
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms and expressions have the meanings set below.

“AMG Commercial”	America Modern Green Commercial Centre (Houston) LLC, a limited liability company formed and organized under the laws of the State of Texas on February 1, 2013 and our wholly-owned subsidiary
“AMG Development”	America Modern Green Development Co., a corporation incorporated under the laws of the State of Delaware on June 8, 2012 and our wholly-owned subsidiary
“AMG Development Houston”	America Modern Green Development (Houston) LLC, a limited liability company formed and organized under the laws of the State of Texas on October 15, 2012 and our wholly-owned subsidiary
“AMG Development Texas”	America Modern Green Development (Texas) Co., a corporation incorporated under the laws of the State of Texas on October 15, 2012 and our wholly-owned subsidiary
“AMG Holding”	America Modern Green Holding Corporation, a corporation incorporated under the laws of the State of Delaware on June 8, 2012 and our wholly-owned subsidiary
“AMG Holding Houston”	America Modern Green (Houston) Holding Corporation, a corporation incorporated under the laws of the State of Texas on January 29, 2013 and our wholly-owned subsidiary
“AMG Senior”	America Modern Green Senior (Houston) LLC, a limited liability company formed and organized under the laws of the State of Texas on February 1, 2013 and our wholly-owned subsidiary
“AMG Washington DC”	America Washington DC Modern Green Development LLC, a limited liability company formed and organized under the laws of the State of Delaware on June 8, 2012 and our wholly-owned subsidiary

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“Ao Xinjiyuan”	北京澳新紀元房地產開發有限公司 (Beijing Aoxinjiyuan Real Estate Development Co., Ltd.*), a company incorporated in the PRC with limited liability on May 30, 2002 and our wholly-owned subsidiary
“Application Form(s)”	WHITE, YELLOW and GREEN application form(s), or where the context so requires, any of them
“Articles of Association” or “Articles”	the articles of association of our Company conditionally adopted on June 14, 2013 and as amended, supplemented or otherwise modified from time to time, a summary of which is set out in Appendix IV to this prospectus
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Beijing Dongjun”	北京東君房地產開發有限公司 (Beijing Dongjun Real Estate Development Co., Ltd.*), a company incorporated in the PRC with limited liability on November 13, 2001 and our wholly-owned subsidiary
“Beijing Dongjun Club”	北京東君俱樂部管理有限公司 (Beijing Dongjun Club Management Co., Ltd.*), a company incorporated in the PRC with limited liability on January 4, 2005 and wholly-owned by First Moma Asset, and a related party
“Beijing First Estate”	第一物業服務(北京)有限公司 (First Estate Service (Beijing) Co., Ltd.*), a company incorporated in the PRC with limited liability on December 6, 1999 and held as to 20% by Mr. Zhang Peng and as to 80% by First Moma Asset, and a related party
“Beijing Green Power”	北京綠建動力商業運營管理有限公司 (Beijing Green Power Commercial Operation Management Co., Ltd.*), a company incorporated in the PRC with limited liability on April 22, 2013 and our wholly-owned subsidiary
“Beijing Green Project”	北京綠建工程項目管理有限公司 (Beijing Green Project Management Co., Ltd.*), a company incorporated in the PRC with limited liability on February 15, 2011 and our wholly-owned subsidiary

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“Beijing Modern”	北京當代房地產開發有限責任公司 (Beijing Modern Real Estate Development Co., Ltd.*), a company incorporated in the PRC with limited liability on February 15, 2000 and our wholly-owned subsidiary
“Beijing Modern Concentrating Wisdom”	北京當代融智投資管理有限公司 (Beijing Modern Concentrating Wisdom Investment Management Co., Ltd.*), a company incorporated in the PRC with limited liability on April 16, 1998 and held as to 80% by Modern Group and as to 20% by Modern Great Trade, and a related party
“Beijing Moma Investment”	北京摩碼投資管理有限公司 (Beijing Moma Investment Management Co., Ltd.*), a company incorporated in the PRC with limited liability on August 10, 2005 and held as to 80% by Modern Group and as to 20% by Modern Great Trade, formerly known as 北京基業投資管理有限公司 (Beijing Jiye Investment Management Co., Limited*), and a related party
“Beijing Moma Preschool”	北京摩碼幼教科科技運營有限公司 (Beijing Moma Preschool Education Technology Operations Co., Ltd.*), a company incorporated in the PRC with limited liability on July 21, 2009 and held as to 51% by First Moma Asset and as to 49% by 北京匯佳童園幼教科發展有限公司 (Beijing Huijia Tongyuan Preschool Technology Development Co., Ltd.*), and a related party
“Beijing New Power”	新動力(北京)建築科技有限公司 (New Power (Beijing) Architectural Technology Co., Ltd.*), a company incorporated in the PRC with limited liability on March 22, 2006 and our wholly-owned subsidiary
“Beijing Tongzheng Equipment”	北京通正設施設備有限公司 (Beijing Tongzheng Equipment Maintenance Co., Ltd.*), a company incorporated in the PRC with limited liability on February 1, 2005 and wholly-owned by First Moma Asset, and a related party
“Board”	our board of Directors
“Business Day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business

