MANDATORY UNCONDITIONAL CASH OFFER

by

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

to acquire all the issued and paid-up ordinary shares in the capital of

AOXIN Q & M DENTAL GROUP LIMITED
(Company Registration Number: 201110784M)
(Incorporated in the Republic of Singapore)

other than those already owned, controlled or agreed to be acquired by Q & M Dental Group (Singapore) Limited and parties acting in concert with it

OFFER ANNOUNCEMENT

1. INTRODUCTION

1.1. Q & M Dental Group (Singapore) Limited (the "**Offeror**") wishes to announce that the Offeror intends to make a mandatory unconditional cash offer ("**Offer**") for all the issued and paid-up ordinary shares ("**Shares**") in the capital of Aoxin Q & M Dental Group Limited (the "**Company**") other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror (collectively, the "**Offeror Concert Party Group**") in accordance with Rule 14 of the Singapore Code on Take-Overs and Mergers (the "**Code**").

1.2. Further information on the Offeror and the Offeror Concert Party Group is set out in paragraph 5 below.

2. THE SECURITY ENFORCEMENT

2.1. The Offeror has today acquired 87,973,480 Shares from Health Field Enterprises Limited ("**HFEL**") pursuant to the share security agreement dated 12 October 2016 entered into by HFEL in favour of the Offeror ("**Share Security Agreement**"). The acquisition was completed at the volume weighted average price ("**VWAP**") of S$0.0321 per Share for trades done on 22 April 2025, being the last full market day on which the Shares were traded on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") up to the trading halt on 28 April 2025 (the "**Last Trading Date**") and forms the partial settlement of the profit guarantee amounts owed by Dr. Shao Yongxin ("**Dr. Shao**") and HFEL[1] pursuant to the master agreement dated

[1] As disclosed in the Company's initial public offering offer document dated 18 April 2017 ("**IPO Offer Document**") and the Offeror's circular dated 14 October 2016 ("**2016 Circular**"), HFEL is a company incorporated in the British Virgin Islands which is 100.00% held by Action Health Enterprises Limited (which is in turn 100.00% held by Dr. Shao).

13 November 2013 ("**Master Agreement**")[2] and the Share Security Agreement ("**Security Enforcement**")[3].

2.2. Following completion of the Security Enforcement, the Offeror Concert Party Group has increased its shareholding percentage in the Company from approximately 33.33% to 50.53%. In accordance with Rule 14.1 of the Singapore Code on Take-overs and Mergers (the "**Code**"), the Offeror will make a mandatory unconditional cash offer for:

2.2.1. all the Shares other than those already owned, controlled or agreed to be acquired by the Offeror Concert Party Group; and

2.2.2. all new Shares unconditionally issued or to be issued, or treasury shares unconditionally delivered or to be delivered, as the case may be, prior to the final closing date of the Offer, pursuant to the valid vesting and release of any outstanding awards ("**Awards**") granted under the Aoxin Q & M Performance Share Plan and/or exercise of options ("**Options**") under the Aoxin Q & M Employee Share Option Scheme approved and adopted by shareholders of the Company on 9 January 2019,

(collectively, the "**Offer Shares**").

Based on the latest information available to the Offeror as at the date of this announcement, there are no outstanding Awards or Options granted.

2.3. Further details of the Security Enforcement are contained in the Offeror's announcement dated 30 April 2025, which is available on the Offeror's corporate website at https://qandm-dental.listedcompany.com/newsroom.html and the website of the SGX-ST at www.sgx.com.

3. TERMS OF THE OFFER

Subject to the terms and conditions to be set out in the offer document to be issued by the Offeror ("**Offer Document**"), the Offeror will make the Offer for all the Offer Shares in accordance with Rule 14 of the Code on the following basis:

(a) **Offer Price**

The consideration for each Offer Share will be as follows:

For each Offer Share: S$0.0321 in cash ("Offer Price").

The Offer Price is final and the Offeror does not intend to revise the Offer Price.

(b) **No Encumbrances**

The Offer Shares will be acquired:

(i) fully paid-up;

[2] The term "**Master Agreement**" includes the supplemental agreements dated 2 December 2013, 6 July 2014, 12 October 2016 and 27 February 2017. Please refer to the Company's IPO Offer Document and the Offeror's 2016 Circular for more information in relation to the Master Agreement. Copies of the IPO Offer Document and the 2016 Circular are available on the website of the SGX-ST at www.sgx.com.

