

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

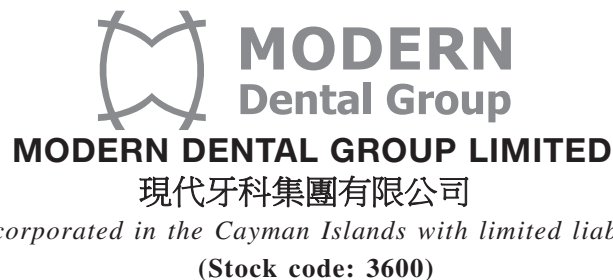
---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Modern Dental Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**PROPOSED RE-ELECTION OF DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
PROPOSED PAYMENT OF FINAL DIVIDEND OUT  
OF SHARE PREMIUM ACCOUNT  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

The notice convening the Annual General Meeting of Modern Dental Group Limited to be held at Suite 1701 - 07, 17/F., CEO Tower, 77 Wing Hong Street, Cheung Sha Wan, Kowloon, Hong Kong on Thursday, May 28, 2020 at 2:30 p.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 2:30 p.m. on Tuesday, May 26, 2020) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.moderndentalgp.com](http://www.moderndentalgp.com)).

April 20, 2020

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions . . . . .</b>	2
<b>Letter from the Board</b>	
1. Introduction . . . . .	4
2. Proposed Re-election of Directors . . . . .	5
3. Proposed Granting of General Mandate to Buy Back Shares . . . . .	6
4. Proposed Granting of General Mandate to Issue Shares . . . . .	6
5. Proposed Payment of Final Dividend out of Share Premium Account	6
6. Annual General Meeting and Proxy Arrangement . . . . .	8
7. Recommendation . . . . .	8
<b>Appendix I — Details of the Directors Proposed to be Re-elected                 at the Annual General Meeting . . . . .</b>	9
<b>Appendix II — Explanatory Statement on the Share Buy-back Mandate . . . . .</b>	17
<b>Notice of Annual General Meeting . . . . .</b>	22

---

## **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

---

In view of the ongoing COVID-19 epidemic and the heightened requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending shareholders, staff and other stakeholders from the risk of infection:

1. Compulsory body temperature screening or checks will be carried out on every shareholder, proxy and other attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.4 degrees Celsius or is exhibiting flu-like symptoms may be denied entry into the Annual General Meeting venue and be requested to leave the AGM venue.
2. Every attendee will be required to wear a surgical face mask throughout the Annual General Meeting and sit at a distance from other attendees. Please note that no surgical face masks will be provided at the Annual General Meeting venue and attendees should bring and wear their own masks.
3. No refreshments or drinks will be served and no gift will be distributed to attendees at the Annual General Meeting.

To the extent permitted under law, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

In the interest of all stakeholders' health and safety and consistent with the COVID-19 guidelines for prevention and control, the Company reminds the Shareholders that they may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Suite 1701 - 07, 17/F., CEO Tower, 77 Wing Hong Street, Cheung Sha Wan, Kowloon, Hong Kong on Thursday, May 28, 2020 at 2:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 22 to 26 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Modern Dental Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Final Dividend”	the proposed final dividend of HK2.2 cents per share as recommended by the Board
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Latest Practicable Date”	April 13, 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time

---

## DEFINITIONS

---

“Share(s)”	ordinary share(s) of US\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately HK\$614,924,000 as at December 31, 2019 based on the audited consolidated financial statements of the Company as at that date
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

---

## LETTER FROM THE BOARD

---



現代牙科集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 3600)**

*Executive Directors:*

Chan Kwun Fung (*Chairman*)  
Chan Kwun Pan (*Vice-Chairman*)  
Ngai Shing Kin (*Chief Executive Officer*)  
Ngai Chi Ho Alwin (*Chief Operating Officer*)  
Chan Yik Yu (*Chief Marketing Officer*)  
Chan Chi Yuen  
Chan Ronald Yik Long

*Independent Non-executive Directors:*

Cheung Wai Bun Charles, J.P.  
Chan Yue Kwong Michael  
Wong Ho Ching  
Cheung Wai Man William

*Registered Office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of Business in*

*Hong Kong:*

Room 01-07, 09-16  
17/F., CEO Tower  
77 Wing Hong Street  
Cheung Sha Wan  
Kowloon, Hong Kong

April 20, 2020

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE NEW SHARES  
AND  
PROPOSED PAYMENT OF FINAL DIVIDEND OUT  
OF SHARE PREMIUM ACCOUNT  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Thursday, May 28, 2020.