DEFINITIONS

“BVI”	the British Virgin Islands
“CAGR(s)”	compound annual growth rate(s)
“Capital Design”	北京首都工程建築設計有限公司 (Beijing Capital Engineering Architecture Design Co., Ltd.*), a company incorporated in the PRC with limited liability on December 6, 2002 and held as to 50% by Mr. Li Yingxu and as to 50% by Mr. Han Xiaohang, both are Independent Third Parties, and Capital Design is therefore an Independent Third Party
“Capitalization Issue”	the issue of 1,195,000,000 Shares to be made upon capitalization of certain sums standing to the credit of the share premium account of our Company referred to in the section headed “Statutory and General Information” in Appendix V to this prospectus
“CBRC”	China Banking Regulatory Commission (中國銀行業監督管理委員會)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“Center Dragon Investment”	北京中龍投資諮詢有限公司 (Beijing Center Dragon Investment Consulting Co., Ltd.*), a company incorporated in the PRC with limited liability on June 3, 1998 and held as to 80% by Mr. Zhang Lei and as to 20% by Ms. Zhang Xinyu, formerly known as 北京中龍房地產開發諮詢有限公司 (Beijing Center Dragon Real Estate Development Consulting Co., Ltd.*), and a related party

DEFINITIONS

“China” or “PRC”	the People’s Republic of China, but for the purpose of this prospectus and for geographical reference only and except where the context requires, references in this prospectus to “China” and the “PRC” do not include Taiwan, the Macau Special Administrative Region and Hong Kong
“Common Housing”	普通住房, according to the PRC government, housing that satisfies the following conditions: (1) the volumetric fraction of the buildings in residential communities shall be more than 1.0, (2) the floor space of a single set of apartment shall be less than 120 square meters, and (3) the bargaining price is 1.2 times lower than the average price of those houses as built on the land at an identical level. All provinces, autonomous regions and municipalities directly under the PRC central government shall formulate the specific standards for Common Housing. The floor space and the price of a single set of apartment can be adjusted to within 20% of the above standard
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”, “our Company”, “we” or “us”	Modern Land (China) Co., Limited (當代置業(中國)有限公司), an exempted company incorporated under the Companies Law in the Cayman Islands with limited liability on June 28, 2006
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, unless the context otherwise requires, refers to Mr. Zhang Lei, Mr. Salum Zheng Lee and Cititrust Cayman, and through the Family Trust, Fantastic Energy and Super Land
“CPPCC”	Chinese People’s Political Consultative Conference (中國人民政治協商會議)

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“Cititrust Cayman”	Cititrust Private Trust (Cayman) Limited, an independent professional trustee, as further described in “History and Reorganization” in this prospectus
“Cititrust Singapore”	Cititrust (Singapore) Limited, an independent professional trustee as further described in “History and Reorganization” in this prospectus
“CMS”	China Merchants Securities (HK) Co., Limited, which is licensed to conduct Type 1 (dealing in securities), Type 2 (dealing in future contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
“Create Success”	Create Success Development Ltd. (創作發展有限公司), a company incorporated in the BVI with limited liability on May 14, 2007 and wholly-owned by Mr. Fan Qingguo, and holds approximately 0.309% shareholding in our Company upon completion of the Global Offering and the Capitalization Issue (assuming that the Over-allotment Option is not exercised)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Daiwa” or “Sole Sponsor”	Daiwa Capital Markets Hong Kong Limited (大和資本市場香港有限公司), licensed to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
“Director(s)”	the director(s) of our Company
“Dragon Shing”	Dragon Shing Technology Ltd. (龍昇科技有限公司), a company incorporated in the BVI with limited liability on April 25, 2007 and wholly-owned by Mr. Chen Yin, and holds approximately 0.357% shareholding in our Company upon completion of the Global Offering and the Capitalization Issue (assuming that the Over-allotment Option is not exercised)
“DTZ”	DTZ Debenham Tie Leung Limited

