NOTICE OF ANNUAL GENERAL MEETING

This Notice has been made available on SGXNET and the Company's website and may be accessed at https://qandm-dental.listedcompany.com/. A printed copy of this Notice will NOT be despatched to members.

NOTICE IS HEREBY GIVEN that the annual general meeting of Q & M Dental Group (Singapore) Limited (the "**Company**") will be held by way of electronic means on Monday, 26 April 2021 at 3.00 p.m. (the "**AGM**" or "**Meeting**") to transact the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the directors' statement and audited financial statements of the Company for the financial year ended 31 December 2020 together with the auditor's report thereon. **(Resolution 1)**

2. To declare a final tax exempt (1-tier) dividend of 0.5 cents per share for the financial year ended 31 December 2020. **(Resolution 2)**

3. To approve the payment of directors' fees of S$246,000/- for the financial year ended 31 December 2020 [2019: S$192,000/-]. **(Resolution 3)**

4. To re-elect Mr Narayanan Sreenivasan, retiring pursuant to article 104 of the Company's constitution (the "**Constitution**"). **(Resolution 4)**

   [see Explanatory Note (i)]

5. To re-elect Mr Chik Wai Chiew (Zhi Weichao), retiring pursuant to article 104 of the Constitution. **(Resolution 5)**

   [see Explanatory Note (ii)]

6. To re-appoint Messrs RSM Chio Lim LLP as auditors of the Company and to authorise the directors of the Company to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

7. **Approval for Continued Appointment of Mr Narayanan Sreenivasan as Independent Director by Members** **(Resolution 7)**

   That, contingent upon the passing of ordinary resolutions 4 and 8 herein, the members do hereby approve the continued appointment of Mr Narayanan Sreenivasan as an independent director of the Company, for purposes of rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**Mainboard Rules**") (which will take effect on 1 January 2022) ("**Rule 210(5)(d)(iii)**") and that the authority conferred by this resolution shall continue in force until the earlier of the following:

   (i) the retirement or resignation of Mr Narayanan Sreenivasan as a director of the Company; or

   (ii) the conclusion of the third annual general meeting of the Company following the passing of this resolution.

   [see Explanatory Note (iii)]

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SPECIAL BUSINESS (Cont'd)

8. **Approval for Continued Appointment of Mr Narayanan Sreenivasan as Independent Director by Members (excluding directors, chief executive officer, and their associates)** **(Resolution 8)**

That, contingent upon the passing of ordinary resolutions 4 and 7 herein, the members (excluding the directors of the Company, chief executive officer of the Company, and their associates) do hereby approve the continued appointment of Mr Narayanan Sreenivasan as an independent director of the Company, for purposes of Rule 210(5)(d)(iii) and that the authority conferred by this resolution shall continue in force until the earlier of the following:

(i) the retirement or resignation of Mr Narayanan Sreenivasan as a director of the Company; or

(ii) the conclusion of the third annual general meeting of the Company following the passing of this resolution.

[see Explanatory Note (iii)]

9. **Approval for Continued Appointment of Mr Ng Weng Sui Harry as Independent Director by Members** **(Resolution 9)**

That, contingent upon the passing of ordinary resolution 10 herein, the members do hereby approve the continued appointment of Mr Ng Weng Sui Harry as an independent director of the Company, for purposes of Rule 210(5)(d)(iii) and that the authority conferred by this resolution shall continue in force until the earlier of the following:

(i) the retirement or resignation of Mr Ng Weng Sui Harry as a director of the Company; or

(ii) the conclusion of the third annual general meeting of the Company following the passing of this resolution.

[see Explanatory Note (iii)]

10. **Approval for Continued Appointment of Mr Ng Weng Sui Harry as Independent Director by Members (excluding directors, chief executive officer, and their associates)** **(Resolution 10)**

That, contingent upon the passing of ordinary resolution 9 herein, the members (excluding the directors of the Company, chief executive officer of the Company, and their associates) do hereby approve the continued appointment of Mr Ng Weng Sui Harry as an independent director of the Company, for purposes of Rule 210(5)(d)(iii) and that the authority conferred by this resolution shall continue in force until the earlier of the following:

(i) the retirement or resignation of Mr Ng Weng Sui Harry as a director of the Company; or

(ii) the conclusion of the third annual general meeting of the Company following the passing of this resolution.

