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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)

ADOPTION OF SHARE AWARD SCHEME

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The Company has adopted the Share Award Scheme on 26 March 2026.

The purpose of the Share Award Scheme is to (i) recognize and reward the contributions that the Eligible Persons have made to the Group; (ii) provide incentive to or reward Eligible Persons for their contribution to, and continuing efforts to, work towards the growth and development of, and promote the interests of, the Group; and (iii) attract and retain talents to promote the sustainable development of the Group.

Eligible Persons include any Employee (whether full time or part time but excluding any Excluded Employee) who, in the sole opinion of the Board, will contribute or have contributed to any member of the Group.

The maximum number of Shares that could be granted under the Share Award Scheme will not exceed ten per cent (10%) of the total number of issued Shares (excluding treasury shares, if any) at the Adoption Date.

Subject to any early termination as may be determined by the Board and any resolutions by the Directors to renew the term of the Share Award Scheme, the Share Award Scheme shall be valid and effective for a period of ten (10) years commencing from the Adoption Date.

LISTING RULES IMPLICATIONS

The Share Award Scheme does not constitute a share scheme involving the issue of new Shares as referred to in Chapter 17 of the Listing Rules and hence will only be subject to the applicable requirements under Rule 17.12 of the Listing Rules. Therefore, the amendments to the Share Award Scheme will not be subject to Shareholders' approval pursuant to Chapter 17 of the Listing Rules.

ADOPTION OF SHARE AWARD SCHEME

The Board announces that, on 26 March 2026, the Company has adopted the Share Award Scheme.

The principal terms of the Share Award Scheme are set out below:

Purpose

The purpose of the Share Award Scheme is to (i) recognize and reward the contributions that the Eligible Persons have made to the Group; (ii) provide incentive to or reward Eligible Persons for their contribution to, and continuing efforts to, work towards the growth and development of, and promote the interests of, the Group; and (iii) attract and retain talents to promote the sustainable development of the Group.

Duration

Subject to any early termination as may be determined by the Board and any resolutions by the Directors to renew the term of the Share Award Scheme, the Share Award Scheme shall be valid and effective for a period of ten (10) years commencing from the Adoption Date, after which no further Awards may be made but the provisions of the Share Award Scheme shall remain in full force and effect to the extent necessary to give effect to any Awards made prior thereto and the administration of the trust fund held by the Trustee pursuant to the Trust Deed.

Eligible Persons

Eligible Persons include any Employee (whether full time or part time but excluding any Excluded Employee) who, in the sole opinion of the Board, will contribute or have contributed to any member of the Group.

The eligibility of any of the Eligible Persons to an Award shall be determined by the Board from time to time on the basis of its opinion as to matters including the present and expected contribution of the relevant Eligible Person to the Group, the Group's general financial condition, and the Group's overall business objectives and future development plan.

Administration

The Share Award Scheme shall be subject to the administration of the Board. In case of dispute, the Board's decisions on all matters arising in relation to the Share Award Scheme or its interpretation or effect shall be final, conclusive and binding on all persons who may be affected thereby.

In the event that a Selected Person is a Director, such person shall abstain from voting on any resolution of the Board or the Remuneration Committee in respect of the grant or vesting of any Award to or in him/her under the Share Award Scheme.

Any grant of Awards to any Director or any connected persons of the Company shall comply with the requirements of the Listing Rules. Any grant of Awards to any connected person of the Company shall be subject to the prior approval of the independent non-executive Directors (excluding any independent non-executive Director who is a proposed grantee of the grant of the Award) and the requirements under the Listing Rules.

Any grant of Awards to any Directors or senior management of the Company shall be subject to the prior approval of the Remuneration Committee and the requirements under the Listing Rules.

Award of Shares

The Board shall, subject to and in accordance with the provisions of the Share Award Scheme, be entitled (but shall not be bound) to, at any time during the continuation of the Share Award Scheme, make an Award to any of the Eligible Persons of such number of issued Shares as the Board shall, subject to the Scheme Limit, determine pursuant to the Share Award Scheme.