DEFINITIONS

“EIT”	PRC enterprise income tax
“Family Trust”	the family trust in respect of the entire issued share capital of Super Land set up by Mr. Salum Zheng Lee as the settlor pursuant to a trust deed dated September 7, 2012, as further described in “History and Reorganization” in this prospectus
“Fantastic Energy”	Fantastic Energy Ltd., a company incorporated and existing under the laws of the Commonwealth of the Bahamas, and wholly-owned by the Family Trust
“First Moma Asset”	第一摩碼資產管理(北京)有限公司 (First Moma Asset Operation (Beijing) Co., Ltd.*), a company incorporated in the PRC with limited liability on September 20, 2002 and held as to 66.5% by Beijing Modern Concentrating Wisdom and as to 33.5% by Modern Great Trade, formerly known as 當代勝地資產運營(北京)有限公司 (Modern Resort Asset Operation (Beijing) Co., Ltd.*)
“First Moma Asset Group”	First Moma Asset and its subsidiaries
“First Moma Asset Operation”	第一摩碼商業運營管理(北京)有限公司 (First Moma Commercial Operation Management (Beijing) Co., Ltd.*), a company incorporated in the PRC with limited liability on March 14, 2005 and held as to 65% by First Moma Asset and as to 35% by Beijing Modern Concentrating Wisdom, formerly known as 當代勝地商業運營管理(北京)有限公司 (Modern Resort Business Operation Management (Beijing) Co., Ltd.*), and a related party
“First Moma Real Estate Brokerage”	第一摩碼聯行房地產經紀(北京)有限公司 (First Moma Real Estate Brokerage (Beijing) Co., Ltd.*), a company incorporated in the PRC with limited liability on September 18, 2009 and wholly-owned by First Moma Asset, formerly known as 通正聯行房地產經紀(北京)有限公司 (Tong Zheng Lian Hang Real Estate Brokerage (Beijing) Co., Ltd.*), and a related party
“GDP”	gross domestic product
“GFA”	gross floor area

DEFINITIONS

“Global Offering”	the Hong Kong Public Offer and the International Placing
“Gold Family Technology”	北京金世家科技有限公司 (Beijing Gold Family Technology Co., Ltd.*), a company incorporated in the PRC with limited liability on June 16, 2008 and wholly-owned by Mr. Zhang Lei, and a related party
“Great Trade”	Great Trade Technology Ltd. (宏業科技有限公司), a company incorporated in the BVI with limited liability on January 23, 2007 and our wholly-owned subsidiary
“ GREEN Application Form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider designated by the Company
“Group” or “our Group”	our Company and our subsidiaries, and where the context so requires, in respect of the period prior to our Company becoming the holding company of our current subsidiaries, such subsidiaries as if they were our Company’s subsidiaries during such period
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“ HK eIPO White Form ”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at www.hkeipo.hk
“ HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by the Company, as specified on the designated website at www.hkeipo.hk
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Offer Shares”	the 40,000,000 Shares initially offered by our Company for subscription pursuant to the Hong Kong Public Offer (subject to adjustments as described in “Structure of the Global Offering” in this prospectus)
“Hong Kong Public Offer”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price and subject to the terms and conditions set out in this prospectus and the Application Forms
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offer listed in “Underwriting – Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated June 27, 2013 relating to the Hong Kong Public Offer entered into by our Company, Super Land, Fantastic Energy, Mr. Salum Zheng Lee, the executive Directors, the Joint Global Coordinators and the Hong Kong Underwriters as further described in “Underwriting” in this prospectus
“Hubei First Estate”	第一物業服務湖北有限公司 (First Property Service (Hubei) Co., Ltd.*), a company incorporated in the PRC with limited liability on March 8, 2011 and wholly-owned by Beijing First Estate, and a related party
“Hubei Modern”	湖北當代節能置業有限公司 (Hubei Modern Green Development Co., Ltd.*), a company incorporated in the PRC with limited liability on April 14, 2011 and our wholly-owned subsidiary
“Hubei Moma”	湖北摩碼置業有限公司 (Hubei Moma Development Co., Ltd.*), a company incorporated in the PRC with limited liability on January 5, 2011 and our wholly-owned subsidiary
“Hubei Wanxing”	湖北萬星置業有限公司 (Hubei Wanxing Development Co., Ltd.*), a company incorporated in the PRC with limited liability on January 27, 2010 and our wholly-owned subsidiary