[3] Please refer to the Company's IPO Offer Document and the Offeror's 2016 Circular for more information in relation to the Share Security Agreement. Copies of the IPO Offer Document and the 2016 Circular are available on the website of the SGX-ST at www.sgx.com.

(ii) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever; and

(iii) together with all rights, benefits and entitlements attached thereto as at the date this announcement (the "**Announcement Date**") and thereafter attaching thereto (including the right to receive and retain all dividends, rights and other distributions or return of capital, if any, which may be announced, declared, paid or made thereon by the Company) on or after the Announcement Date.

If any dividend, right or other distribution or return of capital is announced, declared, paid or made by the Company on or after the Announcement Date, the Offeror reserves the right to reduce the Offer Price by an amount equivalent to such dividend, right, other distribution or return of capital.

(c) **Unconditional**

The Offer is unconditional in all respects.

(d) **No Awards and/or Options Offer**

Based on the latest information available to the Offeror, there are no outstanding Awards or Options granted under the Aoxin Q & M Performance Share Plan and/or the Aoxin Q & M Employee Share Option Scheme. Accordingly, the Offeror will not make an offer to acquire any outstanding Awards or Options.

(e) **Duration of the Offer**

The Offer will open for 28 days after the date on which the Offer Document is posted. The Offeror does not intend to extend the Offer beyond 5:30 p.m. on the date falling 28 days after the date on which the Offer Document is posted. Notice of such intention will be set out in the Offer Document, save that such notice shall not be capable of being enforced in a competitive situation. The terms of the Offer will also not be revised by the Offeror.

Further information on the Offer and the terms and conditions upon which the Offer will be made, shall be set out in the Offer Document to be issued.

4. FINANCIAL EVALUATION OF THE OFFER

The Offer Price represents the following discount to / (premium) over the benchmark prices of the Shares as listed below:

	Description	Benchmark Price (S$)[(1)]	Discount to / (premium) over (%)[(2)]
(a)	Last transacted price per Share on 22 April 2025, being Last Trading Date	0.0321	0.00%

(b)	VWAP per Share for the one (1)-month period prior to and including the Last Trading Date	0.0384	16.41%
(c)	VWAP per Share for the three (3)-month period prior to and including the Last Trading Date	0.0396	18.94%
(d)	VWAP per Share for the six (6)-month period prior to and including the Last Trading Day	0.0415	22.65%
(e)	VWAP per Share for the 12-month period prior to and including the Last Trading Day	0.0473	32.14%

Notes:

(1) Based on data extracted from Bloomberg L.P. Figures rounded to the nearest four (4) decimal places.

(2) Figures rounded to the nearest two (2) decimal places.

5. INFORMATION ON THE OFFEROR AND OFFEROR CONCERT PARTY GROUP

5.1. Information on the Offeror

The Offeror is a company incorporated in Singapore and is listed on the Mainboard of the SGX-ST. The Offeror, together with its subsidiaries (the "**Offeror Group**") is a leading private dental healthcare group in Southeast Asia.

As at the Announcement Date, the Offeror has an issued share capital (excluding treasury shares) of S$75,903,000 comprising of 948,925,820 issued ordinary shares.

As at the Announcement Date, the directors of the Offeror are:

(a) Dr. Ng Chin Siau (Non-Independent Executive Director/Group Chief Executive Officer) ("**Dr. Ng**");

(b) Mr. Tan Teck Koon (Chairman, Independent Non-Executive Chairman);

(c) Mr. Lim Yeow Hua (Independent Non-Executive Director);

(d) Professor Chew Chong Yin (Independent Non-Executive Director) ("**Prof Chew**"); and

(e) Dr. Ang Ee Peng Raymond (Alternate Director to Dr. Ng Chin Siau) ("**Dr. Raymond**").