---

## LETTER FROM THE BOARD

---

### 2. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 84 of the Articles of Association, one third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one third) shall retire from office by rotation at each annual general meeting. The Directors to retire by rotation shall be those who have been longest in office since their last re-election or appointment and as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

In accordance with Article 84 of the Articles of Association, Mr. Chan Chi Yuen, Mr. Chan Ronald Yik Long and Ms. Chan Yik Yu, executive Directors, and Dr. Chan Yue Kwong Michael, independent non-executive Director, shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Dr. Chan Yue Kwong Michael, independent non-executive Director, is holding other listed company directorships as contained in his biographical information set out in Appendix I to this circular, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Dr. Chan Yue Kwong Michael attended most of the meetings of the Board and the Board committees held in the past years and the current financial year. Details of the attendance records are set out in the Corporate Governance Report. The relevant Board papers and materials were provided to the Directors for review and consider prior to the meetings. Dr. Chan Yue Kwong Michael has remained responsible for his performance functions and discharged his duties to the Company through active participation on the Board and by bringing balance of views as well as knowledge, experience and expertise.

Dr. Chan Yue Kwong Michael has confirmed that he will continue to devote sufficient time for the discharge of his functions and responsibilities as an independent non-executive Director of the Company. With his background and experience, Dr. Chan is fully aware of the responsibilities and expected time involvements in the Company. Based on the foregoing, the Board believes that Dr. Chan Yue Kwong Michael's position outside the Company will not affect him in maintaining his current role in, and his functions and responsibilities for, the Company.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all Independent Non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Director who is due to retire at the Annual General Meeting. The Company considers that the retiring INED is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

---

## LETTER FROM THE BOARD

---

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES**

At the annual general meeting of the Company held on May 23, 2019, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 96,247,700 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on May 23, 2019, a general mandate was granted to the Directors to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 192,495,400 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

### **5. PROPOSED PAYMENT OF FINAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT**

The Board has recommended declaration and payment of a final dividend of HK2.2 cents per Share out of the Share Premium Account for the year ended December 31, 2019, subject to the Shareholders' approval at the Annual General Meeting.

As at the Latest Practicable Date, the Company has 962,477,000 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the Final Dividend, if declared and paid, will amount to an aggregate amount of HK\$21,174,494. Subject to the fulfilment of the conditions set out in the paragraph headed "Conditions of the Payment of Final Dividend out of Share Premium Account" below, the Final Dividend is intended to be paid out of the Share Premium Account pursuant to Article 134 of the Articles of Association and in accordance with the Cayman Companies Law.



---

## LETTER FROM THE BOARD

---

As at December 31, 2019, based on the audited consolidated financial statements of the Company, the amount standing to the credit of the Share Premium Account was approximately HK\$614,924,000. Following the payment of the Final Dividend, there will be a remaining balance of approximately HK\$593,750,000 standing to the credit of the Share Premium Account.

### **Conditions of the Payment of Final Dividend out of Share Premium Account**

The payment of the Final Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Final Dividend out of the Share Premium Account pursuant to Article 134 of the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company shall be, immediately following the date on which the Final Dividend is proposed to be paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Final Dividend and will be paid in cash on Friday, June 26, 2020 to Shareholders whose names appear on the Register of Members of the Company as at close of business on Friday, June 5, 2020, being the record date for determination of entitlements to the Final Dividend.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Final Dividend will not be paid.

### **Reasons for and effect of the payment of Final Dividend out of Share Premium Account**

The Board considers it is appropriate to distribute the Final Dividend in recognition of Shareholders' support.

