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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.

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MODERN DENTAL GROUP LIMITED

現代牙科集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3600)

**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, 30 May 2024 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 and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, 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, 28 May 2024) 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 and in such event, the form of proxy previously submitted shall be deemed to be revoked.

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

25 April 2024

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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, 30 May 2024 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 21 to 25 of this circular, or any adjournment thereof
“Articles”	the existing articles of association of the Company
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Company”	Modern Dental Group Limited, an exempted 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 HK9.0 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”	18 April 2024, 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
“Nomination Committee”	the nomination committee of the Board

DEFINITIONS

“Remuneration Committee”	the remuneration committee of the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of par value 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\$382,294,000 as at 31 December 2023 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



MODERN DENTAL GROUP LIMITED

現代牙科集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3600)

Executive Directors:

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

Independent Non-executive Directors:

Cheung Wai Bun Charles, J.P.
Chan Yue Kwong Michael
Cheung Wai Man William
Yau Ka Po

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

25 April 2024

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, 30 May 2024.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 84 of the Articles, 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, Mr. Chan Kwun Fung, Mr. Chan Kwun Pan, the executive Directors, and Dr. Cheung Wai Bun Charles, J.P. and Dr. Chan Yue Kwong Michael, the independent non-executive Directors, shall retire at the Annual General Meeting and, being eligible, offer themselves for re-election.

Dr. Cheung Wai Bun Charles, J.P. and Dr. Chan Yue Kwong Michael have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Dr. Cheung Wai Bun Charles, J.P. and 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 set out in the 2023 annual report of the Company. The relevant Board papers and materials were provided to the Directors for review and consideration prior to the meetings. Dr. Cheung Wai Bun Charles, J.P. and Dr. Chan Yue Kwong Michael have remained responsible for their performance functions and discharged their duties to the Company through active participation on the Board and by bringing balance of views as well as knowledge, experience and expertise.

In respect of the re-election of Dr. Cheung Wai Bun Charles, J.P. as an independent non-executive Director, Dr. Cheung is a highly experienced professional in the field of accounting and financial management. With many years of practice, he has served as a non-executive director/an independent non-executive director for several companies listed on the Main Board of the Stock Exchange. His extensive expertise has been instrumental in providing valuable advice and contributions to the Company. He has also offered valuable insights into the business landscape within the industry.

In respect of the re-election of Dr. Chan Yue Kwong Michael as an independent non-executive Director, his extensive experience in top management and his invaluable contributions to listed companies are highly regarded. Currently holding positions as an advisor, adjunct professor, and honorary chairman in the field of marketing, Dr. Chan has consistently provided valuable advice and made substantial contributions to the management and governance of the Company.

Dr. Cheung and Dr. Chan have confirmed that they will continue to devote sufficient time for the discharge of their functions and responsibilities as independent non-executive Directors. With their background and experience, Dr. Cheung and Dr. Chan are fully aware of the responsibilities and expected time involvements in the Company. Based on the foregoing, the Board believes that Dr. Cheung and Dr. Chan's positions outside the Company will not affect them in maintaining their current roles in, and their functions and responsibilities for, the Company.

LETTER FROM THE BOARD

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 proposed the recommendation on re-election of all retiring Directors as executive Directors/independent non-executive Directors to the Board for discussion and consideration. The Board concurred with the Nomination Committee's recommendations and agreed that both Dr. Cheung and Dr. Chan remain independent in accordance with the guidelines set 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 will promote the diversity of the Board in gender, skills and experience and enhance the standards of compliance of the Company.

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

3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 30 May 2023, 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 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 94,839,800 Shares on the basis that the total number of issued Shares 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 30 May 2023, 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 the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 189,679,600 Shares on the basis that the total number of issued Shares 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.

LETTER FROM THE BOARD

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 HK9.0 cents per Share out of the Share Premium Account for the year ended 31 December 2023, subject to the Shareholders' approval at the Annual General Meeting.

As at the Latest Practicable Date, the Company has 948,398,000 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\$85,356,000. 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 and in accordance with the Cayman Companies Act.