[see Explanatory Note (iii)]

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SPECIAL BUSINESS (Cont'd)

11. **Authority to Issue and Allot Shares** **(Resolution 11)**

(a) That pursuant to section 161 of the Companies Act, Chapter 50 of Singapore (the "**Act**") and the Mainboard Rules, approval be and is hereby given to the directors of the Company at any time to such persons and upon such terms and for such purposes as the directors of the Company may in their absolute discretion deem fit, to:

(i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;

(iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and

(b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the directors of the Company while the authority was in force, provided always that:

(i) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued shares excluding treasury shares and subsidiary holdings, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares and subsidiary holdings. Unless prior shareholders' approval is required under the Mainboard Rules, an issue of treasury shares will not require further shareholders' approval and will not be included in the aforementioned limits;

For the purpose of this resolution, the total number of issued shares excluding treasury shares and subsidiary holdings is based on the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time this resolution is passed, after adjusting for:

(aa) new shares arising from the conversion or exercise of convertible securities;

(bb) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Mainboard Rules; and

(cc) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance with the abovementioned (aa) or (bb) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this resolution.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS (Cont'd)

(ii) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Mainboard Rules for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the Act and the Constitution for the time being of the Company;

(iii) the authority conferred by this resolution shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

[see Explanatory Note (iv)]

12. **Proposed Renewal of Share Buy-Back Mandate** **(Resolution 12)**

(a) That for the purposes of sections 76C and 76E of the Act and such other laws and regulations as may for the time being be applicable, the directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company ("**Shares**") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) on-market purchases (each an "**On-Market Share Purchase**") transacted on the SGX-ST through the SGX-ST's ready market trading system or, as the case may be, any stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

(ii) off-market purchases (each an "**Off-Market Share Purchase**") (if affected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the directors of the Company as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act and the Mainboard Rules;

(the "**Share Buy-Back Mandate**");

(b) any Shares that are purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate shall, at the discretion of the directors of the Company, either be cancelled or held in treasury and dealt with in accordance with the Act;

(c) unless varied or revoked by the Company in general meeting, the authority conferred on the directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the directors of the Company at any time and from time to time during the period commencing from the passing of this resolution and expiring on the earliest of:

(i) the conclusion of the next annual general meeting of the Company or the date on which the next annual general meeting of the Company is held or required by law to be held;

(ii) the date on which the buy-back of the Shares are carried out to the full extent mandated; or

(iii) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked;

SPECIAL BUSINESS (Cont'd)

(d) in this resolution:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded immediately preceding the date of making the On-Market Share Purchase by the Company or, as the case may be, the day of the making of an offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant 5 day period and the day on which the purchases were made;

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase of Shares from the shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Purchase;

"**Market Day**" means a day on which the SGX-ST is open for trading in securities;

"**Maximum Price**" in relation to a Share to be purchased, means an amount per Share (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of an On-Market Share Purchase, 105% of the Average Closing Price; or

(ii) in the case of an Off-Market Share Purchase, 120% of the Average Closing Price;

in either case, excluding related expenses of the purchase or acquisition of Shares by the Company pursuant to the Share Buy-Back Mandate;

"**Prescribed Limit**" means 10% of the total number of Shares as at the date of passing of this resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the issued ordinary share capital of the Company as altered (excluding any subsidiary holdings and treasury shares that may be held by the Company from time to time); and

"**Relevant Period**" means the period commencing from the date on which this resolution is passed and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier; and

(e) the directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing such documents as may be required) as they may consider desirable, expedient or necessary to give effect to the transactions contemplated by this resolution.

[see Explanatory Note (v)]

NOTICE OF ANNUAL GENERAL MEETING

OTHER BUSINESS

13. To transact any other ordinary business which may be properly be transacted at an annual general meeting.

ON BEHALF OF THE BOARD

Dr Ng Chin Siau
Group Chief Executive Officer

11 April 2021

Explanatory Notes:

(i) Ordinary Resolution 4

Subject to his re-election, Mr Narayanan Sreenivasan will remain as the Independent Chairman of the Board of Directors ("**Board**") and member of Audit, Nominating and Remuneration Committees. He is considered independent for the purpose of rule 704(8) of the Mainboard Rules.

Detailed information on Mr Narayanan Sreenivasan can be found in the "**Board of Directors**", "**Directors' Statement**" and "**Report on Corporate Governance**" sections of the Company's Annual Report 2020.

(ii) Ordinary Resolution 5

Subject to his re-election, Mr Chik Wai Chiew (Zhi Weichao) will remain as a non-independent non-executive director. Detailed information on Mr Chik Wai Chiew (Zhi Weichao) can be found in the "**Board of Directors**", "**Directors' Statement**" and "**Report on Corporate Governance**" sections of the Company's Annual Report 2020.

(iii) Ordinary Resolutions 7 to 10

The proposed ordinary resolutions 7 to 10 are to seek approval from the members via a two-tier voting process for Mr Narayanan Sreenivasan and Mr Ng Weng Sui Harry to continue in office as independent directors of the Company for a three-year term pursuant to Rule 210(5)(d)(iii). Subject to the passing of these resolutions, they will continue to serve as independent directors of the Company, until the earlier of their respective retirement or resignation, or the conclusion of the third annual general meeting of the Company following the passing of these resolutions. In the event that the resolutions are not passed, they will continue to serve as independent directors of the Company until the earlier of their respective retirement or resignation, or 31 December 2021.