5.2. Information on the Offeror Concert Party Group

As at the Announcement Date, the Offeror Concert Party Group includes the following individuals and entities:

(a) the Offeror;

(b) directors of the Offeror;

(c) Quan Min Holdings Pte. Ltd. ("**QMH**", being the Offeror's parent company, holding approximately 52.43% of the shares in the Offeror);

(d) Madam Foo Siew Jiuan ("**Mrs. Ng**", being the wife of Dr. Ng); and

(e) Ms. Ng Sook Hwa ("**Ms. Ng**", being the Chief Financial Officer of the Offeror and the sister of Dr. Ng),

and the Offeror Concert Party Group currently holds an aggregate of 258,486,418 Shares, representing approximately 50.53% of the total number of issued Shares (excluding treasury shares), as follows:

(a) the Offeror holds directly 255,644,318 Shares, following the acquisition of Security Enforcement Shares, representing approximately 49.98% of the total number of issued Shares (excluding treasury shares);

(b) QMH holds directly 2,562,800 Shares, representing approximately 0.50% of the total number of issued Shares (excluding treasury shares);

(c) Dr. Ng holds directly 163,300 Shares, representing approximately 0.03% of the total number of issued Shares (excluding treasury shares);

(d) Mrs. Ng holds directly 10,000 Shares, representing approximately 0.002% of the total number of issued Shares (excluding treasury shares);

(e) Prof Chew holds directly 100,000 Shares, representing approximately 0.02% of the total number of issued Shares (excluding treasury shares); and

(f) Dr. Raymond holds directly 6,000 Shares, representing approximately 0.001% of the total number of issued Shares (excluding treasury shares).

6. INFORMATION ON THE COMPANY

6.1. The Company is incorporated in Singapore with limited liability and is listed on the Catalist board of the SGX-ST. The core business of the Company and its subsidiaries (the "**Aoxin Group**") are (a) the provision of private dental services; (b) the distribution of dental equipment and supplies; and (c) provision of laboratory services. Following the completion of the Security Enforcement, the Offeror holds approximately 49.98% of the total number of issued Shares (excluding treasury shares) in the Company.

6.2. Based on public information available as at the Announcement Date, the Company has an issued and paid-up capital of RMB445,723,000 (or approximately S$83,082,767[4]), comprising 511,522,048 Shares (excluding treasury shares).

6.3. As at the Announcement Date, the directors of the Company are:

(a) Mr. Chua Ser Miang (Non-Executive Chairman and Independent Director);

[4] Based on the closing exchange rate of approximately RMB/SGD 0.1864 as at 31 December 2024, extracted from the Monetary Authority of Singapore's website

(b) Dr. Shao (Executive Director and Group Chief Executive Officer);

(c) Prof Chew (Independent Non-Executive Director);

(d) Mr. Lin Ming Khin (Independent Non-Executive Director);

(e) Ms. Ng (Non-Executive and Non-Independent Director); and

(f) Dr. Ng (Non-Executive and Non-Independent Director).

7. IPO RESTRICTED SHAREHOLDERS

7.1. The Offeror has only acquired 87,973,480 Shares as partial settlement of the profit guarantee amounts owed by Dr. Shao and HFEL, and the remaining 21,428,229 Shares not acquired by the Offeror and held by HFEL will continue to be subject to the Share Security Agreement.

7.2. In addition to the Share Security Agreement, as disclosed in the Company's IPO Offer Document, the Offeror had also entered into an agreement dated 12 October 2016 (the "**IPO Share Restriction Agreement**"), with certain shareholders of the Company, namely, HFEL, Finest International Limited, Mountain Limited, Excellent Warship International Limited, Joyce International Limited (collectively, the "**Aoxin IPO Restricted Shareholders**"), pursuant to which, each of the parties agreed, amongst others, not to transfer or sell the Shares held by them ("**Aoxin IPO Share Restriction**"), save in compliance with the terms of the IPO Share Restriction Agreement, at any time and ending six (6) years from the listing date of the Company or until the Offeror ceases to hold any Shares, whichever is later (the "**Aoxin IPO Restricted Period**"). The shareholding of the Aoxin IPO Restricted Shareholders is set out in the table below:

Name of Aoxin IPO Restricted Shareholder	No. of Shares subject to share restriction	Approximate percentage shareholding in the Company [(1)] (%)
HFEL	21,428,229 (Shares not acquired pursuant to the Security Enforcement)	4.19
Finest International Limited	10,516,320	2.06
Mountain Limited	7,265,605	1.42
Excellent Warship International Limited	5,502,969	1.08
Joyce International Limited	2,026,471	0.40
Total	**46,739,594**	**9.14**

Note:

(1) Based on the issued and paid-up share capital of the Company comprising of 511,522,048 Shares.

7.3. As disclosed in paragraphs 9.1 and 9.2 of this announcement, the Offeror intends to preserve the listing status of the Company and will be making the Offer in compliance with Rule 14.1 of the Code. In this regard, the Offeror does not intend to release the Aoxin IPO Restricted Shareholders from the Aoxin IPO Share Restriction.

