新城控股
FUTURE HOLDINGS

Future Land Development Holdings Limited

新城發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1030)

VOLUNTARY ANNOUNCEMENT

SUBSCRIPTION OF SHARE CAPITAL IN A PROJECT COMPANY FOR THE JOINT DEVELOPMENT OF A RESIDENTIAL SITE IN SHANGHAI, THE PRC WITH BEIJING CAPITAL LAND, SHIBEI HI-TECH AND LONGFOR PROPERTIES

This is a voluntary announcement made by the Company.

The board of directors of the Company is pleased to announce that Shanghai Future Land Wanjia, an indirect subsidiary of the Company, entered into the Agreement with Shibei Xiangteng, Capital Zhengheng and Zhuoshi Investment, pursuant to which each of Shibei Xiangteng, Capital Zhengheng and Shanghai Future Land Wanjia will inject RMB95.2 million as new registered capital of the Project Company, in relation to the joint development of the Site located in Songjiang District, Shanghai, the PRC.

After capital injection, the registered capital of the Project Company will be RMB340 million and each of Shanghai Future Land Wanjia, Shibei Xiangteng, Capital Zhengheng and Zhuoshi Investment will hold as to 28%, 28%, 28% and 16% of the registered capital of the Project Company, respectively, with their respective investment amount of RMB95.2 million, RMB95.2 million, RMB95.2 million and RMB54.4 million.

INFORMATION OF THE AGREEMENT

Shanghai Future Land Wanjia, an indirect subsidiary of the Company, entered into the Agreement with Shibei Xiangteng, Capital Zhengheng and Zhuoshi Investment, pursuant to which each of Shibei Xiangteng, Capital Zhengheng and Shanghai Future Land Wanjia will inject RMB95.2 million as new registered capital of the Project Company, in relation to the joint development of the Site located in Songjiang District, Shanghai, the PRC.

Parties

(i) Shanghai Future Land Wanjia;
(ii) Shibei Xiangteng;
(iii) Capital Zhengheng; and
(iv) Zhuoshi Investment.

Shareholding in the Project Company

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Board Composition of the Project Company

The board of directors of the Project Company will consist of four directors. Each of Shanghai Future Land Wanjia, Shibei Xiangteng, Capital Zhengheng and Zhuoshi Investment will appoint, and have the right to remove, one director of the Project Company. The directors' resolutions of the Project Company will be approved by a simple majority of the board of directors duly attending the meeting, save for the significant matters of the Project Company that will require the consent and approval of all the directors of the Project Company unanimously. The significant matters of the Project Company considered by the shareholders' meeting of the Project Company will require the consent and approval of all the shareholders of the Project Company unanimously as well.

Profit and loss sharing

Shanghai Future Land Wanjia, Shibei Xiangteng, Capital Zhengheng and Zhuoshi Investment will be entitled to share the profit or bear the loss of the Project Company in proportion to their respective equity interest in the Project Company. The Project Company will be consolidated as a subsidiary in the accounts of Shibei Xiangteng.

INFORMATION OF THE SITE

Site name:	site 40-05 of unit H, Yongfeng Street, Songjiang District, Shanghai, the PRC (中國上海市松江區永豐街道H單元40-05地塊)
Joint development site number (合作開發地塊掛牌編號):	No. 201418603
Site location:	The site, with its west side to No. H40-02, east side to Xin Kaihe, south side to Huayuan Second Road and north side to Huayuan Road, Songjiang District, Shanghai, the PRC (中國上海市松江區西至H40-02號, 東至新開河, 南至花園二路, 北至花園路地塊)
Total site area:	26983.3 sq.m.

Building floor area ratio (建築容積率):	1.4
Land use:	residential

INFORMATION OF SHIBEI XIANGTENG, CAPITAL ZHENGHENG AND ZHUOSHI INVESTMENT

All of Shibei Xiangteng, Capital Zhengheng and Zhuoshi Investment are companies incorporated with limited liability in the PRC and principally engaged in the development and investment of real estate in the PRC.

To be best of the Directors' knowledge, information and belief, all reasonable enquiries having been made, Shibei Xiangteng, Capital Zhengheng and Zhuoshi Investment and their respective ultimate beneficial owner(s) are Independent Third Parties.