A Selected Person shall within ten (10) business days after date of the Award Notice notify the Company in writing that he/she would accept such Award, failing which the Selected Person will be deemed to have irrevocably declined to accept such Award.

Source of Funds and Awards

Subject to share dealing restrictions, the Board may at any time notify and instruct the Trustee to purchase Shares on the Stock Exchange or off-market at such price range as the Board deems appropriate. The Directors shall procure that adequate funds are paid out of the Company's resources to the Trustee to enable the Trustee to purchase the appropriate number of Shares.

The Trustee may, at any time during the continuation of the Share Award Scheme and the Trust Deed, set aside the appropriate number of Awarded Shares out of a pool of issued Shares for the time being and from time to time held by the Trustee pursuant to the Trust Deed comprising the following: (a) such Shares as may be purchased by the Trustee on the Stock Exchange or off market by utilising the trust fund under the Trust Deed or further funds which may be allocated by the Directors out of the

Company's resources, but subject to the Scheme Limit; (b) such Shares which remain unvested by reason of a lapse of Award and revert to the Trustee; and (c) such Shares as may be transferred by any person and accepted by the Trustee(s) as additions to the trust fund.

Vesting of Awards

The Board may, at its absolute discretion, determine the condition(s) or performance target(s) that must be attained by the relevant Selected Person, and the deadline for attaining such condition(s) or performance target(s), before any of the Awarded Shares may be transferred to and vested in such Selected Person.

The Trustee shall transfer to and vest in any Selected Person the legal and beneficial ownership of the Awarded Shares to which such Selected Person is entitled under the relevant Award and all the Other Distributions attributable to such Awarded Shares within ten (10) business days after the latest of: (a) the vesting date(s) as specified in the Award Notice to which such Award relates; (b) the date on which the condition(s) or performance target(s) (if any) as specified in the related Award Notice have been attained by such Selected Person and notified to the Trustee by the Board in writing; and (c) where applicable, the date on which the Trustee has completed the purchase of Shares for the purpose of making the relevant Award.

Lapse of Awards

An Award made to any Selected Person shall forthwith lapse and be cancelled if the condition(s) or performance target(s) are not attained by the relevant Selected Person before the deadline as specified in the relevant Award Notice. The Board's decision on whether the condition(s) or performance target(s) are fulfilled and satisfied shall be conclusive and final.

In the event that a Selected Person passes away prior to the Vesting Date of the Award relating to such Selected Person, and such Award has not lapsed or been cancelled, the Awarded Shares under such Award shall be held by the Trustee on behalf of the personal representatives of such Selected Person and the Trustee shall transfer to such personal representatives, as notified by the Board in writing, such Awarded Shares and all Other Distributions attributable thereto on such Vesting Date.

In respect of a Selected Person who, at any time prior to or on the Vesting Date, ceases to be an Eligible Person by reason of: (a) retirement by or in accordance with any agreement with a member of the Group; (b) his/her permanent physical or mental disablement resulting from work injury as a result of his/her employment with the Group, or (c) termination of the Selected Person's employment or contractual engagement with the Group by reason of redundancy, all the Awarded Shares of the relevant Selected Person shall be deemed to be vested the day immediately prior to his/her cessation or retirement with the relevant member of the Group.

An Award made to any Selected Person shall forthwith lapse and be cancelled if the Selected Person ceases to be an Eligible Person by reason of: (a) his/her resignation; or (b) termination of his/her employment by the Group for reasons other than reasons set out above; or (c) his/her summary dismissal for misconduct or; (d) his/her committing of a criminal offence, including but not limited to any criminal offence involving his/her integrity or honesty, or any offence under or any breach of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) or other securities laws or regulations in Hong Kong, the PRC or any other applicable laws, rules or regulations in force from time to time; or (e) other breach of the terms of his/her contract of employment with any members of the Group, or (f) material misstatement(s) in the consolidated financial statements of the Company; or (g) an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company; or (h) him/her having committed any act of fraud or dishonesty or serious misconduct or any violation behaviour (e.g. bribery, disclosure of the Group's secrets, damage to the Group's assets, causing major accidents etc.) as determined by the Board at its sole and absolute discretion; or (i) his/her violation of professional ethics or the leakage of confidential information of the Group; or (j) him/her having caused damage to the interests or reputation of the Company, as determined by the Board at their sole and absolute discretion, due to failure to discharge his/her duties or a wilful misconduct.