After taking into account a number of factors including cash flow and financial condition of the Company, the Board considers it is appropriate and proposes that Final Dividend be paid out of the Share Premium Account in accordance with Article 134 of the Articles of Association and the Cayman Companies Law. The Board considers such arrangement to be in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the Final Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

---

## LETTER FROM THE BOARD

---

### Closure of Register of Members

The Register of Members of the Company will be closed from Wednesday, June 3, 2020 to Friday, June 5, 2020, (both days inclusive), for the purpose of determining the entitlement to the Final Dividend for the year ended December 31, 2019. The record date will be Friday, June 5, 2020. In order to qualify for the Final Dividend, unregistered holders of Shares shall ensure that all transfer documents accompanied by relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, June 2, 2020.

### 6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 22 to 26 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company ([www.moderndentalgp.com](http://www.moderndentalgp.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 2:30 p.m. on Tuesday, May 26, 2020) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### 7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the proposed granting of the Share Buy-back Mandate and the Issuance Mandate, and the proposed payment of Final Dividend out of the Share Premium Account are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**Chan Kwun Fung**  
*Chairman and Executive Director*

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

**(1) CHAN CHI YUEN, AGED 35, EXECUTIVE DIRECTOR**

*Position and Experience*

Mr. Chan Chi Yuen is an executive Director. Mr. Chan joined the Group in 2011. He is also the chairman, the director, the general manager, the legal representative, the vice chairman, and/or the vice general manager of certain subsidiaries of the Company. Mr. Chan is primarily responsible for the business development, customer services and daily operations of Yangzhijin Dental Laboratory (Shenzhen) Co., Ltd.

Mr. Chan obtained a diploma in business administration (majoring in accountancy) from the Southern Alberta Institute Technology in Canada in June 2009.

Mr. Chan did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

*Length of service*

Mr. Chan Chi Yuen was appointed as a Director on September 22, 2014 and designated as an executive Director on June 19, 2015. There is a service agreement between Mr. Chan and the Company for a term of three years commencing from December 15, 2018. Mr. Chan is subject to retirement by rotation and is eligible to re-election in accordance with the Articles of Association.

*Relationships*

Mr. Chan Chi Yuen is the son of Mr. Chan Kwun Fung (chairman of the Board, executive Director and substantial Shareholder), nephew of Mr. Chan Kwun Pan (vice chairman of the Board, executive Director and substantial Shareholder), and cousin of Dr. Chan Ronald Yik Long (executive Director) and Ms. Chan Yik Yu (executive Director). Save as disclosed, Mr. Chan does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Chan Chi Yuen did not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

*Director's emoluments*

The salary, allowances and benefits in kind of Mr. Chan Chi Yuen for the year ended December 31, 2019 was approximately HK\$1,734,000.

*Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

There is no information which is discloseable nor is Mr. Chan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders.

**(2) CHAN RONALD YIK LONG, AGED 33, EXECUTIVE DIRECTOR*****Position and Experience***

Dr. Chan Ronald Yik Long is an executive Director and a member of the nomination committee of the Company. Dr. Chan joined the Group in 2014. He is also the director, the vice chairman, and /or the general manager of certain subsidiaries of the Company. Dr. Chan is primarily responsible for the strategic planning, sales and marketing of Modern Dental Laboratory Company Limited and the development of corporate strategic plans and implementation of policies in the Group.

Dr. Chan obtained a bachelor's degree in sciences (majoring in biological science) with distinction from the University of Calgary in Canada in June 2008, a bachelor's degree in dental surgery from The University of Hong Kong in December 2014 and a master's degree in business administration with distinction from Edinburgh Business School, Heriot-Watt University in the United Kingdom in June 2015. He also obtained a master of science degree in Restoration Aesthetic Dentistry from the University of Manchester.

Dr. Chan has been a member of The Hong Kong Dental Association as well as a registered dentist in Hong Kong, under the general register, with The Dental Council of Hong Kong since 2014. He is currently practising as a dentist on a part-time basis in Hong Kong. He is also a part-time clinical lecturer employed by The University of Hong Kong since June 2019.

Dr. Chan did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

***Length of service***

Dr. Chan Ronald Yik Long was appointed as a Director on October 17, 2014 and designated as an executive Director on June 19, 2015. There is a service agreement between Dr. Chan and the Company for a term of three years commencing from December 15, 2018. Dr. Chan is subject to retirement by rotation and is eligible to re-election in accordance with the Articles of Association.