7.4. **Accordingly, the Aoxin IPO Restricted Shareholders will not be able to accept the Offer in relation to the 46,739,594 Shares which are subject to the Aoxin IPO Share Restriction.**

8. RATIONALE FOR THE OFFER

8.1. Rationale

The Offer is made by the Offeror to comply with Rule 14.1 of the Code because following completion of the Security Enforcement, the Offeror Concert Party Group have increased its shareholding percentage in the Company from approximately 33.33% to 50.53%.

8.2. Intention of the Offeror

The Offeror has no current intention to (a) make material changes to the existing business of the Aoxin Group, (b) re-deploy the Aoxin Group's fixed assets (if any), or (c) discontinue the employment of the existing employees of the Aoxin Group, other than in the ordinary course of business. The Offeror however retains the flexibility at any time to consider options or opportunities which may present themselves and which it may regard to be in the interests of the Offeror or the Aoxin Group.

It is the current intention of the Offeror to maintain the present listing status of the Company on the SGX-ST following completion of the Offer. In the event that the trading of the Shares on the SGX-ST is suspended pursuant to Rule 724 or 1104 of the Listing Manual Section B: Rules of Catalist of the SGX-ST (the "**Catalist Rules**"), the Offeror intends to work together with the Company to lift the suspension by the SGX-ST.

9. LISTING STATUS AND COMPULSORY ACQUISITION

9.1. Listing Status

Pursuant to Rule 1104 of the Catalist Rules, upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that bring the holdings owned by Offeror and its concert parties to above 90% of the total number of issued Shares (excluding treasury shares), the SGX-ST may suspend the trading of the Shares in the Ready and Unit Share markets until it is satisfied that at least 10% of the total number of issued Shares (excluding treasury shares) are held by at least 200 shareholders who are members of the public. Rule 1303(1) of the Catalist Rules provides that if the Company succeeds in garnering acceptances exceeding 90% of the total number of issued Shares (excluding treasury shares), thus causing the percentage of the total number of issued Shares (excluding treasury shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the close of the Offer.

In addition, under Rule 724 of the Catalist Rules, if the percentage of the total number of issued Shares (excluding treasury shares) held in public hands falls below 10%, the Company must, as soon as practicable, notify its sponsor and announce that fact, and the SGX-ST may suspend the trading of all the Shares. Rule 724 of the Catalist Rules further states that the SGX-ST may allow the Company a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of Shares (excluding treasury shares) in public hands to at least 10%, failing which the Company may be removed from the official list of the SGX-ST.

It is the current intention of the Offeror to maintain the present listing status of the Company on the SGX-ST following completion of the Offer. In the event that the trading of the Shares on the SGX-ST is suspended pursuant to Rule 724 or 1104 of the Catalist Rules, the Offeror intends to work together with the Company to lift the suspension by the SGX-ST.

9.2. **No Compulsory Acquisition**

Pursuant to Section 215(1) of the Companies Act 1967 of Singapore ("**Companies Act**"), if the Offeror receives valid acceptances pursuant to the Offer in respect of not less than 90% of the total number of Shares (excluding treasury shares and other than those already held as at the date of the Offer by the Offeror and its related corporations (or their respective nominees) or any person or body corporate falling within the meaning of Section 215(9A) of the Companies Act), the Offeror will be entitled to exercise the right to compulsorily acquire, at the Offer Price, all the Shares from the Company's shareholders who have not accepted the Offer, and proceed to delist the Company from the SGX-ST.

However, it is the current intention of the Offeror to maintain the listing status of the Company on the SGX-ST. As such, the Offeror does not intend to exercise the right of compulsory acquisition which it may have under Section 215(1) of the Companies Act.

10. DISCLOSURE OF SHAREHOLDINGS AND DEALINGS

10.1. **No other Holdings or Dealings**

Save as set out in paragraph 2, as at the Announcement Date and based on the latest information available to the Offeror, none of the Offeror Concert Party Group (the "**Relevant Persons**"):

(a) owns, controls or has agreed to acquire any (A) Shares, (B) securities which carry voting rights in the Company or (C) convertible securities, warrants, options or derivatives in respect of the Shares or securities which carry voting rights in the Company (collectively, "**Company Securities**"); or

(b) has dealt for value in any Company Securities during the six (6)-month period immediately preceding the Announcement Date.