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“Hunan First Estate”	湖南第一物業服務有限公司 (Hunan First Estate Service Co., Ltd.*), a company incorporated in the PRC with limited liability on January 25, 2008 and wholly-owned by First Moma Asset, and a related party
“Hunan Modern Green”	當代置業(湖南)有限公司 (Hunan Modern Green Development Co., Ltd.*), a company incorporated in the PRC with limited liability on September 14, 2005 and our wholly-owned subsidiary
“IASB”	International Accounting Standards Board
“IFRS”	International Financial Reporting Standards (including the International Accounting Standards and their interpretations) issued by the IASB
“Independent Third Party(ies)”	a person(s) or company(ies) who/which is/are independent of and not connected with our Company and our connected persons
“International Placing”	the conditional placing by the International Underwriters of the International Placing Shares outside the United States in reliance on Regulation S, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Placing Shares”	the 360,000,000 Shares initially being offered by our Company for subscription at the Offer Price pursuant to the International Placing together, where relevant, with any additional Shares sold pursuant to the exercise of the Over-allotment Option (subject to adjustments as described in “Structure of the Global Offering” in this prospectus)
“International Underwriters”	the underwriters of the International Placing
“International Underwriting Agreement”	the international underwriting agreement relating to the International Placing to be entered into by our Company, Super Land, Fantastic Energy, Mr. Salum Zheng Lee, the executive Directors, the International Underwriters and the Joint Global Coordinators on or about the Price Determination Date, as further described in “Underwriting” in this prospectus

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“Jiangxi First Estate”	江西第一物業服務有限公司 (Jiangxi First Property Service Co., Ltd.*), a company incorporated in the PRC with limited liability on May 14, 2010 and wholly-owned by Beijing First Estate, and a related party
“Jiangxi Modern Green”	江西當代節能置業有限公司 (Jiangxi Modern Green Development Co., Ltd.*), a company incorporated in the PRC with limited liability on December 22, 2009 and our wholly-owned subsidiary
“Jiu Yun Development”	Jiu Yun Development Co., Limited (久運發展有限公司), a company incorporated in Hong Kong with limited liability on December 28, 2007 and our wholly-owned subsidiary
“Jiujiang Moma”	九江摩碼置業有限公司 (Jiujiang Moma Development Co., Ltd.*), a company incorporated in the PRC with limited liability on December 22, 2010 and our wholly-owned subsidiary
“Joint Bookrunners”	Daiwa, CMS, and RHB OSK Securities Hong Kong Limited
“Joint Global Coordinators”	Daiwa and CMS
“Joint Lead Managers”	Daiwa, CMS, RHB OSK Securities Hong Kong Limited, SBI E2-Capital Financial Services Limited, and Fulbright Securities Limited
“LAT”	Land Appreciation Tax (土地增值稅) as defined in the Provisional Regulations of the PRC on Land Appreciation Tax (《中華人民共和國土地增值稅暫行條例》) and the Detailed Implementation Rules on the Provisional Regulations of the PRC on Land Appreciation Tax (《中華人民共和國土地增值稅暫行條例實施細則》)
“Latest Practicable Date”	June 20, 2013, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus

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“LEED”	Leadership in Energy and Environmental Design, as developed by the U.S. Green Building Council in 2000, which provides building owners and operators with a framework for identifying and implementing practical and measurable green building design, construction, operations and maintenance solutions
“Liao Yuan Technology”	北京當代遼原科技有限公司 (Beijing Modern Liao Yuan Technology Co., Ltd.*), a company incorporated in the PRC with limited liability on February 9, 2001 and held as to 60% by Mr. Zhang Lei and as to 40% by Ms. Zhang Xinyu, and a related party
“Listing”	the listing of our Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be July 12, 2013, on which dealings in our Shares first commence on the Main Board
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Macro-Link”	新華聯控股有限公司 (Macro-Link Holding Co., Ltd.), which is held as to 42.5% by Mr. Fu Jun (who used to be a director of Modern Green Development and resigned with effect from December 6, 2012, and given he was a Director within the preceding 12 months, he is considered as a connected person under Chapter 14A of Listing Rules)
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Mel Creation”	Mel Creation Development Ltd. (文創發展有限公司), a company incorporated in the BVI with limited liability on May 11, 2007 and wholly-owned by Mr. Li Jing, and holds approximately 0.357% shareholding in our Company upon completion of the Global Offering and the Capitalization Issue (assuming that the Over-allotment Option is not exercised)

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“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company adopted on June 14, 2013 and as amended from time to time, a summary of which is set out in Appendix IV of this prospectus
“Ministry of Finance”	the Ministry of Finance of the PRC (中國財政部)
“Minority Shareholders”	Mr. Zhang Lei, Mr. Li Jing, Mr. Chen Yin, Mr. Fan Qingguo and Mr. Zhang Peng
“MLR”	the Ministry of Land and Resources of the PRC (中國國土資源部)
“Modern Enlightenment”	當代天啟技術(北京)有限公司 (Modern Enlightenment Technology (Beijing) Co., Ltd.*), a company incorporated in the PRC with limited liability on May 25, 2006 and wholly-owned by Beijing Moma Investment, and a related party
“Modern Great Trade”	當代偉業投資管理有限公司 (Modern Great Trade Investment Management Co., Ltd.*), a company incorporated in the PRC with limited liability on June 27, 2000 and held as to 80% by Gold Family Technology and as to 20% by Center Dragon Investment, and a related party
“Modern Green Development”	當代節能置業股份有限公司 (Modern Green Development Co., Ltd.*), a company incorporated in the PRC with limited liability on September 21, 2000, formerly known as 北京當代鴻運房地產經營開發有限公司 (Beijing Modern Hongyun Real Estate Development Co., Ltd*) and held as to 98.051% by Modern Green Industrial and as to 1.949% by Beijing Green Project, and our wholly-owned subsidiary
“Modern Green Development Hong Kong”	Modern Green Development (HongKong) Co., Limited (當代節能置業(香港)有限公司), a company incorporated in Hong Kong with limited liability on August 16, 2002, formerly known as Supreme Fortune Holdings Co., Limited (盈通控股有限公司) and Modern Land (Hongkong) Co., Limited (當代置業(香港)控股有限公司), and held 100% by Mr. Zhang Lei, and a related party

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“Modern Green Industrial”	當代綠色實業有限公司 (Modern Green Industrial Co., Ltd.*), a company incorporated in the PRC with limited liability on June 30, 2006 and our wholly-owned subsidiary, formerly known as 當代紅華置業有限公司 (Modern Honghua Property Co., Ltd.*) and 當代綠色置業有限公司 (Modern Green Property Co., Ltd.*)
“Modern Group”	當代投資集團有限公司 (Modern Investment Group Co., Ltd.*), a company incorporated in the PRC with limited liability on November 10, 1999 and held as to 33% by Center Dragon Investment and 67% by Liao Yuan Technology, formerly known as 北京天行興業投資有限公司 (Beijing Tianxing Xingye Investment Co., Ltd.*), and a related party
“Modern Investment Management”	當代建設投資管理有限公司 (Modern Construction Investment Management Co., Ltd.*), a company incorporated in the PRC with limited liability on August 16, 2005 and held as to 80% by Modern Group and 20% by Modern Great Trade, and a related party
“Modern Moma”	北京當代摩碼投資管理有限公司 (Beijing Modern Moma Investment Management Co., Ltd.*), a company incorporated in the PRC with limited liability on January 11, 2011 and held as to 100% by Modern Investment Management, and a related party
“Modern Moma Hotel Management”	當代摩碼酒店管理(北京)有限公司 (Modern Moma Hotel Management (Beijing) Co., Ltd.*), a company incorporated in the PRC with limited liability on September 6, 2011 and our wholly-owned subsidiary
“Modern Moma Project Management”	當代摩碼工程項目管理(北京)有限公司 (Modern Moma Project Management (Beijing) Co. Ltd.*), a wholly foreign-owned enterprise incorporated in the PRC on September 29, 2005 and our wholly-owned subsidiary, formerly known as 當代斯坦納工程項目管理(北京)有限公司 (Steiner Modern (Beijing) Ltd.*)

