
NOTICE OF EXTRAORDINARY GENERAL MEETING

AOXIN Q & M DENTAL GROUP LIMITED

(Company Registration No. 201110784M)
(Incorporated in the Republic of Singapore)

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings as used in the circular dated 14 October 2021 issued by the Company ("Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of Aoxin Q & M Group Limited ("**Company**") will be held by way of electronic means on Friday, 29 October 2021 at 2.00 p.m. for the purpose of considering, and, if thought fit, passing with or without any modifications, the following Ordinary Resolutions:

This Notice of EGM has been made available on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's website at <http://www.aoxinqm.com.sg>. In view of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, a printed copy of this Notice of EGM will NOT be despatched to Shareholders.

Shareholders should note that the passing of all Ordinary Resolutions set out in this Notice of EGM are inter-conditional. For the avoidance of doubt, this means that if any of the Ordinary Resolutions set out in this Notice of EGM is not approved, the other Ordinary Resolutions would not be carried.

ORDINARY RESOLUTION 1:

THE PROPOSED ACQUISITION OF 49% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF ACUMEN DIAGNOSTICS PTE. LTD. AS AN INTERESTED PERSON TRANSACTION

THAT subject to and contingent upon the passing of Ordinary Resolutions 2, 3, 4, and 5 being approved:

1. the Proposed Acquisition be and is hereby approved and that authority be and is hereby granted to the Directors to carry out and implement the Proposed Acquisition on the terms and subject to the conditions set out in the SPD, and any other transactions and/or ancillary documents contemplated under the SPD; and
2. the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 1 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 2

THE PROPOSED ENTRY INTO THE SHAREHOLDERS' AGREEMENT WITH Q & M DENTAL GROUP (SINGAPORE) LIMITED AS AN INTERESTED PERSON TRANSACTION

THAT subject to and contingent upon the passing of Ordinary Resolutions 1, 3, 4 and 5 being approved:

- (a) the Proposed Joint Venture be and is hereby approved and that authority be and is hereby granted to the Directors to carry out and implement the Proposed Joint Venture on the terms and subject to the conditions set out in the SHA to be executed by the Company, and any other transactions and/or ancillary documents contemplated under the SHA;
- (b) the Drag-Along Right under the SHA, pursuant to which Q & M has the right to require the other Target Shareholders (including the Company) to transfer its Target Shares on terms and conditions (including price) which are no less favourable to such Target Shareholders than those offered to Q & M, be and is hereby approved and confirmed;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) the Tag-Along Right under the SHA, pursuant to which the Company has the right to sell its Target Shares to a Tag-Along Purchaser in the event that a Tag-Along Purchaser offers to purchase the Target Shares held by the other Target Shareholders, be and is hereby approved and confirmed; and
- (d) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 2 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 3

THE PROPOSED ISSUE OF CONSIDERATION SHARES TO THE SELLERS AND THE TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO DR ONG SIEW HWA ARISING FROM THE PROPOSED ACQUISITION

THAT subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 4 and 5 being approved:

- (a) the approval be and is hereby granted for the Company to allot and issue the Consideration Shares to the Sellers on and subject to the terms of the SPD, the issuance of such Consideration Shares constituting a transfer of Controlling Interest in the Company to Dr Ong Siew Hwa pursuant to Rule 803 of the Catalist Rules; and
- (b) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including without limitation to execute all such documents and to approve any amendments, alternation or modification to any documents) as the Directors or any of them deem desirable, necessary or expedient to give effect to the matters contemplated by this Ordinary Resolution 3 as they or any of them may in their absolute discretion deem fit in the interests of the Group.

ORDINARY RESOLUTION 4

THE PROPOSED APPOINTMENT OF DR ONG SIEW HWA AS AN EXECUTIVE DIRECTOR OF THE COMPANY

THAT subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3 and 5 being approved, Dr Ong Siew Hwa be and is appointed as an Executive Director of the Company with effect from the Completion Date.

ORDINARY RESOLUTION 5

THE PROPOSED DIVERSIFICATION OF THE GROUP'S BUSINESS TO INCLUDE MEDICAL DIAGNOSTICS BUSINESS

THAT subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3 and 4 being approved:

- (a) the approval be and is hereby given for the diversification of the business of the Group to include the Medical Diagnostics Business.
- (b) the Group be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares/interests in any entity that is in the Medical Diagnostics Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all acts or things as they deem desirable, necessary or expedient or give effect to any such investment, purchase, acquisition or disposal; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including without limitation to execute all such documents and to approve any amendments, alteration or modification to any documents) as the Directors or any of them deem desirable, necessary or expedient to give effect to the matters contemplated by this Ordinary Resolution 5 as they or any of them may in their absolute discretion deem fit in the interests of the Company.

By Order of the Board

Dr Shao Yongxin

Executive Director and Group Chief Executive Officer
Singapore, 14 October 2021

IMPORTANT NOTES:

In light of the COVID-19 restriction orders in Singapore, the EGM is being convened, and will be held, by 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 Company is arranging for a live webcast and live audio feed of the EGM proceedings (the “**Live EGM Webcast**” or “**Live EGM Audio Feed**”) which will take place on Friday, 29 October 2021 at 2.00 p.m. in place of the physical EGM. **Members will be able to watch or listen to the EGM proceedings through the Live EGM Webcast or the Live EGM Audio Feed, and the Company will not accept any physical attendance by members. Any member seeking to attend the EGM physically in person will be turned away.**

Printed copies of the Notice of EGM, Circular, appendices and proxy form will not be sent to members. Instead, these documents will be made available on SGXNet at <http://www.sgx.com/securities/company-announcements> and the Company’s website at <http://www.aoxingm.com.sg>.

