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If you have sold or transferred all your shares in Modern Land (China) Co., Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



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)

**PROPOSED BONUS ISSUE OF SHARES
ON THE BASIS OF
ONE BONUS SHARE FOR EVERY TEN EXISTING SHARES
HELD ON THE RECORD DATE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company (the “**EGM**”) to be held at Suites 805-6, Champion Tower, 3 Garden Road, Central, Hong Kong on Monday, 18 September 2017 at 10:00 a.m. or any adjournment thereof is set out on pages 11 to 12 of this circular.

A form of proxy for use at the EGM is enclosed with this circular and is also published on the websites of the Company and the Stock Exchange. Whether or not you are able to attend the EGM, please complete the form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

24 August 2017

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Bonus Issue”	the proposed issue of the Bonus Shares on the basis of one Bonus Share for every ten Shares held on the Bonus Issue Record Date
“Bonus Issue Record Date”	26 September 2017, being the date for ascertaining the entitlement of the Shareholders to the Bonus Shares under the Bonus Issue
“Bonus Shares”	the new Shares proposed to be issued under the Bonus Issue
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Modern Land (China) Co., Limited (當代置業(中國)有限公司), an exempted company incorporated on 28 June 2006 under the laws of the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Suites 805-6, Champion Tower, 3 Garden Road, Central, Hong Kong on Monday, 18 September 2017 at 10:00 a.m., or any adjournment thereof to consider and, if thought fit, approve the proposed Bonus Issue
“Group”	the Company and its subsidiaries
“HK Share Registrar”	Tricor Investor Services Limited, the Company’s branch share registrar in Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	22 August 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Non-Qualifying Shareholder(s)”	the Overseas Shareholder(s) whom the Board, after making enquiries, considers it necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of any relevant foreign regulatory body or stock exchange in that place not to extend the Bonus Issue to them
“Overseas Shareholder(s)”	the Shareholder(s) whose address(es) as shown on the Register of Members on the Bonus Issue Record Date is/are outside Hong Kong
“PRC”	the People’s Republic of China
“Qualifying Shareholder(s)”	the Shareholder(s) whose name(s) appear(s) on the Register of Members on the Bonus Issue Record Date (excluding the Non-Qualifying Shareholder(s)), who are entitled to the Bonus Issue
“Register of Members”	the register of members of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“US\$”	United States dollar, the lawful currency of the United States of America
“%”	per cent.

EXPECTED TIMETABLE

Set out below is the expected timetable for the Bonus Issue which is indicative only and has been prepared on the assumption that all the conditions of the Bonus Issue will be fulfilled:

Event	2017 (Hong Kong time)
Latest time for lodging transfers for entitlement to the right to attend and vote at the EGM	4:30 p.m. on Tuesday, 12 September 2017
Latest time for lodging the proxy form for the EGM	10:00 a.m. on Saturday, 16 September 2017
Closure of the Register of Members for determining the identity of the Shareholders who are entitled to attend and vote at the EGM (both days inclusive)	From Wednesday, 13 September 2017 to Monday, 18 September 2017
Record date for determining entitlement to attend and vote at the EGM	Monday, 18 September 2017
EGM	10:00 a.m. on Monday, 18 September 2017
Re-opening of the Register of Members	Tuesday, 19 September 2017
Last day of dealings in Shares cum-entitlement to the Bonus Shares	Tuesday, 19 September 2017
First day of dealings in Shares ex-entitlement to the Bonus Shares	Wednesday, 20 September 2017
Latest time for lodging the transfer documents for entitlement to the proposed interim dividend and the Bonus Shares	4:30 p.m. on Thursday, 21 September 2017
Closure of the Register of Members for determining the identity of the Shareholders who are entitled to the proposed interim dividend and the Bonus Shares (both days inclusive)	From Friday, 22 September 2017 to Tuesday, 26 September 2017
Record date for determining entitlement to the proposed interim dividend and the Bonus Shares	Tuesday, 26 September 2017
Re-opening of the Register of Members	Wednesday, 27 September 2017
Despatch of certificates for the Bonus Shares	Monday, 9 October 2017

EXPECTED TIMETABLE

First date of dealings in the Bonus Shares 9:00 a.m., on Tuesday, 10 October 2017

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be announced or notified to the Shareholders as and when appropriate. All references to time and dates in this circular refer to Hong Kong local time and dates.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhang Lei (*Chairman*)
Mr. Zhang Peng (*President*)
Mr. Chen Yin

Non-executive Directors:

Mr. Fan Qingguo
Mr. Chen Zhiwei
Mr. Chen Anhua

Independent non-executive Directors:

Mr. Qin Youguo
Mr. Cui Jian
Mr. Hui Chun Ho, Eric
Mr. Zhong Bin

Registered office:

Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

Suites 805-6
Champion Tower
3 Garden Road
Central, Hong Kong

24 August 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSED BONUS ISSUE OF SHARES
ON THE BASIS OF
ONE BONUS SHARE FOR EVERY TEN EXISTING SHARES
HELD ON THE RECORD DATE**

INTRODUCTION

The purpose of this circular is to provide you with the information in relation to the proposed Bonus Issue of the Company and the EGM Notice (which is set out on pages 11 to 12 of this circular).

LETTER FROM THE BOARD

PROPOSED BONUS ISSUE

Background

References are made to the announcements of the Company dated 14 August 2017 in relation to the interim results of the Group for the six months ended 30 June 2017 and the announcement of the Company dated 22 August 2017 in relation to the Bonus Issue. The Board has recommended the Bonus Issue on the basis of one Bonus Share for every ten existing Shares held by the Qualifying Shareholders.

Basis of the Bonus Issue

Subject to the conditions as set out under the paragraph headed “Conditions of the Bonus Issue” below, the Bonus Shares will be issued and credited as fully paid at par value on the basis of one Bonus Share for every ten existing Shares held by the Qualifying Shareholders on the Bonus Issue Record Date.

Assuming that no further Shares will be issued or repurchased on or before the Bonus Issue Record Date, on the basis of 2,504,444,000 existing Shares in issue as at the Latest Practicable Date, it is anticipated that a total of 250,444,400 Bonus Shares would be allotted and issued under the Bonus Issue, representing 10% of the existing issued share capital of the Company as at the Latest Practicable Date. Immediately upon completion of the Bonus Issue, there will be a total of 2,754,888,400 Shares in issue as enlarged by the Bonus Issue.

The Bonus Shares will be credited as fully paid at par by way of capitalisation of an amount of US\$2,504,444 standing to the credit of the share premium account of the Company pursuant to the Bonus Issue.

Conditions of the Bonus Issue

The Bonus Issue is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM for approving the Bonus Issue;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Bonus Shares; and
- (iii) compliance with the relevant legal procedures and requirements (if any) under the applicable laws of the Cayman Islands and the Articles of Association to effect the Bonus Issue.

Overseas Shareholders

The Company will make enquiry and, if necessary, seek legal advice(s) from overseas counsel(s) on the applicable procedural requirements for extending the Bonus Issue to the Overseas Shareholders. Upon such enquiry, if the Board is of the view that the exclusion of the Overseas Shareholders is necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, the Bonus Shares will not be issued to those

LETTER FROM THE BOARD

Overseas Shareholders, i.e. the Non-Qualifying Shareholders. In such circumstances, arrangements will be made for the Bonus Shares, which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealings in the Bonus Shares commence. Any net proceeds of sale, after deduction of the related expenses, will be distributed in Hong Kong dollar to the Non-Qualifying Shareholders, if any, pro-rata to their respective shareholdings and remittances therefor will be posted to them, at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100.00, in which case it will be retained for the benefit of the Company.

As at the Latest Practicable Date, there were 2 Shareholders whose addresses as shown on the Register of Members are in the British Virgin Islands. The Company has made inquiries with legal adviser of such relevant jurisdiction as to whether it is lawful or practicable to offer the Bonus Shares to such Shareholders in such place. According to the preliminary views of the legal adviser, there is no restriction that prevents the issuance of Bonus Shares to such Shareholders.

Notwithstanding the enquiries made by the Company with the said legal adviser, any Shareholder with a registered address outside Hong Kong or otherwise residing outside Hong Kong should consult their professional advisers as to whether they are permitted to receive the Bonus Shares under the Bonus Issue and the taxation consequences of their decision. It is the responsibility of the Shareholders who wish to receive the Bonus Shares under the Bonus Issue to comply with the laws of the relevant jurisdiction(s).

Status of the Bonus Shares

The Bonus Shares, upon issue, will rank *pari passu* with the then existing Shares in all respects, including the entitlement of receiving dividends and other distributions the record date for which falls on or after the date of allotment and issue of those Bonus Shares.

Fractions of Bonus Shares

There will not be any fractional entitlements to the Bonus Shares. Bonus Shares representing fractional entitlement will be aggregated and issued to a nominee to be nominated by the Board. Such Bonus Shares (if any) will be sold and the net proceeds, after deducting the related expenses therefrom, will be retained by the Company for its own benefits.