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“Modern Oupulasi”	當代滙浦拉斯科技(北京)有限公司 (Modern Oupulasi Technology (Beijing) Co., Ltd.*), a sino-foreign equity joint venture company incorporated in the PRC with limited liability on April 19, 2011 and held as to 55% by Modern Moma Project Management and as to 45% by 滙浦拉斯整創設計股份有限公司 (O+ Design International Corporation), and our subsidiary
“Modern Property”	當代置業集團股份有限公司 (Modern Property Group Co., Ltd.*), a company incorporated in the PRC with limited liability on May 24, 2000 and held as to 95% by Modern Group and as to 5% by Modern Great Trade, and a related party
“Moma Club”	摩碼會俱樂部管理(北京)有限公司 (Moma Club Management (Beijing) Co., Ltd.*), a company incorporated in the PRC with limited liability on November 21, 2002 and held as to 80% by First Moma Asset and as to 20% by Beijing First Estate, and a related party
“MOF”	the Ministry of Finance of the PRC (中國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中國商務部) or its predecessor, the Ministry of Foreign Trade and Economic Cooperation of the PRC (中國對外貿易經濟合作部)
“MOHURD”	the Ministry of Housing and Urban-Rural Development of the PRC (中國住房和城鄉建設部) or its predecessor, the Ministry of Construction of the PRC (中國建設部)
“Moma Education”	摩碼家教育科技(北京)有限公司 (Moma Education Technology (Beijing) Co., Ltd.), a company incorporated in the PRC with limited liability on July 6, 2010 and held as to 90% by First Moma Asset and as to 10% by First Moma Asset Operation, and a related party
“NDRC”	the National Development and Reform Commission of the PRC (中國國家發展和改革委員會)

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“Non-competition Deed”	a non-competition deed entered into between the Controlling Shareholders and the Company dated June 14, 2013 in respect of certain non-competition undertakings given by the Controlling Shareholders in favor of the Group, details of which are described in the section headed “Relationship with the Controlling Shareholders – Non-competition Undertakings” in this prospectus
“NPC”	the National People’s Congress of the PRC (中國全國人民代表大會)
“Ocean Ray”	Ocean Ray Ltd. (海威有限公司), a company incorporated in the BVI with limited liability on January 28, 2011 and wholly-owned by Mr. Han Fengguo, and holds approximately 0.0945% shareholding in our Company upon completion of the Global Offering and the Capitalization Issue (assuming that the Over-allotment Option is not exercised)
“Offer Price”	the final Hong Kong dollar offer price per Offer Share (exclusive of brokerage fee of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%) of not more than HK\$2.36 and expected to be not less than HK\$1.49, at which the Offer Shares are to be subscribed pursuant to the Hong Kong Public Offer
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares together, where relevant, with any additional Shares issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option to be granted by our Company to the International Underwriters, exercisable by Daiwa on behalf of the International Underwriters, pursuant to the International Underwriting Agreement, pursuant to which the Company may be required to allot and issue up to an aggregate of 60,000,000 additional Offer Shares, representing 15% of the Shares initially being offered under the Global Offering, at the Offer Price, to cover, amongst other things, over-allocations in the International Placing, details of which are described in the section headed “Structure of the Global Offering” in this prospectus

DEFINITIONS

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“People’s Congress”	the legislative apparatus of the PRC, including the NPC and all the local people’s congresses (including provincial, municipal and other regional or local people’s congresses) as the context may require, or any of them (人民代表大會)
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as amended and adopted by the Standing Committee of the tenth session of the NPC on October 27, 2005 and effective on January 1, 2006, as amended, supplemented or otherwise modified from time to time
“PRC Government” or “State”	the government of the PRC, including all governmental subdivisions (including central, provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them
“Price Determination Date”	the date, expected to be on or around Friday, July 5, 2013, but no later than Monday, July 8, 2013, on which the Offer Price is to be fixed by agreement between our Company and the Joint Global Coordinators (on behalf of the Underwriters) for the purposes of the Global Offering
“Prosperity Hotel”	Prosperity Hotel Investment Holdings Limited (鴻運酒店投資控股有限公司), a company incorporated in the BVI with limited liability on October 26, 2006, which is wholly-owned by Modern Hotel Management Co., Ltd. (當代酒店管理有限公司), a company incorporated in the BVI with limited liability on October 24, 2006, which in turn wholly-owned by Mr. Zhang Lei, and a related party, who entered into sales agreement with the intention to dispose of all his equity interests in Prosperity Hotel to an Independent Third Party and the disposal is expected to be completed in the second half of 2014
“R&D”	research and development
“Regulation S”	Regulation S under the US Securities Act