***Relationships***

Dr. Chan Ronald Yik Long is the son of Mr. Chan Kwun Pan (vice chairman of the Board, executive Director and substantial Shareholder) and brother of Ms. Chan Yik Yu (executive Director), nephew of Mr. Chan Kwun Fung (chairman of the Board, executive Director and substantial Shareholder), and cousin of Mr. Chan Chi Yuen (executive Director). Save as disclosed, Dr. Chan does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

***Interests in Shares***

As at the Latest Practicable Date, Dr. Chan Ronald Yik Long did not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

***Director's emoluments***

The salary, allowances and benefits in kind of Dr. Chan Ronald Yik Long for the year ended December 31, 2019 was approximately HK\$1,820,000.

***Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders***

There is no information which is discloseable nor is Dr. Chan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Chan that need to be brought to the attention of the Shareholders.

**(3) CHAN YIK YU, AGED 32, EXECUTIVE DIRECTOR*****Position and Experience***

Ms. Chan Yik Yu is an executive Director, the chief marketing officer and a member of the remuneration committee of the Company. Ms. Chan joined the Group in 2014. She also serves as the director, the vice chairman and the vice general manager of certain subsidiaries of the Company. Ms. Chan is primarily responsible for the overall marketing of the Group.

Ms. Chan obtained a bachelor's degree in commerce from the Haskayne School of Business, University of Calgary in Canada in June 2010.

Ms. Chan possesses over 9 years of experience in the marketing field. Ms. Chan was a marketing specialist of Goodwin Procter LLP, being a solicitor firm, from May 2013 to June 2014. Ms. Chan was also a marketing executive of the business corporate department of Fiducia (Hong Kong office), being a management consultancy firm from May 2012 to January 2013.

Ms. Chan did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

***Length of service***

Ms. Chan Yik Yu was appointed as a Director on September 22, 2014 and designated as an executive Director on June 19, 2015. There is a service agreement between Ms. Chan and the Company for a term of three years commencing from December 15, 2018. Ms. Chan is subject to retirement by rotation and is eligible to re-election in accordance with the Articles of Association.

***Relationships***

Ms. Chan Yik Yu is the daughter of Mr. Chan Kwun Pan (vice chairman of the Board, executive Director and substantial Shareholder), sister of Dr. Chan Ronald Yik Long (executive Director), niece of Mr. Chan Kwun Fung (chairman of the Board, executive Director and substantial Shareholder) and cousin of Mr. Chan Chi Yuen (executive Director). Save as disclosed, Ms. Chan does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

***Interests in Shares***

As at the Latest Practicable Date, Ms. Chan Yik Yu did not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

***Director's emoluments***

The salary, allowances and benefits in kind of Ms. Chan Yik Yu for the year ended December 31, 2019 was approximately HK\$1,734,000.

***Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders***

There is no information which is discloseable nor is Ms. Chan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Chan that need to be brought to the attention of the Shareholders.



**(4) CHAN YUE KWONG MICHAEL, AGED 68, INDEPENDENT NON-EXECUTIVE  
DIRECTOR*****Position and Experience***

Dr. Chan Yue Kwong Michael is an independent non-executive Director, the chairman of the nomination committee and a member of the audit committee of the Company.

Dr. Y. K. Chan was the former chairman and is currently a non-executive director of Café De Coral Holding Limited (stock code: 341), an independent non-executive director of Starlite Holdings Limited (stock code: 403), Pacific Textiles Holdings Limited (stock code: 1382) and Tse Sui Luen Jewellery (International) Limited (stock code: 417), and a non-executive director of Tao Heung Holdings Limited (stock code: 573) and an independent non-executive director of Human Health Holdings Limited (stock code: 1419). All of the above companies are listed on the Main Board of the Stock Exchange. Saved as aforesaid, Dr. Y. K. Chan did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Dr. Y. K. Chan obtained an honorary fellowship from Lingnan University in December 2009, a master's degree in city planning with distinction and a scholarship from the University of Manitoba in Canada in October 1977, and a double degree in sociology and political science from University of Manitoba in Canada in May 1974.