As at 31 December 2023, based on the audited consolidated financial statements of the Company, the amount standing to the credit of the Share Premium Account was approximately HK\$382,294,000. Following the payment of the Final Dividend, there will be a remaining balance of approximately HK\$296,938,000 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; 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 will be paid in cash on Friday, 28 June 2024 to Shareholders whose names appear on the register of members of the Company as at close of business on Tuesday, 11 June 2024, 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.

LETTER FROM THE BOARD

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 and the Cayman Companies Act. 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 authorized 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.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 21 to 25 of this circular.

Pursuant to the Listing Rules and the Articles, 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 (<https://www.hkexnews.hk>) and the Company (<https://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 and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, 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, 28 May 2024) 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 and in such event, the form of proxy previously submitted shall be deemed to be revoked.

7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 27 May 2024 to Thursday, 30 May 2024 both days inclusive, for the purpose of determining the entitlement to attend and vote at the Annual General Meeting. In order to qualify for attending and voting at the Annual General Meeting, all transfers of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 24 May 2024.

LETTER FROM THE BOARD

The register of members of the Company will be closed from Thursday, 6 June 2024 to Tuesday, 11 June 2024, both days inclusive, for the purpose of determining the entitlement to the Final Dividend for the year ended 31 December 2023. The record date will be Tuesday, 11 June 2024. 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 and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 5 June 2024.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this circular misleading.

9. 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 the 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 Ronald Yik Long
Chairman and Executive Director

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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 KWUN FUNG, AGED 69, EXECUTIVE DIRECTOR

Position and Experience

Mr. Chan Kwun Fung (“**Mr. K.F. Chan**”) is an executive Director. Mr. K.F. Chan joined the Group in November 1991. He is also a director, the chairman, the legal representative, and/or the supervisor of certain subsidiaries of the Company. He is primarily responsible for the overall strategic planning and management of the Group.

Mr. K.F. Chan is a dental technician and has over 30 years of experience in the field of dental prosthesis. His experience includes research, design and development of dental prosthesis-related production techniques and management.

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

Length of service

Mr. K.F. Chan was appointed as a Director on 5 July 2012 and has been designated as an executive Director since 19 June 2015. He was the chairman of the Board from 19 June 2015 to 31 March 2021. There is a service agreement between Mr. K.F. Chan and the Company for a term of three years commencing from 15 December 2021. He will be subject to retirement by rotation and re-election at the annual general meetings in accordance with the Articles.

Relationships

Mr. K.F. Chan is the brother of Mr. Chan Kwun Pan (executive Director and controlling shareholder of the Company), father of Mr. Chan Chi Yuen (executive Director), and uncle of Dr. Chan Ronald Yik Long (chairman of the Board and executive Director) and Ms. Chan Yik Yu (executive Director and chief marketing officer).

Mr. K.F. Chan and Mr. Chan Kwun Pan signed a confirmation letter on 10 August 2015 confirming their acting-in-concert arrangement whereby they operate the Group collectively, through discussions, and reached consensus between themselves before making any commercial decisions for the Group on a unanimous basis.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. K.F. Chan is a director of Trieria Holdings Limited, which is a substantial Shareholder within the meaning of Part XV of the SFO and a controlling Shareholder. Each of Mr. K.F. Chan, Mr. Chan Kwun Pan, Dr. Chan Ronald Yik Long and Ms. Chan Yik Yu is a shareholder of Trieria Holdings Limited.

Each of Mr. K.F. Chan, Mr. Chan Kwun Pan and Mr. Ngai Shing Kin (executive Director, chief executive officer and substantial Shareholder) is a shareholder of Most Wealth International Limited. Save as disclosed, Mr. K.F. 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. K.F. Chan is interested in 474,375,263 Shares, among which (i) Mr. K.F. Chan is deemed to be interested in the 3,450,000 Shares owned by Mr. Chan Kwun Pan and (ii) 470,459,263 Shares are held through Trieria Holdings Limited. Save as disclosed, Mr. K.F. Chan does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Director's emoluments

Mr. K.F. Chan is entitled to Director's emolument of HK\$210,000 per month plus double pay, which is covered by his service agreement, and discretionary bonus to be determined by the Remuneration Committee at its sole discretion with delegated responsibility by the Board, which is determined by reference to the salaries paid by comparable companies, time commitment and responsibilities of the Director, employment conditions elsewhere in the Company or any of its subsidiaries and desirability of performance-based remuneration.

