



Q & M Dental Group (Singapore) Limited
(Company Registration Number 200800507R)
(Incorporated in the Republic of Singapore)

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- (1) **UPDATE ON THE PROPOSED ACQUISITION OF SENGKANG DENTAL SURGERY;**
 - (2) **ENTRY INTO BINDING MEMORANDUM OF UNDERSTANDING FOR THE PROPOSED ACQUISITION OF ANN ARBOR DENTAL SURGERY PTE. LTD.; AND**
 - (3) **ENTRY INTO BINDING MEMORANDUM OF UNDERSTANDING FOR THE PROPOSED ACQUISITION OF SOUTHBANK PRIVATE LIMITED**
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1 UPDATE ON THE PROPOSED ACQUISITION OF SENGKANG DENTAL SURGERY

- 1.1 Q & M Dental Group (Singapore) Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to its announcement dated 24 July 2025 (the “**Previous Announcement**”) in relation to the Company’s entry into a binding memorandum of understanding (“**SDS MOU**”) between the Company and Seah Sai Long for the proposed acquisition of Sengkang Dental Surgery (“**Proposed SDS Acquisition**”).
- 1.2 *Unless as otherwise defined, all capitalised terms used herein shall have the same meaning ascribed to them in the Previous Announcement.*
- 1.3 Further to the Previous Announcement, the Board wishes to update shareholders of the Company (“**Shareholders**”) that pursuant to the SDS MOU, the business, assets and operations of Sengkang Dental Surgery have been transferred to the SDS Target, a new private company incorporated by Seah Sai Long. Following, among other things, the satisfactory completion of due diligence, the Company has, on 14 January 2026, entered into a sale and purchase agreement with Seah Sai Long in relation to the purchase of the SDS Sale Shares.
- 1.4 In connection with the Proposed SDS Acquisition, Dr Teo Hiow Hoong has entered into a 5-year service agreement with the Group for the provision of his services as a Dental Surgeon within the Group.
- 1.5 As of the date of this announcement, the Proposed SDS Acquisition has been completed.

2 THE PROPOSED ACQUISITIONS

- 2.1 The Board wishes to announce that the Company has entered into the following agreements:
 - 2.1.1 a binding memorandum of understanding between the Company, Lim Peng Soon and Teoh Siew Gaik for the proposed acquisition of Ann Arbor Dental Surgery Pte. Ltd. (“**Ann Arbor**”) on 10 February 2026 (“**Ann Arbor MOU**”) (the “**Proposed Ann Arbor Acquisition**”); and
 - 2.1.2 a binding memorandum of understanding for the proposed acquisition of Southbank Private Limited (“**Southbank**”) on 10 February 2026 (“**Southbank MOU**”) (the “**Proposed Southbank Acquisition**”),(collectively, the “**Proposed Acquisitions**”).

The Proposed Acquisitions are subject to, among other things, the parties entering into the respective definitive agreements on mutually acceptable terms, and the satisfaction of various conditions, including the conduct and completion of legal, financial and operational due diligence on the respective targets, its subsidiaries, its clinics, and the vendors.

3 PROPOSED ANN ARBOR ACQUISITION

3.1 Information on Ann Arbor

Ann Arbor is a company incorporated in Singapore and operates a dental clinic business, Ann Arbor Dental Surgery, which provides a range of dental services including general dentistry, cosmetic dentistry, orthodontics and oral surgery. Under the Proposed Ann Arbor Acquisition, the Company intends to acquire 100% of the issued share capital of the Ann Arbor (the “**Ann Arbor Sale Shares**”).

3.2 Information on the sellers

As at the date of this announcement, the sellers are the directors of Ann Arbor, as well as the legal and beneficial owners of the entire issued and paid-up share capital of Ann Arbor, with each Seller holding 50% of the total shareholding in Ann Arbor.

As at the date of this announcement, neither the sellers nor their respective associates hold shares in the capital of the Company (“**Shares**”). The sellers are not directly or indirectly related to any of the Directors or controlling shareholders (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Listing Manual**”)) of the Company and/or their respective associates (as defined in the Listing Manual).

3.3 Principal Terms of the Ann Arbor MOU

3.3.1 Consideration

The consideration for the Proposed Ann Arbor Acquisition shall be an aggregate of S\$1,200,000 (“**Consideration**”), to be satisfied in the following manner:

- (a) S\$840,000 in cash (“**Cash Consideration**”) after completion of the Proposed Ann Arbor Acquisition (“**Completion**”); and
- (b) the issuance of new Shares of the Company (“**Consideration Shares**”) equivalent to S\$360,000 after Completion, at an issue price to be determined based on the volume weighted average price of the Shares traded on the SGX-ST on the date of issuance.

The Consideration was arrived at after negotiations with the sellers on a willing-buyer, willing-seller basis. In arriving at the Consideration, the Company and Ann Arbor have taken into account, *inter alia*, the current market conditions, the history, track record and future prospects of Ann Arbor, and the strategic merits of the Proposed Ann Arbor Acquisition.

3.3.2 Consideration Shares and Moratorium

The number of Consideration Shares to be issued will be determined based on the volume weighted average price of the Shares traded on the SGX-ST on the date of issuance.

The Consideration Shares will be issued and allotted pursuant to the general share issue mandate granted by Shareholders, by way of an ordinary resolution at the annual general meeting of the Company held on 28 April 2025, or such general share issue mandate to be sought for approval at the next annual general meeting to be convened.

The Consideration Shares will be issued free from all claims, charges, liens, pledges, mortgages, and other encumbrances whatsoever and shall rank *pari passu* in all respects with and carry all rights similar to the existing issued Shares, except that they will not rank for any dividend, right, allotment or other distributions, the Record Date (as defined below) for which falls on or before the date of the allotment and issue of the Consideration Shares. For the purposes of this paragraph, “**Record Date**” means the date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of Shares.