DEFINITIONS

“Reorganization”	the reorganization arrangements undergone by the Group in preparation for Listing as described in the section headed “History and Reorganization” in this prospectus
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中國國家外匯管理局)
“SAIC”	the State Administration for Industry and Commerce of the PRC (中國國家工商行政管理總局)
“SAT”	the State Administration of Taxation of the PRC (中國國家稅務總局)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
“Shanxi First Estate”	山西第一物業服務有限公司 (Shanxi First Estate Service Co., Ltd.*), a company incorporated in the PRC with limited liability on November 25, 2008 and held as to 95% by Beijing First Estate and as to 5% by First Moma Asset, and a related party
“Shanxi Modern Green Development”	山西當代紅華置業有限公司 (Shanxi Modern Green Development Co., Ltd.*), a company incorporated in the PRC with limited liability on August 16, 2007 and our wholly-owned subsidiary
“Shanxi Modern Green Real Estate Development”	山西當代紅華房地產開發有限公司 (Shanxi Modern Green Real Estate Development Co., Ltd.*), a company incorporated in the PRC with limited liability on August 16, 2007 and our wholly-owned subsidiary
“Share(s)”	ordinary share(s) with nominal value of US\$0.01 each in the share capital of our Company
“Shareholders”	holders of our Shares
“Stabilizing Manager”	Daiwa or any of its affiliates or any person acting for it
“State Council”	the State Council of the PRC (中國國務院)

DEFINITIONS

“Stock Borrowing Agreement”	a stock borrowing agreement to be entered into between Daiwa or any of its affiliates or any person acting for it and Super Land on or about the Price Determination Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it in section 2 of the Companies Ordinance
“Substantial Shareholder”	has the meaning ascribed to it under the Listing Rules
“Suizhong Changlong”	綏中縣長龍房地產開發有限公司 (Suizhong Xian Changlong Property Development Co., Ltd.*), a company incorporated in the PRC with limited liability on January 28, 2008 and held as to 60% by Mr. Chen Long and as to 40% by Modern Moma, and a related party
“Super Land”	Super Land Holdings Limited, a company incorporated in the BVI with limited liability on October 24, 2006 and ultimately wholly-owned by the Family Trust, and a Controlling Shareholder
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Track Record Period”	the period comprising the three years ended December 31, 2010, 2011 and 2012
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US Securities Act”	the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“WTO”	World Trade Organization

DEFINITIONS

“Zhong Cheng Trust”	中誠信託有限責任公司 (Zhong Cheng Trust Co., Ltd.*), a company incorporated in the PRC with limited liability
“Zhou Ming”	Zhou Ming Development Ltd. (卓明發展有限公司), a company incorporated in the BVI with limited liability on April 18, 2007 and wholly-owned by Mr. Zhang Peng, and holds approximately 0.309% shareholding in our Company upon completion of the Global Offering and the Capitalization Issue (assuming that the Over-allotment Option is not exercised)
“acre”	U.S. acre, equivalent to approximately 4,046.86 sq.m.
“sq.m.” or “m ² ”	square meters
“%”	per cent.

Unless otherwise specified, all references to any shareholdings in our Company in this prospectus assume no exercise of the Over-allotment Option.

Unless the context requires otherwise, translation of US\$, HK\$ and RMB is made in this prospectus for illustration purpose only, at the rates of US\$1.00 = HK\$7.80 and HK\$1.00 = RMB0.7953 respectively. In particular, the exchange rate between HK\$ and RMB was set by PBOC for foreign exchange transactions prevailing as of the Latest Practicable Date.

No representation is made that any amount in HK\$, US\$ or RMB could have been or could be converted at the above rates or at any other rates or at all.

** For ease of reference, the English translation of the Chinese names of the PRC entities mentioned in this prospectus, or vice versa, has been provided for identification purpose only.*