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MODERN LAND (CHINA) CO., LIMITED

當代置業（中國）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1107)

VOLUNTARY ANNOUNCEMENT CHANGE OF TRUSTEESHIP IN RESPECT OF THE CONTROLLING SHAREHOLDER

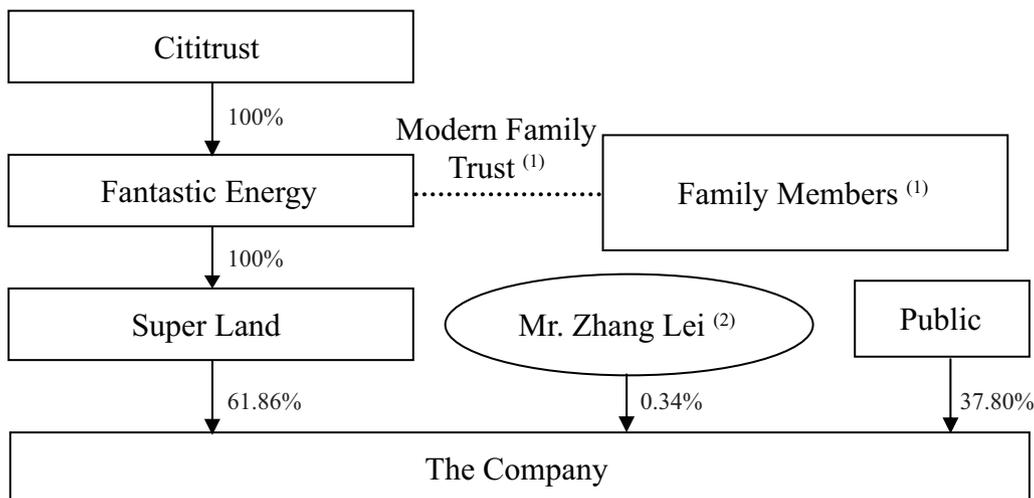
The Board hereby announces that the Change of Trusteeship in respect of the Modern Family Trust, under which the family of Mr. Salum Zheng Lee and Mr. Zhang Lei holds indirect interest in 61.86% of the total number of issued Shares, has been completed on 23 December 2016. Waiver under Note 6 to Rule 26.1 of the Takeovers Code in connection with the Change of Trusteeship was granted by the SFC on 6 May 2016.

The board (the “Board”) of directors (the “Directors” and each a “Director”) of Modern Land (China) Co., Limited (the “Company”) announces that the Company was notified by Mr. Salum Zheng Lee, the settlor and one of the capital and income beneficiaries of the Modern Family Trust (as defined below), that (i) the Change of Trusteeship (as defined below) in respect of the Modern Family Trust has been completed on 23 December 2016; and (ii) a waiver under Note 6 to Rule 26.1 of the Hong Kong Code on Takeovers and Mergers (the “Takeovers Code”) in connection with the Change of Trusteeship was granted by the Securities and Futures Commission (the “SFC”) on 6 May 2016.

Shareholding structure of the Company before completion of the Change of Trusteeship

As at the date of this announcement, the Company has 2,503,404,500 shares (the “Share(s)”) in issue, out of which 1,548,644,300 Shares (representing approximately 61.86% of the total number of issued Shares) are held by Super Land Holdings Limited (“Super Land”), a company incorporated in the British Virgin Islands. The entire issued share capital of Super Land is held by Fantastic Energy Limited (“Fantastic Energy”), a company incorporated under the laws of the Commonwealth of the Bahamas, which was, before completion of the Change of Trusteeship, ultimately held by Cititrust Private Trust (Cayman) Limited (“Cititrust”) acting as the trustee of the family trust (the “Modern Family Trust”), being a discretionary trust established by Mr. Salum Zheng Lee as the settlor and the capital and income beneficiaries thereof include Mr. Salum Zheng Lee, Mr. Zhang Lei and their respective daughters (the “Family Members”).

The following chart sets out the Company’s shareholding structure immediately before completion of the Change of Trusteeship:



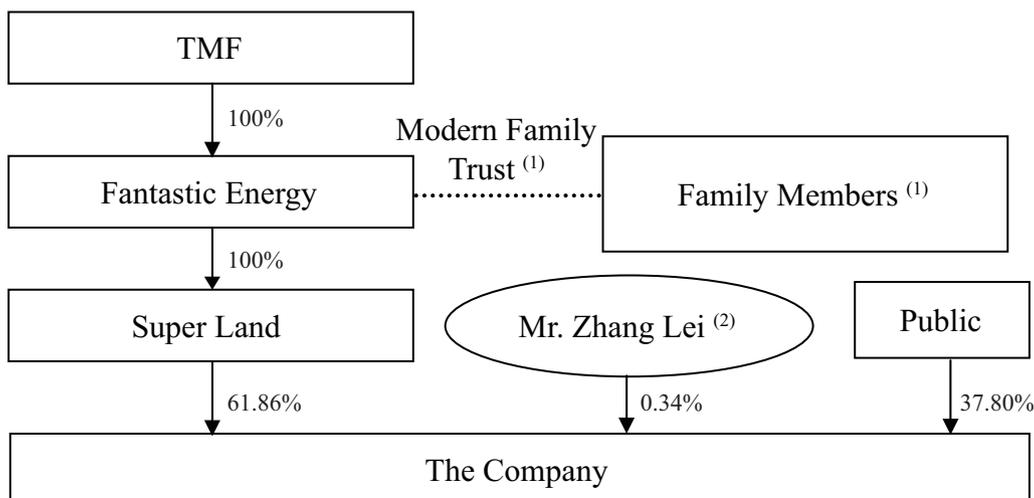
Notes:

- (1) Immediately before completion of the Change of Trusteeship, the entire issued share capital of Fantastic Energy was legally held by Cititrust and beneficially owned by the Modern Family Trust, a discretionary trust set up by Mr. Salum Zheng Lee as the settlor and Cititrust as the trustee in favour of the Family Members as capital and income beneficiaries.
- (2) Mr. Zhang Lei is an executive Director, the chairman of the Board and a controlling shareholder of the Company. Mr. Zhang Lei is also one of the capital and income beneficiaries under the Modern Family Trust.

Change of Trusteeship

For Mr. Salum Zheng Lee’s wealth planning purposes, with effect from 23 December 2016, TMF (Cayman) Ltd. (“TMF”) was appointed to replace Cititrust as the new trustee of the Modern Family Trust and the entire issued capital of Fantastic Energy was transferred by Cititrust to TMF on the same date.

The following chart sets out the Company’s shareholding structure immediately after completion of the Change of Trusteeship and as at the date of this announcement



Notes:

- (1) Immediately after completion of the Change of Trusteeship and as at the date of this announcement, the entire issued share capital of Fantastic Energy is legally held by TMF and beneficially owned by the Modern Family Trust, a discretionary trust set up by Mr. Salum Zheng Lee as the settlor and TMF as the trustee in favour of the Family Members as capital and income beneficiaries.
- (2) Mr. Zhang Lei is an executive Director, the chairman of the Board and a controlling shareholder of the Company. Mr. Zhang Lei is also one of the capital and income beneficiaries under the Modern Family Trust.

Waiver under Note 6 to Rule 26.1 of the Takeovers Code

According to Rule 26.1 of the Takeovers Code, subject to the granting of a waiver by the SFC, when, *inter alia*, any person acquires, whether by a series of transactions over a period of time or not, 30% or more of the voting rights of a company, that person shall extend offers, on the basis set out in Rule 26 of the Takeovers Code, to the holders of each class of equity share capital of the company, whether the class carries voting rights or not, and also to the holders of any class of voting non-equity share capital in which such person hold shares.

The Change of Trusteeship may result in TMF as the new trustee of the Modern Family Trust having an obligation to make a mandatory offer under Rule 26.1 of the Takeovers Code as aforementioned.

As submitted by Mr. Salum Zheng Lee to the SFC, among others, the Change of Trusteeship merely involves the transfer of Fantastic Energy from Cititrust to TMF, and Fantastic Energy will remain to be beneficially owned by the Modern Family Trust ultimately. It follows that the making of offers by TMF for all the shares of the Company would be unduly burdensome and inappropriate since there is no change in the ultimate beneficial ownership of the equity interest in the Company following completion of the Change of Trusteeship.

The Board was informed by Mr. Salum Zheng Lee that a waiver from the mandatory offer obligation under Note 6 to Rule 26.1 of the Takeovers Code as a result of the Change of Trusteeship was granted by the SFC on 6 May 2016. The Directors believe that the Change of Trusteeship is merely incidental to the administration of the Modern Family Trust and will not have any material impact on the control and management of the Company.

By Order of the Board
MODERN LAND (CHINA) CO., LIMITED
當代置業(中國)有限公司
Zhang Peng
President and Executive Director

Hong Kong, 28 December 2016

As at the date of this announcement, the Board comprises eight Directors, namely executive Directors: Mr. Zhang Lei, Mr. Zhang Peng and Mr. Chen Yin; non-executive Directors: Mr. Fan Qingguo and Mr. Zhong Tianxiang; and independent non-executive Directors: Mr. Qin Youguo, Mr. Cui Jian and Mr. Hui Chun Ho, Eric.