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 disclosable nor is Mr. K.F. 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. K.F. Chan that need to be brought to the attention of the Shareholders.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

(2) CHAN KWUN PAN, AGED 66, EXECUTIVE DIRECTOR

Position and Experience

Mr. Chan Kwun Pan (“**Mr. K.P. Chan**”) is an executive Director. Mr. K.P. Chan is the founder of the Group and develops the business since 1986. He is also a director, and/or the supervisor of certain subsidiaries of the Company. Mr. K.P. Chan is primarily responsible for the overall strategic planning and management of the Group.

Mr. K.P. Chan is a dental technician and has over 30 years of experience in the dental prosthesis field. He obtained a craft certificate in dental mechanics from The Hong Kong Polytechnic University (formerly known as The Hong Kong Polytechnic) in November 1975. His experience includes research, design and development of dental prosthesis-related production techniques and management. Mr. K.P. Chan has been a vice-chairman of the Shenzhen Nanshan Foreign Enterprise’s Chamber of Commerce since May 2001. He was a member of the Political Consultative Committee of Nanshan District, Shenzhen in the People’s Republic of China between October 2006 and October 2016.

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

Length of service

Mr. K.P. Chan was appointed as a Director on 5 July 2012 and has been designated as an executive Director since 19 June 2015. He was the vice-chairman of the Board from 19 June 2015 to 31 March 2021. There is a service agreement between Mr. K.P. Chan and the Company for a term of three years commencing from 15 December 2021. He will be subject to retirement by rotation and re-election at the annual general meetings in accordance with the Articles.

Relationships

Mr. K.P. Chan is the brother of Mr. K.F. Chan (executive Director and controlling Shareholder), father of Dr. Chan Ronald Yik Long (chairman of the Board and executive Director) and Ms. Chan Yik Yu (executive Director and chief marketing officer) and uncle of Mr. Chan Chi Yuen (executive Director).

Mr. K.P. Chan and Mr. K.F. Chan signed a confirmation letter on 10 August 2015 confirming their acting-in-concert arrangement whereby they operate the Group collectively, through discussions, and reached consensus between themselves before making any commercial decisions for the Group on a unanimous basis.

Mr. K.P. Chan is a director of Triera Holdings Limited, which is a substantial Shareholder within the meaning of Part XV of the SFO and a controlling Shareholder. Each of Mr. K.P. Chan, Mr. K.F. Chan, Dr. Chan Ronald Yik Long and Ms. Chan Yik Yu is a shareholder of Triera Holdings Limited.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Each of Mr. K.P. Chan, Mr. K.F. Chan and Mr. Ngai Shing Kin (executive Director, chief executive officer and substantial Shareholder) is a shareholder of Most Wealth International Limited. Save as disclosed, Mr. K.P. 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. K.P. Chan is interested in 474,375,263 Shares, among which (i) Mr. K.P. Chan is deemed to be interested in the 466,000 Shares owned by Mr. K.F. Chan and (ii) 470,459,263 Shares are held through Tiera Holdings Limited. Save as disclosed, Mr. K.P. Chan does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Director's emoluments

Mr. K.P. Chan is entitled to Director's emolument of HK\$210,000 per month plus double pay, which is covered by his service agreement, and discretionary bonus to be determined by the Remuneration Committee at its sole discretion with delegated responsibility by the Board, which is determined by reference to the salaries paid by comparable companies, time commitment and responsibilities of the Director, employment conditions elsewhere in the Company or any of its subsidiaries and desirability of performance-based remuneration.

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 disclosable nor is Mr. K.P. 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. K.P. Chan that need to be brought to the attention of the Shareholders.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

(3) CHEUNG WAI BUN CHARLES, J.P., AGED 87, INDEPENDENT NON-EXECUTIVE DIRECTOR

Position and Experience

Dr. Cheung Wai Bun Charles, J.P. (“**Dr. Cheung**”) is an independent non-executive Director, the chairman of the Audit Committee, and a member of each of the Remuneration Committee and the Nomination Committee.

