

NOTICE OF ANNUAL GENERAL MEETING

This Notice has been made available on the SGXNET at <https://www.sgx.com/securities/company-announcements> 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 shareholders.

NOTICE IS HEREBY GIVEN that the annual general meeting of Q & M Dental Group (Singapore) Limited (the "**Company**") will be held at 2 Clementi Loop, #03-02 Logis Hub @ Clementi, Singapore 129809 on Monday 24 April 2023 at 2.30 p.m. (the "**AGM**" or the "**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 2022 together with the auditor's report thereon. **(Resolution 1)**
2. To approve the sum of S\$268,333/- to be paid to all independent directors as directors' fees for the financial year ended 31 December 2022 [2021: S\$246,000/-]. **(Resolution 2)**
3. To re-elect Prof Toh Chooi Gait, retiring pursuant to article 104 of the Company's constitution (the "**Constitution**"). **(Resolution 3)**

[\[see Explanatory Note \(i\)\]](#)
4. To re-elect Mr Narayanan Sreenivasan, retiring pursuant to article 104 of the Constitution. **(Resolution 4)**

[\[see Explanatory Note \(ii\)\]](#)
5. To re-elect Dr Ng Chin Siau, retiring pursuant to Rule 720(5) of the Mainboard Rules of the Singapore Exchange Securities Trading Limited ("SGX-ST") (the "Mainboard Rules"). **(Resolution 5)**

[\[see Explanatory Note \(iii\)\]](#)
6. To re-elect Mr Tan Teck Koon, retiring pursuant to article 114 of the Constitution. **(Resolution 6)**

[\[see Explanatory Note \(iv\)\]](#)
7. 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 7)**

SPECIAL BUSINESS

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

8. **Authority to Issue and Allot Shares** **(Resolution 8)**
 - (a) That pursuant to section 161 of the Companies Act 1967 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

NOTICE OF ANNUAL GENERAL MEETING

(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.

(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 (v)]

NOTICE OF ANNUAL GENERAL MEETING

9. Proposed Renewal of Share Buy-Back Mandate

(Resolution 9)

(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;

(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 five (5) days period and the day on which the purchases were made;

NOTICE OF ANNUAL GENERAL MEETING

“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 (vi)]

OTHER BUSINESS

- 10. 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

9 April 2023

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

(i) Ordinary Resolution 3

Subject to her re-election, Prof Toh Chooi Gait will remain as an Independent Non-Executive Director, the Chairman of the Nominating and Remuneration Committees and member of Audit Committee. She is considered independent for the purpose of rule 704(8) of the Mainboard Rules.

Detailed information on Prof Toh Chooi Gait can be found in the **"Board of Directors"**, **"Directors' Statement"** and **"Report on Corporate Governance"** sections of the Company's Annual Report 2022.

(ii) Ordinary Resolution 4

Subject to his re-election, Mr Narayanan Sreenivasan will remain as the Independent Chairman of the Board of Directors 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 2022.

(iii) Ordinary Resolution 5

Subject to his re-election, Dr Ng Chin Siau will remain as a Non-Independent Executive Director of the Company and the Group Chief Executive Officer.

Detailed information on Dr Ng Chin Siau can be found in the **"Board of Directors"**, **"Directors' Statement"** and **"Report on Corporate Governance"** sections of the Company's Annual Report 2022.

(iv) Ordinary Resolution 6

Subject to his re-election, Mr Tan Teck Koon will remain as an Independent Non-Executive Director. He is considered independent for the purpose of rule 704(8) of the Mainboard Rules.

Detailed information on Mr Tan Teck Koon can be found in the **"Board of Directors"**, **"Directors' Statement"** and **"Report on Corporate Governance"** sections of the Company's Annual Report 2022.

(v) Ordinary Resolution 8

The ordinary resolution 8 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.

(vi) Ordinary Resolution 9

The ordinary resolution 9 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 9 April 2023 in relation to the Proposed Renewal of the Share Buy-Back Mandate.

NOTICE OF ANNUAL GENERAL MEETING

Important Notes:

1. The AGM will be held in a wholly physical format, at 2 Clementi Loop, #03-02 Logis Hub @ Clementi, Singapore 129809 on Monday, 24 April 2023 at 2.30 p.m. **There will be no option for shareholders to participate virtually.** Printed copies of this Notice of AGM, proxy form and Annual Report 2022 will NOT be sent to shareholders of the Company. Instead, these documents will be made available on the SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://qandm-dental.listedcompany.com>.
2. Please bring along your NRIC/passport so as to enable the Company to verify your identity. Shareholders are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell.

Voting by proxy

3. A shareholder who is unable to attend the AGM and wishes to appoint proxy(ies) to attend, speak and vote at the AGM on his/ her/its behalf should complete, sign and return the instrument of proxy in accordance with the instructions printed thereon.
4. A proxy need not to be a shareholder of the Company.
5. A shareholder can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.
6. In relation to the appointment of proxy(ies) to attend, speak and vote on his/her/its behalf at the AGM, a shareholder (whether individual or corporate) appointing his/her/its proxy(ies) should give specific instructions as to his/ her/its manner of voting, or abstentions from voting, in respect of a resolution in the instrument of proxy. If no specific instructions as to voting are given, or in the event of any other matter arising at the AGM and/or at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/their discretion.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal, executed as a deed in accordance with the Companies Act 1967 or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy.
8. The instrument appointing the proxy, together with the letter or power of attorney or other authority under which it is signed or a duly certified copy thereof (if applicable), 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 **2.30 p.m. on Saturday, 22 April 2023**, being not less than forty-eight (48) hours before the time appointed for holding the AGM, and in default the instrument of proxy shall not be treated as valid.
9. The proxy must bring along his/her NRIC/passport so as to enable the Company to verify his/her identity.
10. (a) A shareholder who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such shareholder appoints two (2) proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be presented by each proxy in the instrument appointing a proxy or proxies.

NOTICE OF ANNUAL GENERAL MEETING

- (b) A shareholder who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies.

“**Relevant intermediary**” has the meaning ascribed to it in Section 181(6) of the Companies Act 1967.

11. 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 2.30 p.m. on Thursday, 13 April 2023**.
12. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument.

Submission of questions in advance of the AGM

13. Shareholders who have any questions in relation to any agenda item of this notice, may send their queries to the Company in advance, by **Monday, 17 April 2023**, via email to agm@qnm.sg or post to 2 Clementi Loop, #04-01, Logis Hub @ Clementi, Singapore 129809.
14. The Company will endeavour to address all substantial and relevant questions received from Shareholders and will upload the responses on the SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://qandm-dental.listedcompany.com/> at least 48 hours prior to the closing date and time for the lodgement of the proxy forms.
15. The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://qandm-dental.listedcompany.com/> and the minutes will include the responses to the substantial and relevant questions raised during the AGM.

Annual Report and other documents

The Company's Annual Report 2022 and the Letter to Shareholders dated 9 April 2023 (in relation to the proposed renewal of the share buy-back mandate) have been published and may be accessed from the SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://qandm-dental.listedcompany.com/>. No printed copy will be sent to shareholders.

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.