The Board seeks to strike an appropriate balance between tenure of service, continuity of experience and refreshment of the Board. Such refreshment process of the Board will take some time and cannot happen overnight in order to maintain stability to the Board. Furthermore, the Company benefits from such directors who have, over time, gained valuable insights into the Group, its market and the industry.

The NC and the Board have determined that Mr Narayanan Sreenivasan and Mr Ng Weng Sui Harry remain objective and independent-minded in Board deliberations. Their vast experience enables them to provide the Board and the various Board Committees on which they serve, with pertinent experience and competence to facilitate sound decision-making and that their length of service does not in any way interfere with their exercise of independent judgement nor hinder their ability to act in the best interests of the Company. Additionally, they fulfil the definition of independent directors of the Mainboard Rules and the Code of Corporate Governance 2018. More importantly, the Board trust that they are able to continue to discharge their duties independently with integrity and competency.

(iv) Ordinary Resolution 11

The ordinary resolution 11 proposed above, if passed, will empower the directors of the Company, effective until conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue and allot Shares, make or grant Instruments and to issue Shares pursuant to such Instruments, without seeking any further approval from shareholders in general meeting but within the limitation imposed by this resolution, for such purposes as the directors of the Company may consider would be in the best interests of the Company. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this resolution) to be issued and allotted would not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holding) at the time of passing of this resolution. For issue of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this resolution) other than on a pro-rata basis to all shareholders shall not exceed 20% of the total number of issued Shares (excluding treasury shares and subsidiary holding) at the time of passing of this resolution.

(v) Ordinary Resolution 12

The ordinary resolution 12 proposed above, if passed, will renew the Share Buy-Back Mandate authorising the directors of the Company to buy back shares of the Company by way of on-market purchase(s) and/or off-market purchase(s) according to the rules and regulations prescribed by the Act and the Mainboard Rules. Further details are set out in the attached circular to shareholders dated 11 April 2021 in relation to the Proposed Renewal of the Share Buy-Back Mandate.

Important Notes:

Participation in the AGM via live webcast or live audio-only stream

In view of the ongoing COVID-19 situation, the AGM is being convened, and will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The following steps will be taken:

(a) the Company will provide for the AGM to be shown by live webcast and live audio-only stream;

(b) shareholders who wish to participate in the AGM via live webcast or live audio-only stream must register their details including full name, NRIC/Passport/Company Registration No., mobile number, email and address on the Company's AGM pre-registration website at https://qandm-dentalagm.listedcompany.com/agm-2021 from **3.00 p.m on Sunday, 11 April 2021 to 3.00 p.m. on Thursday, 22 April 2021** ("**Registration Deadline**") for the Company to verify their status as shareholders;

(c) verified shareholders will receive an email by **Saturday, 24 April 2021** containing instructions to access the live webcast or live audio-only stream. Shareholders must not forward the link or their log-in details to third persons who are not shareholders and who are not entitled to attend the AGM proceedings;

(d) shareholders who do not receive an email by **Saturday, 24 April 2021** but have registered before the Registration Deadline should email to: agm@qnm.sg for assistance;

(e) shareholders who have any questions in relation to any agenda item of this notice, shall send their queries to the Company in advance, by **Monday, 19 April 2021**, via email to agm@qnm.sg or post to 2 Clementi Loop, #04-01, Logis Hub @ Clementi, Singapore 129809. **The Company will not be addressing any questions raised by the shareholders during the live webcast and live audio-only stream**; and

(f) the Company will endeavour to upload the Company's responses to substantial and relevant queries from shareholders on the SGXNET and the Company's website by **Thursday, 22 April 2021**. The Chairman of the Meeting will also read out the Company's response to these queries during the AGM.

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Voting by proxy

A shareholder will not be able to vote through the live webcast and live audio-only stream and voting is only through submission of proxy form. If a shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, a shareholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

The accompanying proxy form for the AGM may be accessed from the Company's website at https://qandm-dental.listedcompany.com/ and the SGX website at https://www.sgx.com/securities/company-announcements.

The instrument appointing the Chairman of the Meeting as proxy 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 **3.00 p.m. on Saturday, 24 April 2021**, being not less than forty-eight (48) hours before the time appointed for holding the AGM. Any incomplete/improperly completed proxy form (including proxy form which is not appointing "Chairman of the Meeting" as proxy) will be rejected by the Company.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

For CPF or SRS investors who wish to appoint the Chairman of the AGM 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 AGM, i.e. by 5.00 p.m. on Thursday, 15 April 2021.

Annual Report and other documents

The Company's Annual Report 2020 dated 11 April 2021 has been published and can be accessed from the SGX website at www.sgx.com and the Company's website at https://qandm-dental.listedcompany.com/. No printed copy will be sent to members.

Personal Data Privacy:

By submitting a proxy form appointing proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.