Dr. Cheung is highly regarded for his expertise in corporate finance, banking and senior management and has served on the boards of several prominent organizations whose shares are listed on the Main Board of the Stock Exchange. Dr. Cheung is an independent non-executive director of Pioneer Global Group Limited (stock code: 224) and Jiayuan International Group Limited (“**Jiayuan**”) (in liquidation) (stock code: 2768) immediately before the winding up order was granted against Jiayuan on 2 May 2023. He is also a non-executive director of Galary Entertainment Group Limited (stock code: 27), and a director and the vice chairman of executive committee of the Metropolitan Bank (China) Ltd.

He was formerly an independent non-executive director of Universal Technologies Holdings Limited (stock code: 1026) during the period from 6 September 2011 to 30 June 2023 and Yin He Holdings Limited (stock code: 8260) whose shares were delisted on the GEM of the Stock Exchange on 25 July 2022 during the period from 1 September 2014 to 23 August 2021.

Saved as aforesaid, Dr. Cheung did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

In addition to his extensive professional experience, Dr. Cheung holds an honorary doctorate degree from John Dewey University in the United States, a master degree in business administration and a bachelor of science degree in accounts and finance from New York University in the United States. He is a former council member of The Hong Kong Institute of Directors and an advisor of The Institute of ESG & Benchmark.

Dr. Cheung was formerly a visiting professor of the School of Business of Nanjing University in the PRC. He was formerly the group chief executive and executive deputy chairman of Mission Hills Group in Hong Kong, and a former director and advisor of the Tung Wah Group of Hospitals. He has held senior management positions in various companies of different industries and possessed extensive banking, financial and commercial experiences.

He was awarded the Directors of the Year Awards 2002 of Listed Company Non-Executive Director by The Hong Kong Institute of Directors. He received several awards, namely Outstanding Management Award of The Chartered Management Association; Outstanding Director Award of The Chartered Association of Directors; and Outstanding CEO Award of The Asia Pacific CEO Association, in December 2010.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Length of service

Dr. Cheung has been an independent non-executive Director since 24 November 2015. There is a letter of appointment between Dr. Cheung and the Company for a term of three years commencing from 15 December 2021. He will be subject to retirement by rotation and re-election at the annual general meetings in accordance with the Articles.

Relationships

Dr. Cheung 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. Cheung has no interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

Dr. Cheung is entitled to Director's emolument of HK\$367,000 per annum which is determined by reference to the salaries paid by comparable companies, time commitment and responsibilities of the Director, employment conditions elsewhere in the Company or any of its subsidiaries and desirability of performance-based remuneration.

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 disclosable nor is Dr. Cheung 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. Cheung that need to be brought to the attention of the Shareholders.

**APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED
AT THE ANNUAL GENERAL MEETING**

(4) CHAN YUE KWONG MICHAEL, AGED 72, INDEPENDENT NON-EXECUTIVE DIRECTOR

Position and Experience

Dr. Chan Yue Kwong Michael (“**Dr. Chan**”) is an independent non-executive Director, the chairman of the Nomination Committee and a member of the Audit Committee.

Dr. Chan was the former chairman and is currently a non-executive director of Café de Coral Holdings 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 Human Health Holdings Limited (stock code: 1419), and a non-executive director of Tao Heung Holdings Limited (stock code: 573). All of the above companies are listed on the Main Board of the Stock Exchange.

Dr. Chan holds an honorary fellowship from Lingnan University, a master’s degree in city planning with distinction and a scholarship from the University of Manitoba in Canada, and a double degree in sociology and political science from University of Manitoba in Canada.

Dr. Chan currently serves as the adviser of the Quality Tourism Services Association. He is also the honorary chairman of the Hong Kong Institute of Marketing and Legacy Academy.

Length of service

Dr. Chan has been an independent non-executive Director since on 24 November 2015. There is a letter of appointment between Dr. Chan and the Company for a term of three years commencing from 15 December 2021. He will be subject to retirement by rotation and re-election at the annual general meetings in accordance with the Articles.

Relationships

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 has no interest in the Shares or underlying Shares pursuant to Part XV of the SFO.

**APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED
AT THE ANNUAL GENERAL MEETING**

Director's emoluments

Dr. Chan is entitled to Director's emolument of HK\$367,000 per annum which is determined by reference to the salaries paid by comparable companies, time commitment and responsibilities of the Director, employment conditions elsewhere in the Company or any of its subsidiaries and desirability of performance-based remuneration.

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 disclosable 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.

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 948,398,000 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 total number of issued Shares remains unchanged up to the date of the Annual General Meeting, i.e. being 948,398,000 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 94,839,800 Shares, representing 10% of the total number of issued Shares 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 31 December 2023) 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:

Month	Highest HK\$	Lowest HK\$
2023		
April	3.010	2.410
May	2.610	2.280
June	3.250	2.410
July	3.350	2.950
August	3.320	2.700
September	3.270	2.900
October	3.500	3.030
November	4.390	3.190
December	4.350	3.600
2024		
January	4.390	3.550
February	4.180	3.350
March	4.230	3.720
April (<i>up to the Latest Practicable Date</i>)	4.930	4.030

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 confirmed that they will 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. The Directors have also confirmed that neither the explanatory statement set out in Appendix II to this circular nor the proposed share repurchase has unusual features.

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 474,375,263 Shares representing approximately 50.02% of the total number of issued Shares. 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 55.58% of the total number of issued Shares.

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 2,100,000 Shares 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\$
18 October 2023	100,000	3.230	3.180
19 October 2023	100,000	3.200	3.180
20 October 2023	100,000	3.200	3.170
24 October 2023	100,000	3.260	3.200
25 October 2023	100,000	3.260	3.250
26 October 2023	100,000	3.260	3.260
11 December 2023	100,000	3.800	3.800
16 January 2024	100,000	3.790	3.750
17 January 2024	200,000	3.800	3.770
18 January 2024	200,000	3.800	3.800
19 January 2024	100,000	3.800	3.800
22 January 2024	200,000	3.800	3.800
23 January 2024	200,000	3.800	3.700
2 April 2024	100,000	4.100	4.060
3 April 2024	100,000	4.130	4.100
5 April 2024	100,000	4.130	4.090
8 April 2024	100,000	4.220	4.200

NOTICE OF ANNUAL GENERAL MEETING



MODERN DENTAL GROUP LIMITED

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 (the “**Meeting**”) of Modern Dental Group Limited (the “**Company**”) will be held at 2:30 p.m. on Thursday, 30 May 2024 at Suite 1701 - 07, 17/F., CEO Tower, 77 Wing Hong Street, Cheung Sha Wan, Kowloon, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

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 31 December 2023.
2. To declare a final dividend out of the share premium account of the Company.
3. (a) (i) To re-elect Mr. Chan Kwun Fung as executive director of the Company.

(ii) To re-elect Mr. Chan Kwun Pan as executive director of the Company.

(iii) To re-elect Dr. Cheung Wai Bun Charles, J.P. as independent non-executive director of the Company.

(iv) To re-elect Dr. Chan Yue Kwong Michael as independent non-executive director of the Company.
- (b) To authorize the board of directors of the Company (the “**Board**”) to fix the respective directors’ remuneration.
4. To re-appoint Ernst & Young as 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 of the Company (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;

NOTICE OF ANNUAL GENERAL MEETING

(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;

(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 at 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

NOTICE OF ANNUAL GENERAL MEETING

(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
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders at 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 the 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 Ronald Yik Long
Chairman and Executive Director

Hong Kong, 25 April 2024

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 “**Stock Exchange**”) (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 and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting (i.e. not later than 2:30 p.m. on Tuesday, 28 May 2024) 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 Meeting, the register of members of the Company will be closed from Monday, 27 May 2024 to Thursday, 30 May 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 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 and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 24 May 2024.

NOTICE OF ANNUAL GENERAL MEETING

5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Meeting), the register of members of the Company will be closed from Thursday, 6 June 2024 to Tuesday, 11 June 2024, 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 and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 5 June 2024.

6. If tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons or a "black" rainstorm warning signal is/are in effect any time after 10:00 a.m. on 30 May 2024, the Company will post an announcement on the websites of the Company (<https://www.moderndentalgp.com>) and the Stock Exchange (<https://www.hkexnews.hk>) to notify shareholders of the Company of the Meeting arrangement.