Record date and closure of Register of Members

For determining the entitlement to attend and vote at the EGM

In order to determine entitlement of Shareholders to the right to attend and vote at the EGM (or any adjournment thereof), the Register of Members will be closed from Wednesday, 13 September 2017 to Monday, 18 September 2017, both days inclusive, during which period no transfer of Shares will be effected. All transfers of Shares accompanied by the relevant share certificates must be lodged with the HK Share Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 12 September 2017.

LETTER FROM THE BOARD

For determining the entitlement to the proposed interim dividend and the Bonus Shares

In order to determine the entitlement of the Shareholders to the Bonus Shares under the Bonus Issue, the Register of Members will be closed from Friday, 22 September 2017 to Tuesday, 26 September 2017, both dates inclusive, during which period no transfer of Shares will be registered. In order to qualify for the Bonus Issue, all relevant transfer document(s) and share certificate(s) must be lodged with the HK Share Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 21 September 2017.

Listing, dealings and share certificates for the Bonus Shares

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares. No part of the securities of the Company is listed or dealt in, nor is listing or permission to deal in the securities of the Company being or proposed to be sought, on any other stock exchange.

It is expected that share certificates for the Bonus Shares will be posted by ordinary post on or before Monday, 9 October 2017 after all the conditions of the Bonus Issue have been fulfilled at the risk of the Shareholders entitled thereto to their respective addresses shown on the Register of Members on the Bonus Issue Record Date. In the case of a joint holding, the share certificates for the Bonus Shares will be posted to the address of the person whose name stands first on the Register of Members on the Bonus Issue Record Date. Subject to the fulfillment of the conditions as set out in the paragraph headed "Conditions of the Bonus Issue" above, which include the granting of listing of, and permission to deal in, the Bonus Shares on the Stock Exchange, the Bonus Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Bonus Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Dealings in the Bonus Shares on the Stock Exchange are expected to commence on Tuesday, 10 October 2017.

Reasons for and Benefits of the Bonus Issue

The Bonus Issue is proposed in recognition of the Shareholders' continual supports to the Company. Despite the share price per Share on an ex-entitlement basis should be reduced by the same proportion and the Bonus Issue is not expected to increase their proportionate interests in the Company, the Bonus Issue will increase the number of Shares to be held by the Shareholders which will enable them to enjoy more flexibility in managing their own investment portfolios such as giving them an opportunity to dispose of part of their Shares and realise a cash return. Based on the closing price of HK\$1.41 per Share as at the Latest Practicable Date, the theoretical price per Share is HK\$1.282 after the Bonus Issue has taken place (without taking into account the effect on the share price due to the interim dividend), and a board lot of 2,000 Shares will theoretically decrease from HK\$2,820 as at the Latest Practicable Date to HK\$2,564 after the Bonus Issue has taken place (without taking into account the effect on the share price due to the interim dividend). As such, the Bonus Issue will increase the number of Shares to be held by the Shareholders, the price of each Share and the trading price of each board lot will be adjusted downwards, and hence the Bonus Issue may enhance the trading volume and the liquidity of the Shares in the market and help to attract more investors thus broadening the shareholder base of the Company. In addition, the Directors, noting that the

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Shareholders' proportionate interests in the Company will not be increased by the Bonus Issue, are of the view that the Bonus Issue will allow the Shareholders to participate in the business growth of the Company and be a return to the long-term support of the Shareholders. Furthermore, the Bonus Issue only involves an insignificant amount of expenses which preserves the working capital of the Group. Therefore, the Board believes that the Bonus Issue, in combination with distribution of cash dividends, will not only enhance the liquidity of the Shares in the market and enlarge the shareholder/capital base of the Company but also represent an appropriate and balanced way to respond to the support of the Shareholders throughout the years.

Adjustments to outstanding share options

As at the Latest Practicable Date, there were outstanding share options entitling the holders thereof to subscribe for a total of 112,420,000 Shares. Pursuant to the terms of the share option scheme adopted by the Company pursuant to the written resolutions passed by the Shareholders on 14 June 2013, the Bonus Issue may lead to adjustments to the exercise price and/or the number of the Shares which may fall to be issued upon exercise of the outstanding share options. Other than the outstanding share options, the Company does not have any warrants, options, or other securities exchangeable or convertible into Shares as at the Latest Practicable Date. Further announcement will be made by the Company in respect of such adjustments and their effective date(s) in due course.