If a Selected Person is declared or adjudged to be bankrupt by a competent court or governmental body, or becomes insolvent, or fails to pay his/her debts as they fall due (after the expiry of any applicable grace period), or makes any arrangements or composition with his/her creditors generally or an administrator takes possession of any of his/her assets, any outstanding Award not yet vested shall forthwith lapse and be cancelled, unless the Board determines otherwise at its sole and absolute discretion.

Rights of Selected Person

An Award shall be personal to the Selected Person and shall not be transferable or assignable and no Selected Person shall in any way sell, transfer, charge, mortgage, encumber or otherwise dispose of or create any security or adverse interest whatsoever in favour of any third party over or in relation to an Award or enter or purport to enter into any agreement to do so. Any breach of the foregoing by any Selected Person shall entitle the Company to cancel the Award made to such Selected Person.

A Selected Person is not entitled to any rights attaching to the Awarded Shares (and the Other Distributions) before they are vested in such Selected Person, including but not limited to voting rights, rights to dividend or distributions.

No instructions may be given by a Selected Person to the Trustee in respect of the Awarded Shares, and such other properties of the Trust before they are vested in such Selected Person.

Voting Right

Neither the Selected Person nor the Trustee shall exercise any voting right in respect of the Shares held under the Share Award Scheme.

Scheme Limit

The maximum number of Shares that could be granted under the Share Award Scheme will not exceed the Scheme Limit, i.e. ten per cent (10%) of the total number of issued Shares (excluding treasury shares, if any) at the Adoption Date.

Individual Limit

Where any grant of Awards to a Selected Person would result in the number of Shares subject to the Awards granted under the Share Award Scheme to such person in the 12-month period up to and including the date of such grant representing in aggregate over one per cent (1%) of the total number of issued Shares (excluding treasury shares, if any) as at the Adoption Date, such grant shall be approved by the Remuneration Committee.

Restrictions

No Award may be granted, no payment shall be made to the Trustee and no instructions to acquire Shares shall be given to the Trustee under the Share Award Scheme where the Company is in possession of unpublished inside information in relation to the Company or where dealings by Directors are prohibited under any code or requirement of the Listing Rules and all applicable laws from time to time.

For so long as the Shares are listed on the Stock Exchange, an Award may not be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been made available to the public domain in accordance with the requirements under the Listing Rules.

No Award may be made to any Director during the periods or times in which the Directors are prohibited from dealing in Shares pursuant to the Model Code for Securities by Directors of Listed Issuers as prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company.

Alteration of the Share Award Scheme

The Share Award Scheme may be altered by a resolution of the Directors, provided that no such alteration shall operate to affect materially and adversely any rights of any Selected Person in respect of his/her Awarded Shares which remain unvested.

Termination

The Directors may by resolution at any time terminate the operation of the Share Award Scheme in which event no further Award may be made provided that such termination shall not affect any subsisting rights of any Selected Person in respect of any Award made to him/her prior to such termination.