Dr. Y. K. Chan currently serves on the general committee of the Employers' Federation of Hong Kong and the council of the Hong Kong Management Association and as the adviser of the Quality Tourism Services Association. Dr. Y. K. Chan is also a member of the advisory committee of the department of management and marketing of the Hong Kong Polytechnic University. Besides being the honorary chairman of the Hong Kong Institute of Marketing and Legacy Academy, he is the chairman of the Business Enterprise Management Centre of the Hong Kong Management Association. Dr. Y. K. Chan is appointed by the HKSAR government as a member of the Business Facilitation Advisory Board.

***Length of service***

Dr. Y. K. Chan was appointed as an independent non-executive Director on November 24, 2015. There is a service agreement between Dr. Y. K. Chan and the Company for a term of three years commencing from December 15, 2018. Dr. Y. K. Chan is subject to retirement by rotation and is eligible to re-election in accordance with the Articles of Association.

***Relationships***

Dr. Y. K. Chan does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

***Interests in Shares***

As at the Latest Practicable Date, Dr. Y. K. Chan did not hold any interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

***Director's emoluments***

The salary, allowances and benefits in kind of Dr. Y. K. Chan for the year ended December 31, 2019 was approximately HK\$261,000.

***Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders***

There is no information which is discloseable nor is Dr. Y. K. Chan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Y. K. Chan that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 962,477,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged up to the date of the Annual General Meeting, i.e. being 962,477,000 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 96,247,700 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

### **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE BUY-BACK**

The Company may only apply funds legally available for share buy-back in accordance with its memorandum and articles of association, the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be.

### **4. IMPACT OF SHARE BUY-BACK**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2019) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2019</b>		
April	1.400	1.290
May	1.390	1.270
June	1.300	1.220
July	1.310	1.260
August	1.330	0.940
September	1.840	1.220
October	1.750	1.360
November	1.820	1.450
December	1.540	1.370
<b>2020</b>		
January	1.580	1.400
February	1.490	1.360
March	1.430	1.070
April ( <i>up to the Latest Practicable Date</i> )	1.220	1.110

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE**

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Chan Kwun Fung and Mr. Chan Kwun Pan, executive Directors and controlling Shareholders (as defined in the Listing Rules), were together control the exercise of voting rights of 474,118,263 Shares representing approximately 49.26% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the aggregate shareholding of Mr. Chan Kwun Fung and Mr. Chan Kwun Pan would be increased to approximately 54.73% of the issued share capital of the Company.

The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

**8. SHARE BUY-BACK MADE BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had bought back a total of 14,169,000 Shares of the Company on the Stock Exchange and the details are set out below.

Date of Buy-back	No. of Shares	Price Per Share	
		Highest HK\$	Lowest HK\$
October 2, 2019	200,000	1.690	1.690
October 3, 2019	25,000	1.690	1.690
October 4, 2019	120,000	1.690	1.680
October 8, 2019	200,000	1.700	1.690
October 9, 2018	352,000	1.680	1.640
October 10, 2019	200,000	1.590	1.520
October 11, 2019	200,000	1.640	1.560
October 14, 2019	200,000	1.650	1.630
October 15, 2019	200,000	1.610	1.600
October 16, 2019	200,000	1.570	1.560

Date of Buy-back	No. of Shares	Price Per Share	
		Highest HK\$	Lowest HK\$
October 17, 2019	400,000	1.470	1.430
October 18, 2019	200,000	1.490	1.470
October 21, 2019	200,000	1.480	1.480
October 22, 2019	200,000	1.520	1.520
October 23, 2019	200,000	1.540	1.530
October 24, 2019	200,000	1.540	1.540
October 25, 2019	200,000	1.580	1.580
October 29, 2019	200,000	1.600	1.600
October 31, 2019	8,000	1.690	1.690
November 4, 2019	200,000	1.700	1.700
November 5, 2019	111,000	1.700	1.700
November 6, 2019	200,000	1.760	1.760
November 7, 2019	100,000	1.800	1.780
November 8, 2019	53,000	1.780	1.780
November 12, 2019	200,000	1.700	1.700
November 13, 2019	200,000	1.680	1.680
November 14, 2019	200,000	1.660	1.660
November 15, 2019	400,000	1.670	1.610
December 2, 2019	200,000	1.540	1.490
December 3, 2019	200,000	1.500	1.500
December 4, 2019	200,000	1.500	1.480
December 5, 2019	200,000	1.520	1.490
December 9, 2019	200,000	1.450	1.420
December 10, 2019	200,000	1.430	1.410
December 11, 2019	200,000	1.420	1.400
December 12, 2019	200,000	1.460	1.380
December 13, 2019	200,000	1.400	1.380
December 16, 2019	200,000	1.450	1.400
December 17, 2019	200,000	1.450	1.420
December 18, 2019	200,000	1.450	1.420
December 19, 2019	200,000	1.450	1.420
December 20, 2019	200,000	1.470	1.460
December 23, 2019	200,000	1.490	1.470
December 24, 2019	200,000	1.500	1.470
December 27, 2019	400,000	1.510	1.480
December 30, 2019	200,000	1.540	1.510
December 31, 2019	400,000	1.540	1.530
January 2, 2020	200,000	1.540	1.520
January 3, 2020	200,000	1.540	1.530