10.2. **Other Arrangements**

Save as set disclosed in this announcement, and as at the Announcement Date and based on the latest information available to the Offeror, none of the Relevant Persons has:

(a) entered into an arrangement (whether by way of option, indemnity or otherwise) in relation to shares of the Offeror or the Company which might be material to the Offer;

(b) granted any security interest relating to any Company Securities to another person, whether through a charge, pledge or otherwise;

(c) borrowed any Company Securities from another person (excluding borrowed Company Securities which have been on-lent or sold); or

(d) lent any Company Securities to another person.

10.3. **Irrevocable Undertaking**

Save as disclosed in paragraph 7 and based on the latest information available to the Offeror, none of the Relevant Persons has secured any irrevocable undertaking from any party to accept or reject the Offer as at the Announcement Date.

10.4. **Further Enquiries**

In the interests of confidentiality, save for the Relevant Persons, the Offeror has not made enquiries in respect of certain other parties who are or may be presumed to be acting in concert with the Offeror in connection with the Offer. Further enquiries will be made of such persons and the relevant disclosures (if any) will be made in due course and in the Offer Document.

10.5. **Disclosure of Dealings**

In accordance with the Code, the associates (as defined under the Code, and which includes all substantial shareholders) of the Company and the Offeror are hereby reminded to disclose their dealings in any securities of the Company under Rule 12 of the Code.

11. CONFIRMATION OF FINANCIAL RESOURCES

Oversea-Chinese Banking Corporation Limited ("**OCBC**") confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer in respect of the Offer Shares (including the 46,739,594 Shares which are subject to the Aoxin IPO Share Restriction). For the avoidance of doubt, OCBC is not acting as financial adviser to the Offeror for the Offer.

12. OVERSEAS SHAREHOLDERS OF THE COMPANY

12.1. **Overseas Jurisdictions**

This announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this announcement in any jurisdiction in contravention of any applicable law. The Offer will be made solely by the Offer Document and the relevant form(s) of acceptance accompanying the Offer Document, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted. **For the avoidance of doubt, the Offer is open to all shareholders holding the relevant Shares, including those to whom the Offer Document and relevant form(s) of acceptance may not be sent.**

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this announcement is released, published or distributed should inform themselves about and observe such restrictions.

Copies of this announcement and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the law of that jurisdiction (a "**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

12.2. **Overseas Shareholders of the Company**

The availability of the Offer to the shareholders of the Company whose addresses are outside Singapore as shown in the register of members of the Company or in the records of The Central Depository (Pte) Limited (as the case may be) (each, an "**Overseas Shareholder**") may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas Shareholders should inform themselves of, and observe, any applicable requirements in the relevant overseas jurisdictions. Further details in relation to Overseas Shareholders will be contained in the Offer Document.

The Offeror reserves the right to notify any matter, including the fact that the Offer have been made, to any or all shareholders of the Company who are not resident in Singapore by announcement to the SGX-ST or notice and if necessary, by paid advertisement in a newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any shareholder of the Company to receive or see such announcement, notice or advertisement.

13. OFFER DOCUMENT

The Offer Document containing the terms and conditions of the Offer and enclosing the appropriate form(s) of acceptance of the Offer will be despatched to the shareholders of the Company not earlier than 14 days and not later than 21 days from the Announcement Date. **Shareholders of the Company are advised to exercise caution and seek appropriate independent professional advice when dealing in the Shares.**

14. DIRECTORS' RESPONSIBILITY STATEMENT

14.1. The directors of the Offeror (the "**Offeror Directors**") (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly.

14.2. Where any information has been extracted or reproduced from published or otherwise publicly available sources (including without limitation, in relation to the Aoxin Group), the sole responsibility of the Offeror Directors has been to ensure, through reasonable enquiries, that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

Issued by
Q & M DENTAL GROUP (SINGAPORE) LIMITED

30 April 2025

Any inquiries relating to the Offer should be directed to the following:

Q & M Dental Group (Singapore) Limited

Tel: (65) 67059888

FORWARD-LOOKING STATEMENTS

All statements other than statements of historical facts included in this announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast", "target" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information.

Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results or outcomes may differ materially from those described in such forward-looking statements. Aoxin's shareholders and investors should not place undue reliance on such forward-looking statements, and the Offeror undertakes no obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.