If, at the date of the termination of the Share Award Scheme (including early termination by the Board or the settlement, lapse, forfeiture or cancellation (as the case may be) of the last outstanding Award), the Trustee holds any Shares which have not been awarded in favour of any Selected Person or retains any unutilised funds, then the Trustee shall, within twenty-one (21) business days (or such longer period as may be reasonably directed by the Company) after such termination, remit the unutilised funds to the Company, and at the Company's instruction, (i) sell the unawarded Shares and remit the proceeds of sale (after making appropriate deductions in respect of stamp duty and other costs, liabilities and expenses in accordance with the Trust Deed) together with such unutilised funds to the Company; or (ii) to be extent permitted under relevant laws, rules and regulations, transfer the unawarded Shares back to the Group or such other share scheme(s) of the Group in the manner as instructed by the Board.

LISTING RULES IMPLICATIONS

The Share Award Scheme does not constitute a share scheme involving the issue of new Shares as referred to in Chapter 17 of the Listing Rules and hence will only be subject to the applicable requirements under Rule 17.12 of the Listing Rules. Therefore, the adoption of the Share Award Scheme is not subject to Shareholders' approval pursuant to Chapter 17 of the Listing Rules.

Unless the context otherwise requires, capitalized terms used in this announcement shall have the following meanings:

"Adoption Date"	26 March 2026, being the date on which the Share Award Scheme is approved and adopted by the Board
"Award"	a provisional award of the Awarded Shares made in accordance with the Share Award Scheme
"Award Notice"	the notice to be sent to the Selected Person upon the making of an Award
"Awarded Share(s)"	the Share(s) provisionally awarded to a Selected Person pursuant to an Award
"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
"connected person(s)"	shall bear the meaning ascribed thereto in the Listing Rules
"Director(s)"	the director(s) of the Company
"Eligible Person(s)"	means any Employee (whether full time or part time but excluding any Excluded Employee) who, in the sole opinion of the Board, will contribute or have contributed to any member of the Group
"Employee"	any director or employee of the Company or any director or employee of any subsidiary of the Company

"Excluded Employee"	any Employee who is resident in a place where the award of the Shares and/or the vesting and transfer of Awarded Shares pursuant to the terms of the Share Award Scheme is not permitted under the laws and regulations of such place or where in the view of the Directors or the Trustee (as the case may be) compliance with applicable laws and regulations in such place make it necessary or expedient to exclude such Employee
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"Other Distributions"	any dividends and other distributions declared and made in respect of any Awarded Shares
"PRC"	the People's Republic of China
"Remuneration Committee"	the remuneration committee of the Board
"Scheme Limit"	the maximum number of Shares that could be granted under the Share Award Scheme, which will not exceed ten per cent (10%) of the total number of issued Shares (excluding treasury shares, if any) at the Adoption Date
"Selected Person"	any Eligible Person for whom Shares have been provisionally set aside pursuant to an Award, or (where the context so permits and as referred to in the Share Award Scheme) his/her personal representative
"Shares"	ordinary shares of USD0.01 each in the capital of the Company
"Shareholders"	the holders of Shares
"Share Award Scheme"	the share award scheme of the Company adopted on the Adoption Date
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"Trustee"	the trustee appointed by the Company to hold the Shares and/or other trust fund subject to the terms and conditions of the Trust Deed, or such other trustee or trustees as shall be appointed pursuant to and in accordance with the terms of the Trust Deed
"Trust Deed"	the deed of settlement constituting the Share Award Scheme executed by the Trustee in favour of the Company in respect of the Shares and/or other trust fund held or to be held by the Trustee subject to the terms thereof, as amended from time to time
"USD"	United States dollar, the lawful currency of the United States of America
"Vesting Date"	in relation to any Selected Person, the date on which the legal and beneficial ownership of the Awarded Shares are transferred to and vested in such Selected Person pursuant to an Award

By order of the Board
Modern Dental Group Limited
Chan Ronald Yik Long
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 26 March 2026

As at the date of this announcement, the board of directors of the Company comprises Chan Ronald Yik Long, Chan Yik Yu, Chan Kwun Pan and Chan Chi Yuen as executive Directors, Chan Kwun Fung, as non-executive Director and Cheung Wai Bun Charles J.P., Chan Yue Kwong Michael and Yau Ka Po as independent non-executive Directors.