The Consideration Shares will be subject to a moratorium period of up to five (5) years from Completion, on such terms and conditions to be set out in the sale and purchase agreement.

3.3.3 Conditions Precedent

The Proposed Ann Arbor Acquisition will be conditional upon the fulfilment of various conditions precedent (“**Conditions Precedent**”) that are usual and customary for transactions the nature of which are similar to the Proposed Ann Arbor Acquisition, including but not limited to (i) completion of satisfactory due diligence; (ii) the sellers having entered into a service agreement for a minimum term of seven (7) years following Completion; and (iii) the sellers having entered into a share pledge agreement.

3.3.4 Profit Guarantee

The Proposed Ann Arbor Acquisition will be supported by a profit guarantee from the sellers of up to approximately S\$800,000 (the “**Profit Guarantee**”). In view of the Profit Guarantee, the Company provides the following information in accordance with Rule 1013(1) of the Listing Manual:

(a) **Rule 1013(1)(a) of the Listing Rules: the views of the Board in accepting the Profit Guarantee and the factors taken into consideration and basis for such a view.**

The Board has considered and accepted the Profit Guarantee after taking into account, among other things, the historical financial performance of Ann Arbor, its current operations, and its financial forecasts. In forming its view, the Board has also considered the business of Ann Arbor, its growth prospects, the synergistic benefits of the collaboration, and the prevailing industry conditions, and is of the opinion that the Profit Guarantee is reasonable.

(b) **Rule 1013(1)(b) of the Listing Manual: the principal assumptions including commercial bases and assumptions upon which the quantum of the Profit Guarantee is based.**

The quantum of the Profit Guarantee is based on, among other things, the historical financial performance of Ann Arbor, its current operations, and its financial forecasts.

(c) **Rules 1013(1)(c) and 1013(1)(d) of the Listing Manual: the manner and amount of compensation to be paid by the Sellers in the event that the Profit Guarantee is not met and the conditions precedent, if any, and the detailed basis for such a compensation, and the safeguards put in place to ensure the Company's right of recourse in the event that the Profit Guarantee is not met, if any.**

In the event that the Profit Guarantee is not met, the sellers shall compensate for any shortfall in the first instance, by payment in cash from an escrow account to be deposited by the sellers, and to the extent that the funds in the escrow account are insufficient to cover the shortfall, by further payment in cash by the sellers. Further details relating to the Profit Guarantee will be agreed between the parties and set out in the sale and purchase agreement.

4 PROPOSED SOUTHBANK ACQUISITION

Southbank is a company incorporated in Singapore and operates a dental clinic business, TEETH @ Tiong Bahru Dental Clinic. Under the Proposed Southbank Acquisition, the Company intends to acquire 100% of the issued share capital of the Southbank (the “**Southbank Sale Shares**”). The total aggregate consideration payable by the Company pursuant to the Proposed Southbank Acquisition is an aggregate of S\$400,000, which was arrived at on a willing-buyer, willing-seller basis.

5 RATIONALE FOR THE PROPOSED ACQUISITIONS AND SOURCE OF FUNDS

The Proposed Acquisitions are undertaken as part of the Group’s plan to expand its dental business in Singapore. The targets are established dental practices in Singapore with a good reputation and operating track record. The Board is of the view that the Proposed Acquisitions will complement the Group’s existing operations, strengthen its market position and support sustainable growth of the Group’s dental business. The Proposed Acquisitions will be funded by internal resources of the Group.

6 VALUE OF ASSETS

Based on the latest unaudited accounts of Ann Arbor and Southbank for the financial year ended 31 December 2024 and 31 March 2025 respectively, the total book value, net tangible assets and net profits attributable to the Ann Arbor Sale Shares and the Southbank Sale Shares are approximately S\$1.5 million, S\$1.5 million and S\$0.2 million respectively. No independent valuation has been conducted on the Ann Arbor Sale Shares and the Southbank Sale Shares.

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

- 7.1 The Proposed Acquisitions and any other transactions contemplated in relation to the Proposed 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 2026.
- 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 Proposed Acquisitions constitute “non-disclosable” transactions under Rule 1008 of the Listing Manual.
- 7.3 Notwithstanding the above, as the Proposed Ann Arbor Acquisition involves the issuance of the Consideration Shares, the information set out in Part VI of the Listing Manual has been disclosed in compliance with Rule 1009 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 Proposed Acquisitions or any other transactions contemplated in relation to the Proposed Acquisitions.

9 INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

To the best of the Board’s knowledge, as of the date of this announcement, none of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the Proposed Acquisitions, other than through their respective shareholdings (if any) in the Company.

10 DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Ann Arbor MOU will be available for inspection during normal business hours at the Company's registered office at 2 Jurong Street East 21, #05-01, IMM Building, Singapore 609601 for a period of 3 months from the date of this announcement.

11 FURTHER ANNOUNCEMENT(S)

The Company will make the necessary announcement(s) in relation to the Proposed Acquisitions as and when there are any material developments on the matter, including the signing of any definitive agreements.

12 CAUTIONARY STATEMENT

Shareholders of the Company are advised to exercise caution in trading the shares of the Company. There is no certainty or assurance that the Proposed Ann Arbor Acquisition and/or the Proposed Southbank Acquisition will proceed to completion. Shareholders are advised to read this announcement and any further announcements by the Company carefully. In the event of any doubt, Shareholders should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisors.

By Order of the Board

Ng Sook Hwa
Chief Financial Officer
11 February 2026