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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)

**(1) CHANGE OF DIRECTORS;
(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES;
(3) CHANGE OF COMPANY SECRETARY,
AUTHORISED REPRESENTATIVE AND PROCESS AGENT; AND
(4) COMPLIANCE WITH RULE 13.92 OF THE LISTING RULES**

The Board hereby announces that, with effect from 4 March 2025:

- (1) Mr. Tang has resigned as a non-executive Director;
- (2) Mr. Cui has resigned as an independent non-executive Director, the chairman of the Nomination Committee, and a member of each of the Audit Committee, the Remuneration Committee and the ESG Committee;
- (3) Mr. Han has been appointed as a non-executive Director;
- (4) Ms. Zhu has been appointed as an independent non-executive Director, the chairman of the Nomination Committee, and a member of each of the Audit Committee and the Remuneration Committee;
- (5) Mr. Leung has resigned as the Company Secretary, the Authorised Representative and the Process Agent; and
- (6) Mr. Wong has been appointed as the Company Secretary, the Authorised Representative and the Process Agent.

RESIGNATION OF DIRECTORS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Modern Land (China) Co., Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that,

- (i) Mr. Tang Lunfei (“**Mr. Tang**”) has resigned as a non-executive Director with effect from 4 March 2025, due to his wish to devote more time on his other business engagements; and
- (ii) Mr. Cui Jian (“**Mr. Cui**”) has resigned as an independent non-executive Director, the chairman of the nomination committee of the Company (the “**Nomination Committee**”), and a member of each of the audit committee of the Company (the “**Audit Committee**”), the remuneration committee of the Company (the “**Remuneration Committee**”) and the environmental, social and governance committee of the Company (the “**ESG Committee**”) all with effect from 4 March 2025, due to his wish to devote more time on his other business engagements.

Each of Mr. Tang and Mr. Cui has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation which needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company would like to express its sincere gratitude towards their valuable contributions to the Group during their respective tenure of office.

APPOINTMENT OF DIRECTORS

The Board is pleased to announce that,

- (i) Mr. Han Shuchang (“**Mr. Han**”) has been appointed as a non-executive Director with effect from 4 March 2025; and
- (ii) Ms. Zhu Caiqing (“**Ms. Zhu**”) has been appointed as an independent non-executive Director, the chairman of the Nomination Committee, and a member of each of the Audit Committee and the Remuneration Committee all with effect from 4 March 2025.

Non-executive Director

The biographical details of Mr. Han are set out as follows:

Mr. Han Shuchang (韓舒暢), aged 40, has over 14 years of experience in finance industry. From 2010 to 2012, he served as a business manager in Bank of Beijing Co., Ltd. From 2012 to 2015, he was engaged in finance and capital work in Cinda Investment Co., Ltd* (信達投資有限公司). From 2015 to 2024, he served as manager, senior deputy manager, senior manager and the chief, respectively at China Cinda Asset Management Co., Ltd. Starting from October 2024, he has been serving as an assistant to the general manager of China Cinda (HK) Holdings Company Limited.

Mr. Han graduated from the Business School of Beijing Technology and Business University (北京工商大學商學院) in 2010 with a master degree in management.

Save as disclosed above, Mr. Han (i) has not held any directorships in the last three years preceding the date of this announcement in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position with the Company or any other members of the Group; and (iii) has no other major appointments and professional qualifications.

Mr. Han will enter into a service contract with the Company for an initial term of three years from 4 March 2025 and subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the articles of association of the Company. Mr. Han will hold office until the next annual general meeting of the Company and then be eligible for re-election at such meeting under Article 83(3) of the articles of association of the Company. Mr. Han will not receive any remuneration as a non-executive Director. The Company has the right to terminate the service contract in the event that China Cinda (HK) Asset Management Co., Limited directly or indirectly holds less than 5% of the issued share capital of the Company.

As at the date of this announcement, Mr. Han does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”). Mr. Han does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (each as defined under the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”)) of the Company. Save as disclosed above, Mr. Han has confirmed that there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no matter regarding his appointment that is required to be brought to the attention of the Shareholders and the Stock Exchange.