Date of Buy-back	No. of Shares	Price Per Share	
		Highest <i>HK\$</i>	Lowest <i>HK\$</i>
January 6, 2020	200,000	1.540	1.530
January 7, 2020	200,000	1.530	1.530
January 8, 2020	200,000	1.540	1.530
January 9, 2020	200,000	1.550	1.530
January 10, 2020	200,000	1.580	1.530
January 13, 2020	200,000	1.510	1.470
January 14, 2020	200,000	1.490	1.480
January 15, 2020	200,000	1.490	1.480
January 16, 2020	200,000	1.500	1.490
January 17, 2020	200,000	1.540	1.510
January 20, 2020	200,000	1.520	1.510
January 21, 2020	200,000	1.520	1.490
January 22, 2020	200,000	1.500	1.490
January 23, 2020	200,000	1.490	1.460
January 24, 2020	200,000	1.510	1.470
January 30, 2020	200,000	1.480	1.410
January 31, 2020	200,000	1.440	1.420
February 3, 2020	200,000	1.410	1.390
February 4, 2020	200,000	1.490	1.450
February 5, 2020	200,000	1.450	1.430
February 6, 2020	200,000	1.470	1.450

---

## NOTICE OF ANNUAL GENERAL MEETING

---



現代牙科集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 3600)**

Notice is hereby given that the annual general meeting of Modern Dental Group Limited (the “**Company**”) will be held at 2:30 p.m. on Thursday, May 28, 2020 at Suite 1701 - 07, 17/F., CEO Tower, 77 Wing Hong Street, Cheung Sha Wan, Kowloon, Hong Kong for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended December 31, 2019.
2. To declare a final dividend out of the share premium account of the Company.
3. To re-elect directors of the Company (the “**Directors**”) and to authorize the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration.
4. To re-appoint auditors and to authorize the Board to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;



---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of share shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board  
**Chan Kwun Fung**  
*Chairman and Executive Director*

Hong Kong, April 20, 2020

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the number of shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 2:30 p.m. on Tuesday, May 26, 2020) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Monday, May 25, 2020 to Thursday, May 28, 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, May 22, 2020.
5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from Wednesday, June 3, 2020 to Friday, June 5, 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, June 2, 2020.
6. If tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by super typhoons or a “black” rainstorm warning signal is in force at 10:00 a.m. on 28 May 2020, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

7. In view of the ongoing COVID-19 epidemic and the heightened requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the Annual General Meeting to protect attending shareholders, staff and other stakeholders from the risk of infection:
- i. Compulsory body temperature screening or checks will be carried out on every shareholder, proxy and other attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.4 degrees Celsius or is exhibiting flu-like symptoms may be denied entry into the Annual General Meeting venue and be requested to leave the AGM venue.
  - ii. Every attendee will be required to wear a surgical face mask throughout the Annual General Meeting and sit at a distance from other attendees. Please note that no surgical face masks will be provided at the Annual General Meeting venue and attendees should bring and wear their own masks.
  - iii. No refreshments or drinks will be served and no gift will be distributed to attendees at the Annual General Meeting.

To the extent permitted under law, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

In the interest of all stakeholders' health and safety and consistent with the COVID-19 guidelines for prevention and control, the Company reminds the Shareholders that they may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.