EGM NOTICE AND PROXY FORM

The EGM will be held at Suites 805-6, Champion Tower, 3 Garden Road, Central, Hong Kong on Monday, 18 September 2017 at 10:00 a.m., or any adjournment thereof to consider and, if thought fit, approve the proposed Bonus Issue.

Whether or not you are able to attend the EGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (the "**Closing Time**"). Accordingly, Shareholders are advised to complete the proxy form carefully and lodge the Proxy Form before the Closing Time. If such Shareholders wish to vote at the EGM, they will have to attend in person and vote at the EGM themselves.

Shareholders are reminded that completion and return of the proxy form will not preclude you from attending and voting at the EGM if you so wish. Shareholders who have appointed or intend to appoint proxy or proxies to attend the EGM are requested to pay attention to the special arrangements set out above.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of poll. Accordingly, the resolution to be considered and, if thought fit, approved at the EGM will be voted by way of poll by the Shareholders.

LETTER FROM THE BOARD

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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the resolution to be proposed at the EGM is in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

Yours faithfully,
By Order of the Board
Modern Land (China) Co., Limited
Zhang Peng
President and Executive Director

NOTICE OF EGM



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Modern Land (China) Co., Limited (the “**Company**”) will be held at Suites 805-6, Champion Tower, 3 Garden Road, Central, Hong Kong, on Monday, 18 September 2017 at 10:00 a.m. for the following purpose:

1. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Bonus Shares (as defined below), each of the following be and is hereby approved:
 - (a) upon the recommendation of the directors of the Company (the “**Director(s)**”), such amount standing to the credit of the share premium account of the Company be capitalised and the Directors be and are hereby authorised to apply such amount in paying up in full at par of such number of new shares of US\$0.01 each in the share capital of the Company (the “**Bonus Share(s)**”) which is equal to one-tenth of the total number of the issued shares of the Company (the “**Share(s)**”) on 26 September 2017 (or such other record date as the Directors may approve) (the “**Bonus Issue Record Date**”), and the Directors be and are hereby authorised to allot, issue and distribute the Bonus Shares, which shall be credited as fully paid, to the shareholders of the Company (the “**Shareholders**”) whose names appear on the register of members of the Company (the “**Register of Members**”) as at the close of business on the Bonus Issue Record Date, other than those Shareholders (the “**Non-Qualifying Shareholders**”) whose addresses as shown on the Register of Members at the close of business on the Bonus Issue Record Date are in jurisdiction(s) outside Hong Kong and in respect of whom the Directors consider the exclusion from the Bonus Issue to be necessary or expedient in accordance with the Rules Governing the Listing of Securities on the Stock Exchange and the memorandum and articles of association of the Company (if any), on the basis of one (1) Bonus Share for every ten (10) existing Shares then held by them respectively (the “**Bonus Issue**”), and the Directors be and are hereby authorised to settle, as they consider appropriate, any difficulty in regard to any distribution of the Bonus Shares;

NOTICE OF EGM

- (b) the Bonus Shares to be allotted and issued pursuant to this resolution shall, subject to the memorandum and articles of association of the Company, rank *pari passu* in all respects with the existing Shares in the share capital of the Company as at the date of passing this resolution;
- (c) the Directors be and are hereby authorised to arrange for the Bonus Shares which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealings in the Bonus Shares commence, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollar to the Non-Qualifying Shareholders, if any, pro rata to their respective shareholdings and to post to them the remittances therefor at their own risk, unless the amount to be distributed to any such persons is less than HK\$100.00, in which case the Directors be and are hereby authorised to retain such amount for the benefit of the Company; and
- (d) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares.”

Yours faithfully,
By Order of the Board
Modern Land (China) Co., Limited
Zhang Peng
President and Executive Director

Hong Kong, 24 August 2017

Notes:

- (a) Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder or member of the Company. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited with Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the EGM or any adjourned meeting (the “**Closing Time**”).
- (b) In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM, whether in person or by proxy, then one of the said persons so present whose name stands first on the Register of Members in respect of such Shares shall alone be entitled to vote in respect thereof.
- (c) The Register of Members will be closed from 13 September 2017 to 18 September 2017 (both days inclusive), during which period no transfer of Shares can be registered. In order to qualify for attending the EGM, all properly completed share transfer forms, accompanied by the relevant share certificates, must be lodged with Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 12 September 2017.
- (d) The Register of Members will be closed from 22 September 2017 to 26 September 2017 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for the Bonus Issue, all completed transfer forms accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 21 September 2017.