006 OF THE LISTING MANUAL**

- 7.1. The Acquisitions and any other transactions contemplated in relation to the Acquisitions are not expected to have any material effect on the net tangible assets per share and the earnings per share of the Group for the current financial year ending 31 December 2025.
- 7.2. As the relative figures as computed on the bases set out in Rule 1006 of the Listing Manual (“**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) do not exceed 5.0%, the Acquisitions constitute “non-disclosable” transactions under Rule 1008 of the Listing Manual.

## **8. NO DIRECTORS’ SERVICE CONTRACTS**

No person is proposed to be appointed as a director of the Company in connection with the Acquisitions or any other transactions contemplated in relation to the Acquisitions.

## **9. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

None of the Directors or substantial shareholders of the Company have any interests, direct or indirect, in the Acquisitions other than in their capacity as Directors or shareholders.

## **10. CAUTIONARY STATEMENT**

Shareholders are advised to exercise caution in trading their shares. There is no certainty or assurance as at the date of this announcement that the Proposed SDS Acquisition will be completed. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

By Order of the Board

Ng Sook Hwa  
Chief Financial Officer

24 July 2025