



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

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**COMPLETION OF THE PROPOSED ACQUISITION OF  
AESTHETICS DENTAL SURGERY**

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**1. INTRODUCTION**

1.1 The Board of Directors (the "**Board**") of Q & M Dental Group (Singapore) Limited (the "**Company**") wishes to refer to its announcement on 12 May 2015 (the "**Previous Announcement**") whereby it was announced that the Company had entered into a binding points of agreement dated 11 May 2015 ("**POA**") with Dr Tan Hwee Hiang ("**Dr Tan**"), Dr Teh Kiat Seong ("**Dr Teh**"), Mr Tan Tiang Fo Gerard and Mdm Chua Boon Keow to acquire 100% of the shareholding in the following companies:

- (a) Aesthetics Dental Surgery Pte Ltd (Company registration number: 198102550K) a company incorporated in Singapore and having its registered office at 9 Penang Road, #07-01, Park Mall, Singapore 238459 ("**Aesthetics Dental Surgery**") and having an issued and paid-up share capital of S\$50,000 comprising of 50,000 ordinary shares;
- (b) Dr Tan Hwee Hiang Pte Ltd (Company registration number: 200415880K) a company incorporated in Singapore and having its registered office at 9 Penang Road, #07-01, Park Mall, Singapore 238459 ("**Dr Tan Pte Ltd**") and having an issued and paid-up share capital of S\$2 comprising of 2 ordinary shares; and
- (c) Teh Prosthodontics & Implant Centre Pte Ltd (Company registration number: 200415218C) a company incorporated in Singapore and having its registered office at 9 Penang Road, #07-01, Park Mall, Singapore 238459 ("**Teh Prosthodontics Pte Ltd**") and having an issued and paid-up share capital of S\$2 comprising of 2 ordinary shares.

*Capitalised terms used herein, unless otherwise stated, shall have the same meaning given to them in the Previous Announcement.*

1.2 Pursuant to a revision of the terms of the Proposed Acquisition, the Company is now acquiring only Aesthetics Dental Surgery. The shareholding structure of Aesthetic Dental Surgery is as follows:

**Aesthetics Dental Surgery Pte Ltd**

<b>Sl. No</b>	<b>Name</b>	<b>Number of shares</b>	<b>Percentage</b>
1.	Tan Hwee Hiang	26,250	52.50%
2.	Teh Kiat Seong	23,750	47.50%
	<b>Total</b>	<b>50,000</b>	<b>100%</b>

1.3 The Company entered into a share purchase agreement (the “SPA”) with Dr Tan Hwee Hiang and Dr Teh Kiat Seong (the “Vendors”) to acquire 100% of their shareholding in Aesthetics Dental Surgery on 4 November 2015 (the “Acquisition”).

1.4 The Acquisition has been completed on 4 November 2015.

## **2. THE ACQUISITION**

2.1 The Board wishes to highlight that pursuant to the terms of the SPA with the Vendors, the Vendors jointly and severally guarantee that the profit of Aesthetics Dental Surgery shall not be less than S\$320,000 every year (the “Profit Guarantee Year”) for a period of 10 years commencing from 1 November 2015 (the “Profit Guarantee”). In the event that the Profit Guarantee is not met for any Profit Guarantee Year, the Vendors will have to make good the shortfall pursuant to the terms of the SPA.

2.2 Each of the Vendors have also entered into a 10-year service agreement with the Company commencing from 1 November 2015.

2.3 The remaining terms of the Acquisition under the SPA mirrors those provided in the POA. Please refer to the Previous Announcement for further information on the purchase consideration and other material terms and conditions of the Proposed Acquisition. A copy of the Previous Announcement is available on the website of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) at [www.sgx.com](http://www.sgx.com).

2.4 Upon completion, Aesthetics Dental Surgery has become a wholly owned subsidiary of the Company.

2.5 The Company will be making an application to the SGX-ST for the listing and quotation of the Consideration Shares shortly. The Consideration Shares will be subject to a 5-year moratorium period commencing from the date of allotment of the Consideration Shares.

2.6 The Proposed Acquisition constitutes a “non-discloseable” transaction under Chapter 10 of the Listing Manual of the SGX-ST.

## **3. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS**

None of the Directors and substantial shareholders have any interests, direct or indirect, in the Proposed Acquisition, other than through each of their respective shareholding interests, direct and/or indirect (if any), in the Company.

## **4. DOCUMENTS FOR INSPECTION**

A copy of the POA and the SPA is available for inspection by shareholders of the Company at the registered office of the Company at 81 Science Park Drive, #02-04, The Chadwick, Singapore Science Park 1, Singapore 118257 during normal business hours for a period of three (3) months from the date of this announcement.

## 5. FURTHER INFORMATION

A separate announcement will be made by the Company upon the allotment and issue of the Consideration Shares to the Vendors and the listing and quotation of the Consideration Shares on the Main Board.

By Order of the Board  
**Q & M Dental Group (Singapore) Limited**

Vitters Sim  
Chief Financial Officer  
4 November 2015

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For more information please contact:

**Legal Counsel**

Andrew Young Tel: 6705 9888 Email: [Andrew@qandm.com.sg](mailto:Andrew@qandm.com.sg).

**Chief Financial Officer**

Vitters Sim Tel: 6705 9888 Email: [Vitters@qandm.com.sg](mailto:Vitters@qandm.com.sg).