Independent non-executive Director

The biographical details of Ms. Zhu are set out as follows:

Ms. Zhu Caiqing (朱彩清), aged 56, has more than 33 years of experience in real estate and secretarial related work. From August 1991 to April 2003, Ms. Zhu served as a company secretary at Wuda Mining Bureau of Wuhai City, Inner Mongolia Autonomous Region* (內蒙古自治區烏海市烏達礦務局). Since April 2003, she has been working at the China Real Estate Association-Council of Human Settlements (中國房地產業協會人居環境委員會), where she currently serves as head of the secretariat. Ms. Zhu was an independent non-executive director of First Service Holding Limited (Stock Code: 2107) from July 2020 to March 2022.

Ms. Zhu graduated from Xinjiang University (新疆大學) in June 2015 with a master degree in public management.

Save as disclosed above, Ms. Zhu (i) has not held any directorships in the last three years preceding the date of this announcement in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position with the Company or any other members of the Group; and (iii) has no other major appointments and professional qualifications.

Save as disclosed above, Ms. Zhu has confirmed that (i) she met the independence criteria as set out in Rule 3.13 (1) to (8) of the Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

Ms. Zhu will enter into a service contract with the Company for an initial term of three years from 4 March 2025 and subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the articles of association of the Company. Ms. Zhu will hold office until the next annual general meeting of the Company and then be eligible for re-election at such meeting under Article 83(3) of the articles of association of the Company. Ms. Zhu will receive a Director's fee of HK\$120,000 per annum, which is determined with reference to her duties and responsibilities as well as the Company's remuneration policy.

As at the date of this announcement, Ms. Zhu does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which are required to be disclosed pursuant to Part XV of the SFO. Ms. Zhu does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (each as defined under the Listing Rules) of the Company. Save as disclosed above, Ms. Zhu has confirmed that there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no matter regarding her appointment that is required to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to express its warmest welcome to Mr. Han and Ms. Zhu for joining the Board.

CHANGE OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND PROCESS AGENT

Resignation of Company Secretary, Authorised Representative and Process Agent

The Board announces that Mr. Leung Pak Keung (“**Mr. Leung**”) has resigned as the company secretary of the Company (the “**Company Secretary**”), an authorised representative (the “**Authorised Representative**”) of the Company under Rule 3.05 of the Listing Rules and Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), and an agent for the service of process and notices on behalf of the Company in Hong Kong (the “**Process Agent**”) under Rule 19.05(2) of the Listing Rules all with effect from 4 March 2025.

Mr. Leung has confirmed that he has no disagreement with the Board and that there is no matter in respect of his resignation which needs to be brought to the attention of the Shareholders and the Stock Exchange.

Appointment of Company Secretary, Authorised Representative and Process Agent

The Board also announces that Mr. Wong Kwan Long, Kelvin (“**Mr. Wong**”) has been appointed as the Company Secretary, the Authorised Representative and the Process Agent all with effect from 4 March 2025.

The biographical details of Mr. Wong are set out as follows:

Mr. Wong Kwan Long, Kelvin (黃鈞朗), aged 42, joined the Group in 2019. He is currently the finance and investor relations director of the Company. Mr. Wong has over 10 years of experience in financial management gained from listed company and international audit firm. Mr. Wong is a fellow member of the Association of Chartered Certified Accountants. He holds a bachelor’s degree of computer engineering from the University of Hong Kong.

The Board would like to extend its appreciation to Mr. Leung for his contribution to the Company during his tenure of service and welcome Mr. Wong on his appointment.

COMPLIANCE WITH RULE 13.92 OF THE LISTING RULES

Reference is made to the announcement of the Company dated 27 December 2024 regarding board diversity requirement under Rule 13.92 of the Listing Rules.

Following the appointment of Ms. Zhu as an independent non-executive Director, the Company has complied with the requirement under Rule 13.92 of the Listing Rules regarding gender diversity of the Board.

By order of the Board
Modern Land (China) Co., Limited
Zhang Peng
Chairman, President and Executive Director

Hong Kong, 4 March 2025

As at the date of this announcement, the Board comprises eight Directors namely, executive Directors: Mr. Zhang Peng, Mr. Zhang Lei and Mr. Chen Yin; non-executive Directors: Mr. Han Shuchang and Mr. Zeng Qiang; and independent non-executive Directors: Mr. Hui Chun Ho, Eric, Mr. Gao Zhikai and Ms. Zhu Caiqing.

* *For identification purposes only*