

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated December 3, 2015 (the “**Prospectus**”) issued by Modern Dental Group Limited (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or an offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia).

This announcement is not an offer to sell, or a solicitation of an offer to buy or subscribe for any securities (the “**Shares**”) of the Company in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities laws of the United States, and may not be offered or sold in the United States except pursuant to an effective registration statement or in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Any public offering of securities to be made in the United States will be made by means of an offering memorandum that may be obtained from the issuer and that will contain detailed information about the Company and management, as well as financial statements. The Shares are being offered and sold outside the United States as offshore transactions in accordance with Regulation S under the U.S. Securities Act.

In connection with the Global Offering, Deutsche Bank AG, Hong Kong Branch, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period beginning on the Listing Date and expected to end on the 30th day after the last day for lodging of applications under the Hong Kong Public Offering. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) 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.

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Thursday, January 7, 2016, being the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



**MODERN DENTAL GROUP LIMITED**

現代牙科集團有限公司

*(a company incorporated under the laws of the Cayman Islands with limited liability)*

## GLOBAL OFFERING

<b>Number of Offer Shares under the Global Offering</b>	<b>: 250,000,000 Shares (including 175,000,000 New Shares and 75,000,000 Sale Shares and subject to the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>: 25,000,000 Shares (subject to reallocation)</b>
<b>Number of International Placing Shares</b>	<b>: 225,000,000 Shares (including 150,000,000 New Shares and 75,000,000 Sale Shares and subject to reallocation and the Over-allotment Option)</b>
<b>Maximum Offer Price</b>	<b>: HK\$4.90 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)</b>
<b>Nominal Value</b>	<b>: US\$0.01</b>
<b>Stock Code</b>	<b>: 3600</b>

**Sole Global Coordinator and Sole Sponsor**

**Deutsche Bank** 

**Joint Bookrunners**

**Deutsche Bank** 

 **CIMB**

**Joint Lead Managers**

**Deutsche Bank** 

 **CIMB**

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Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to (i) the Capitalization Issue; (ii) the Global Offering (including the additional shares which may be issued upon the exercise of the Over-allotment Option); and (iii) the exercise of the options which have been granted under the Share Option Scheme. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, December 15, 2015. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at [www.moderndentalgp.com](http://www.moderndentalgp.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Global Offering comprises of: (i) the Hong Kong Public Offering of initially 25,000,000 Shares (subject to reallocation) representing approximately 10% of the Offer Shares initially available under the Global Offering, and (ii) the International Placing of 225,000,000 Shares (including 150,000,000 New Shares and 75,000,000 Sale Shares and subject to reallocation and the Over-allotment Option) representing approximately 90% of the Offer Shares initially available under the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Placing will be subject to adjustment as stated in the section headed

“Structure of the Global Offering” in the Prospectus. In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, which is exercisable by the Sole Global Coordinator on behalf of the International Underwriters at the Offer Price, to require the Company to allot and issue up to 37,500,000 additional Offer Shares, representing approximately 15% of the initial Offer Shares initially being offered under the Global Offering. In the event the Over-allotment Option is exercised, an announcement will be made by the Company and the announcement will be available at the websites of the Company at [www.moderndentalgp.com](http://www.moderndentalgp.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or on any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$4.90 per Offer Share and is currently expected to be not less than HK\$3.40 per Offer Share. Applicants for Hong Kong Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$4.90 for each Offer Share together with a brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$4.90 per Offer Share.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms and the designated website ([www.hkeipo.hk](http://www.hkeipo.hk)) for the HK eIPO White Form.**

Applicants who would like to be allocated the Hong Kong Offer Shares in their own names should (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who would like to have the allocated Hong Kong Offer Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, December 3, 2015 to 12:00 noon on Tuesday, December 8, 2015 at:

1. any of the following offices of the Joint Bookrunners:

**Deutsche Bank AG, Hong Kong Branch**  
52/F International Commerce Centre  
1 Austin Road West, Kowloon  
Hong Kong

**CIMB Securities Limited**  
Units 7706–08 Level 77  
International Commerce Centre  
1 Austin Road West, Kowloon  
Hong Kong

2. Any of the following branches of the receiving bank:

**Bank of China (Hong Kong) Limited**

<b>Region</b>	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Bank of China Tower Branch	3/F, 1 Garden Road
	409 Hennessy Road Branch	409–415 Hennessy Road, Wan Chai
<b>Kowloon</b>	Mong Kok Branch	589 Nathan Road, Mong Kok
	Tsim Sha Tsui East Branch	Shop 3, LG/F, Hilton Towers, 96 Granville Road, Tsim Sha Tsui East, Kowloon
	To Kwa Wan Branch	80N To Kwa Wan Road, To Kwa Wan
	Tseung Kwan O Plaza Branch	Shop 112–125, Level 1, Tseung Kwan O Plaza, Tseung Kwan O
<b>New Territories</b>	Shatin Branch	Shop 20, Level 1, Lucky Plaza, 1–15 Wang Pok Street, Sha Tin
	Sheung Shui Branch Securities Services Centre	136 San Fung Avenue, Sheung Shui

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, December 3, 2015 to 12:00 noon on Tuesday, December 8, 2015 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stock broker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, together with cheques or banker's cashier orders payable to "Bank of China (Hong Kong) Nominees Limited — Modern Dental Group Public Offer" attached should be securely stapled and deposited in the special collection boxes provided at any of the branches of the receiving banks listed above on such dates and during such time as specified in the Application Forms.

**Applicants applying by HK eIPO White Form** may submit their applications through the **HK eIPO White Form Service** at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on the last application day) from 9:00 a.m. on Thursday, December 3, 2015 to 11:30 a.m. on Tuesday, December 8, 2015 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Tuesday, December 8, 2015 or such later date as described in the section headed "How to Apply for Hong Kong Offer Shares — Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:<sup>(1)</sup>

**Thursday, December 3, 2015 — 9:00 a.m. to 8:30 p.m.**<sup>(1)</sup>  
**Friday, December 4, 2015 — 8:00 a.m. to 8:30 p.m.**<sup>(1)</sup>  
**Saturday, December 5, 2015 — 8:00 a.m. to 1:00 p.m.**<sup>(1)</sup>  
**Monday, December 7, 2015 — 8:00 a.m. to 8:30 p.m.**<sup>(1)</sup>  
**Tuesday, December 8, 2015 — 8:00 a.m.<sup>(1)</sup> to 12:00 noon.**

*Note:*

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input electronic application instructions from 9:00 a.m. on Thursday, December 3, 2015 until 12:00 noon on Tuesday December 8, 2015 (24 hours daily, except on Saturday December 5, 2015 and the last application day).

Please refer to the “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” sections of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of applications in the Hong Kong Public Offering, the level of indications of interest in the International Offering, result of applications and the basis of allocation of the Hong Kong Offer Shares on Monday, December 14, 2015 in South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), and on the Company’s website at [www.moderndentalgp.com](http://www.moderndentalgp.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Results of allocations of the Hong Kong Public Offering, and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where appropriate) under the Hong Kong Public Offering will be available in the manners as specified in the section headed “How to Apply for Hong Kong Offer Shares — Publication of Results” in the Prospectus from Monday, December 14, 2015.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Tuesday, December 15, 2015 provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting — Hong Kong Public Offering — Grounds for Termination” in the Prospectus has not been exercised. It is expected that dealings in the Offer Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, December 15, 2015. Our Shares will be traded in board lots of 1,000 Shares each under the stock code 3600.

By Order of the Board of  
**Modern Dental Group Limited**  
**Chan Kwun Fung**  
*Chairman*

Hong Kong, December 3, 2015

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