

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



(Incorporated in the Cayman Islands with limited liability)
(Stock code: 3600)

**DELAY IN PUBLICATION OF FINAL RESULTS FOR THE YEAR
ENDED 31 DECEMBER 2016,
POSSIBLE DELAY IN DESPATCH OF 2016 ANNUAL REPORT,
POSTPONEMENT OF BOARD MEETING,
AND
SUSPENSION OF TRADING**

This announcement is made by Modern Dental Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.09(2)(a) and 13.49(3) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

**DELAY IN PUBLICATION OF FINAL RESULTS FOR THE YEAR ENDED 31
DECEMBER 2016**

Pursuant to Rule 13.49(1) of the Listing Rules, the Company is required to publish an announcement in relation to the final results of the Group for the year ended 31 December 2016 (the “**2016 Annual Results**”) not later than three months after the end of the financial year of the Company (i.e. on or before 31 March 2017).

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) that the publication of the 2016 Annual Results will be delayed as additional time is required for finalising and consolidating the financial information for the year ended 31 December 2016 (the “**Outstanding Financial Information**”) of RTFP Dental Inc. and its subsidiaries (the “**Target Group**”), which were acquired by the Company through its wholly-owned subsidiary pursuant to stock purchase agreement dated 6 June 2016 (the “**Acquisition**”) and closing of the Acquisition took place on 21 October 2016, details of which are set out in the circular and announcements of the Company dated 30

September 2016, 19 and 24 October 2016, respectively. The Target Group is principally engaged in dental laboratory services in North America. Following closing of the Acquisition, the Group holds the entire outstanding shares of RTFP Dental Inc. and thus, each member of the Target Group becomes wholly-owned subsidiary of the Company and their financial results and positions are required to be consolidated into the consolidated financial statements of the Group. The Outstanding Financial Information is therefore required to be included in the 2016 Annual Results. The Company is currently in the process of completing the audit process for the Target Group with the auditors of the Company (the “**Auditors**”) and the relevant information and documents pertaining to the Outstanding Financial Information have been submitted to the Auditors for review. Given the Acquisition was completed in the fourth quarter of 2016, time is required to complete the audit process for the Target Group and finalizing the 2016 Annual Results. The main reason for such delay is that the Target Group utilised different internal accounting reporting and internal control systems prior to the Acquisition and therefore, time is required (i) for information gathering, (ii) to re-conciliate various data; and (iii) for internal teams to transit and amalgamate all relevant information to the Company’s accounting reporting system and internal control systems. Based on the foregoing reasons, the Board is of the view that (i) the delay in publication of the 2016 Annual Results is a timing issue which the Company will continue to use its best endeavor to resolve as soon as practicable, (ii) the Company is not aware of any material disagreements with the Auditors nor any potential audit qualification on the 2016 Annual Results, and (iii) the operation of the Group remains steadfast and normal. As a result of such delay, it is expected that the 2016 Annual Results will be published on or before 28 April 2017.

Pursuant to Rule 13.49(3)(i)(c) of the Listing Rules, where an issuer is unable to make an announcement of its preliminary results, so far as the information is available, it must announce its results for the financial year based on the financial results which have yet to be agreed with the auditors. After due and careful consideration, the Board is of the view that it would not be appropriate for the Company to publish the unaudited consolidated management accounts of the Group for the year ended 31 December 2016 (the “**Management Accounts**”) at this juncture taking into account that finalisation of the Outstanding Financial Information is ongoing and there may be adjustments to the Management Accounts.

In addition, upon preliminary review of the Management Accounts, the Board is of the view that except for the additional time required for finalising the Outstanding Financial Information and consolidating the same into the 2016 Annual Results, there is no material uncertainties that may cast significant doubt on the Company’s ability to continue as a going concern as at the date of this announcement.

POSSIBLE DELAY IN DESPATCH OF 2016 ANNUAL REPORT

Pursuant to Rule 13.46(2)(a) of the Listing Rules, the Company is required to despatch its annual report for the year ended 31 December 2016 (the “**2016 Annual Report**”) to the Shareholders not more than four months after the end of the financial year (i.e. on or before 30 April 2017). Due to the delay in the publication of the 2016 Annual Results, it is expected that there may be a possible delay in the despatch of the 2016 Annual Report.

The Board acknowledges that the delay in the publication of the 2016 Annual Results and the possible delay in the despatch of the 2016 Annual Report, if materialised, constitute non-compliance with Rules 13.49(1) and 13.46(2)(a) of the Listing Rules, respectively. The Company will publish further announcement(s) to inform the Shareholders of the date of despatch of the 2016 Annual Report as and when appropriate.

POSTPONEMENT OF BOARD MEETING

Reference is made to the announcement of the Company dated 21 March 2017 in relation to the Board meeting (the “**Board Meeting**”) previously scheduled to be held on 31 March 2017. As a result of the delay in the publication of the 2016 Annual Results, the Board Meeting for the purpose of considering and approving the 2016 Annual Results and the recommendation of a final dividend, if any, is therefore postponed to 28 April 2017.

SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange will be suspended with effect from 9:00 a.m. on 3 April 2017 pending the publication of the 2016 Annual Results.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
Modern Dental Group Limited
Chan Kwun Fung
Chairman and Executive Director

Hong Kong, 31 March 2017

As at the date of this announcement, the Board comprises Chan Kwun Fung, Chan Kwun Pan, Ngai Shing Kin, Ngai Chi Ho Alwin, Chan Chi Yuen, Chan Ronald Yik Long and Chan Yik Yu as executive Directors, and Cheung Wai Bun Charles J.P., Chan Yue Kwong Michael, Wong Ho Ching and Cheung Wai Man William as independent non-executive Directors.