REASONS FOR AND BENEFIT OF THE AGREEMENT

The Group is principally engaged in the property development, property investment and property management businesses in the PRC. It has been the strategy of the Group to cooperate with renowned property developers for the development of particular project so as to achieve synergy benefits and diversify its financial exposure. This joint development project will expand the external cooperation space of the Group, diversify the risk of project investment, enhance the integrated strategy and increase economic benefit of the Group.

The Directors consider that the Agreement has been entered into on normal commercial terms, and the terms and conditions therein are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

DEFINITIONS

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

"Agreement"	an agreement entered into among Shanghai Future Land Wanjia, Shibei Xiangteng, Capital Zhengheng and Zhuoshi Investment in relation to the Capital Injection and the joint development of the Site located in Songjiang District, Shanghai, the PRC
"Beijing Capital Land"	Beijing Capital Land Ltd.* (首創置業股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H shares are listed on the Main Board of the Stock Exchange (stock code: 2868)
"Board"	the board of Directors of the Company
"Capital Injection"	capital injection by Shanghai Future Land Wanjia, Shibei Xiangteng and Capital Zhengheng of RMB95.2 million each as enlarged registered capital of the Project Company

"Capital Zhengheng"	Shanghai Capital Zhengheng Real Estate Co., Ltd.* (上海首創正恒置業有限公司), a company incorporated with limited liability in the PRC on 6 June 2014 with the registered capital of RMB10 million and a wholly-owned subsidiary of Beijing Capital Land
"Company"	Future Land Development Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Stock Exchange
"Directors"	the directors of the Company
"Group"	the Company and its subsidiaries
"Independent Third Party(ies)"	an individual(s) or a company(ies) who or which is (are) independent of and not connected with (within the meaning of the Listing Rules) and Directors, chief executive or substantial shareholders, or the Company, its subsidiaries or any of their respective associate(s)
"Longfor Properties"	Longfor Properties Co. Ltd. (龍湖地產有限公司), a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Stock Exchange (stock code: 0960)
"Project Company"	a company incorporated by Zhuoshi Investment with limited liability in the PRC for the development of the Site with initial registered capital of RMB54.4 million as investment from Zhuoshi Investment
"RMB"	Renminbi, the lawful currency of the PRC
"Shanghai Future Land Wanjia"	Shanghai Future Land Wanjia Real Estate Co., Ltd.* (上海新城萬嘉房地產有限公司), a company incorporated with limited liability in the PRC on 19 March 2003 and a wholly-owned subsidiary of our Company
"Shareholder(s)"	the shareholder(s) of the Company
"Shibei Hi-tech"	Shanghai Shibei Hi-tech Co., Ltd.* (上海市北高新股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose shares are listed on the Shanghai Stock Exchange (stock code: 600604 for its A shares and 900902 for its B shares)
"Shibei Xiangteng"	Shanghai Shibei Xiangteng Investment Co., Ltd.* (上海市市北祥騰投資有限公司), a company incorporated with limited liability in the PRC on 15 August 2014 with the registered capital of RMB500 million and a subsidiary of Shibei Hi-tech

"Site"	site 40-05 of unit H, Yongfeng Street, Songjiang District, Shanghai, the PRC (中國上海市松江區永豐街道H單元40-05地塊), with its west side to No. H40-02, east side to Xin Kaihe, south side to Huayuan Second Road and north side to Huayuan Road, Songjiang District, Shanghai, the PRC (中國上海市松江區西至H40-02號, 東至新開河, 南至花園二路, 北至花園路地塊)
"sq.m."	square metre(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Zhuoshi Investment"	Shanghai Zhuoshi Investment Management Co., Ltd.* (上海卓世投資管理有限公司), a company incorporated with limited liability in the PRC on 29 April 2014 with the registered capital of RMB1 million and a subsidiary of Longfor Properties
"%"	per cent.

By order of the Board
Future Land Development Holdings Limited
WANG Zhenhua
Chairman

PRC, 31 May 2015

As at the date of this announcement, our Directors are Mr. Wang Zhenhua, Mr. Liang Zhicheng, Mr. Liu Yuanman and Mr. Chan Wai Kin as executive Directors, Mr. Lv Xiaoping and Mr. Wang Xiaosong as non-executive Directors, and Mr. Chen Huakang, Mr. Zhong Wei and Mr. Zhu Zengjin as independent non-executive Directors.

* *Denotes English translation of a Chinese Company or entity or vice versa and is provide for identification purpose only.*