Members will be able to participate in the EGM in following manner set out in the paragraphs below.

Live EGM Webcast and Live EGM Audio Feed:

- (1) Members may watch or listen to the EGM proceedings through the Live EGM Webcast or the Live EGM Audio Feed. To do so, members will need to pre-register at <http://aoxinegm.avaleasemgdwebinar.com> (the “**Registration Link**”) by 2.00 p.m. on 26 October 2021 (the “**Registration Deadline**”) to enable the Company to verify their status.
- (2) Following verification, authenticated members will receive an email by 4.00 p.m. on 27 October 2021 containing a link to access the Live EGM Webcast of the EGM proceedings to access the Live EGM Audio Feed of the EGM proceedings, according to their preferred mode of accessing the EGM proceeding selected during the pre-registration process.
- (3) Members must not forward the abovementioned link to other persons who are not members of the Company and who are not entitled to attend the EGM. This is also to avoid any technical disruptions or overload to the Live EGM Webcast or the Live EGM Audio Feed.
- (4) Members who have registered by the Registration Deadline but did not receive an email response by 4.00 p.m. on 27 October 2021 should contact the Company by email at qnm@aoxin.sg.

Submission of Proxy Forms to Vote:

- (a) **Members will not be able to vote online or through the Live EGM Webcast or the Live EGM Audio Feed on the resolutions to be tabled for approval at the EGM. Members who wish to exercise their votes must submit a proxy form to appoint the Chairman of the EGM to cast votes on their behalf.**
- (b) Members (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
- (c) The Chairman of the EGM, as proxy, need not be a member of the Company.
- (d) The proxy form, duly completed and signed, must be submitted by:

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (i) mail to the Company's share registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898; or
- (ii) email to sg.is.proxy@sg.tricorglobal.com,

in either case, by no later than 2.00 p.m. on 26 October 2021, being 72 hours before the time fixed for the EGM. 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.

Members are strongly encouraged to submit completed proxy forms electronically via email in view of the current COVID-19 situation.

- (e) Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including investors under the Supplementary Retirement Scheme ("**SRS Investors**"), who wish to exercise their votes by appointing the Chairman of the EGM as proxy should approach their SRS Operators to submit their voting instructions at least 7 working days before the EGM (i.e. by 2.00 p.m. on 19 October 2021) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf by 2.00 p.m. on 26 October 2021.

Submission of Questions in Advance:

1. **Please note that members will not be able to ask questions at the EGM during the Live EGM Webcast or the Live EGM Audio Feed, and therefore it is important for members to pre-register their participation in order to be able to submit their questions in advance of the EGM.**
2. Members may submit questions relating to the items on the agenda of the EGM by 2.00 p.m. on 21 October 2021, via email to qnm@aoxin.sg. For verification purposes, a shareholder who wishes to submit their questions by email is required to indicate their full name (for individuals)/company name (for corporates), NRIC/Passport No./Company Registration number, email address, contact number, shareholding type and number of shares held together with their submission of questions, to the email provided.
3. The Company will endeavour to address the substantial and relevant questions before or during the EGM. The responses to questions from members will be posted on the SGXNet and the Company's website soonest possible before the EGM, or if answered during the EGM, to be included in the minutes of the EGM which will be published on the SGXNet and the Company's website within 1 month after the date of the EGM.

Investors who hold Shares through Relevant Intermediaries (as defined in Section 181 of the Companies Act):

Such investors (including SRS Investors) who wish to participate in the EGM by:

- I observing or listening to the EGM proceedings contemporaneously via the Live EGM Webcast or the Live EGM Audio Feed;
- II submitting questions in advance of the EGM; and/or
- III voting by appointing the Chairman of the EGM as proxy at the EGM,

should contact the relevant intermediary through which they hold such Shares as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.

A depositor shall not be regarded as a member of the Company entitled to attend and vote at the EGM unless his/her name appears on the Depository Register not less than 72 hours before the time of the EGM.

IMPORTANT REMINDER: Members should also note that the Company may be required to make further changes to its EGM arrangements at short notice as the COVID-19 situation evolves, and members should keep abreast of the Company's announcements that may be made from time to time on SGXNet.

The Company wishes to thank all members for their patience and co-operation in enabling the Company to hold the EGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

Personal data privacy:

NOTICE OF EXTRAORDINARY GENERAL MEETING

By (i) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend and vote at the EGM and/or any adjournment thereof or (ii) submitting details for the registration to observe the proceedings of the EGM via the Live EGM Webcast or the Live EGM Audio Feed, or (iii) submitting any question prior to the EGM in accordance with this notice, a member of the Company consents to the collection, use and disclosure of the member's personal data and/or its representative's by the Company (or its agents or service providers) for the following purposes:

- a. processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- b. processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the EGM and providing them with any technical assistance where necessary;
- c. addressing relevant and substantial questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions; and
- d. enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

The member's personal data and/or its representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

*This notice has been reviewed by the Company's sponsor, SAC Capital Private Limited ("**Sponsor**").*

*This notice has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.*

The contact person for the Sponsor is Ms Lee Khai Yinn (Telephone: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.