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)

DISCLOSEABLE TRANSACTION IN RELATION TO FORMATION OF THE JOINT VENTURE FOR THE DEVELOPMENT OF A LAND PARCEL IN TAIZHOU, ZHEJIANG

On August 13, 2015 (after trading hours), Future Land Wanbo, Taizhou Future Land and Pingan Dahua entered into the Agreement stipulating the Joint Venture in relation to the development of the Target Land Parcel located in Taizhou, Zhejiang, the PRC.

As the highest applicable percentage ratio under the Agreement exceeds 5% but is less than 25%, the formation of the Joint Venture constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the announcement requirement but exempt from the Shareholders' approval under Chapter 14 of the Listing Rules.

Pursuant to the terms of the Agreement, Future Land Wanbo will further invest RMB300 million in equity capital in Taizhou Future Land by capitalizing the Shareholder's Loan and Pingan Dahua will invest RMB600 million in equity capital in Taizhou Future Land in cash. After the Capital Injection, Taizhou Future Land will change from a wholly-owned subsidiary of Future Land Wanbo to an equity joint venture in which Future Land Wanbo and Pingan Dahua hold 40% and 60% equity interests respectively.

INFORMATION OF THE JOINT VENTURE

On August 13, 2015 (after trading hours), Future Land Wanbo, Taizhou Future Land and Pingan Dahua entered into the Agreement stipulating the Joint Venture in relation to the development of the Target Land Parcel located in Taizhou, Zhejiang, the PRC.

Parties to the Joint Venture

(i) Future Land Wanbo; and

(ii) Pingan Dahua.

Shareholding in the Joint Venture

Before entering into the Agreement, Taizhou Future Land is wholly owned by Future Land Wanbo with registered equity capital of RMB100 million.

Before entering into the Agreement, Taizhou Future Land is the project company that was established for the development of the Target Land Parcel. Taizhou Future Land does not hold any asset other than the Target Land Parcel.

At the date of this announcement, the Shareholder's Loan is owed by Taizhou Future Land to Future Land Wanbo in the sum of RMB300 million.

Pursuant to the terms of the Agreement, Future Land Wanbo will further invest RMB300 million in equity capital in Taizhou Future Land by capitalizing the Shareholder's Loan and Pingan Dahua will invest RMB600 million in equity capital in Taizhou Future Land in cash within 15 working days after signing of the Agreement. After the Capital Injection, Taizhou Future Land will change from a wholly-owned subsidiary of Future Land Wanbo to an equity joint venture in which Future Land Wanbo and Pingan Dahua hold 40% and 60% equity interests respectively. The amount of equity capital to be injected by the relevant parties into the Joint Venture is determined by the parties after arm's length negotiation based on the land premium and the development costs of the Target Land Parcel. After the Capital Injection, Taizhou Future Land is expected to be accounted for as a joint venture of the Group.

Executive Director of the Joint Venture

Taizhou Future Land shall have one executive director which shall be appointed by the shareholders of Taizhou Future Land unanimously.

Profit and Loss Sharing

Future Land Wanbo and Pingan Dahua will be entitled to share the profits or to bear the losses of Taizhou Future Land in proportion to their respective equity interests in Taizhou Future Land.

Gain/Loss Recognition Resulting from the Formation of the Joint Venture and Use of Proceeds

The Company does not expect any material gain or loss to be recognized from the formation of the Joint Venture. All proceeds from the Capital Injection will be used by Taizhou Future Land to pay the land premium and development costs of the Target Land Parcel.

INFORMATION OF THE TARGET LAND PARCEL

Land Location: the west side of Daqiao Road and the north side of Juyuan Street, Jiangbei Area, Taizhou, the PRC（中國台州市城區江北片大橋路西側、桔源街北側）

Total site area: approximately 94,484.0 sq.m.

Planned gross floor area: not more than 371,149.5 sq.m.

Terms of land use right: 70 years for residential use and 40 years for commercial use commencing from the delivery of the Target Land Parcel

Land premium: RMB1,078,000,000

INFORMATION OF PINGAN DAHUA

Pingan Dahua is a subsisting company with limited liability established under the laws of the PRC, which is principally engaged in bond and equity investment. The Company confirms that, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Pingan Dahua and its ultimate beneficial owners are third parties independent of the Group and connected persons of the Company.

REASONS FOR AND BENEFITS OF THE AGREEMENT

The Group is principally engaged in the property development, property investment and property management business in the PRC. Pingan Dahua is a subsisting company with limited liability established under the laws of the PRC, which is principally engaged in bond and equity investment. The Directors consider that the Agreement has been entered into through arm's length negotiation and in the ordinary course of business of the Group. The Agreement enables the Group to leverage the resources of Pingan Dahua in developing the Target Land Parcel. The Directors believe that the terms and conditions therein are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio under the Agreement exceeds 5% but is less than 25%, the formation of Joint Venture constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the announcement requirement but exempt from the Shareholders' approval under Chapter 14 of the Listing Rules.

DEFINITIONS

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

"Agreement"	an agreement dated August 13, 2015 entered into between Future Land Wanbo, Taizhou Future Land and Pingan Dahua
"Board"	the board of Directors
"Capital Injection"	the injection of RMB300 million by Future Land Wanbo and the injection of RMB600 million by Pingan Dahua to Taizhou Future 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
"Future Land Wanbo"	Future Land Wanbo Property Co., Ltd.* (新城萬博置業有限公司), a company with limited liability established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company
"Group"	the Company and its subsidiaries
"Joint Venture"	Taizhou Future Land after the Capital Injection in accordance with the Agreement, in which Future Land Wanbo and Pingan Dahua hold 40% and 60% equity interests respectively
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Pingan Dahua"	Shenzhen Pingan Dahua Huitong Wealth Management Co., Ltd.* (深圳平安大華匯通財富管理有限公司), a company with limited liability established under the laws of the PRC
"PRC"	the People's Republic of China, which shall, for the purposes of this announcement, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	ordinary share(s) of HK$0.001 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares
"Shareholder's Loan"	the loan granted by Future Land Wanbo to Taizhou Future Land in the amount of RMB300 million on February 26, 2015
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"Taizhou Future Land"	Taizhou Future Land Wanbo Real Estate Co., Ltd.* (台州新城萬博房地產發展有限公司), a company with limited liability established under the laws of the PRC
"Target Land Parcel"	the land parcel located at the west side of Daqiao Road and the north side of Juyuan Street, Jiangbei Area, Taizhou, the PRC（中國台州市城區江北片大橋路西側、桔源街北側）
"%"	per cent

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

The PRC, August 14, 2015

As at the date of this announcement, the Directors of the Company 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. Zhu Zengjin and Mr. Zhong Wei as independent non-executive Directors.

* *Denotes English translation of the name of a Chinese company or entity or vice versa and is provided for identification purpose only.*