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)

OVERSEAS REGULATORY ANNOUNCEMENT
INSIDE INFORMATION
NEW DEVELOPMENT PROJECT IN SHANGHAI

This announcement is issued pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09(2)(a) and Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board of directors of Future Land Development Holdings Limited (the "**Company**") is pleased to announce that, Shanghai Songrui Land Development Co. Ltd. (上海松睿房地產開發有限公司)* ("**Shanghai Songrui**"), a subsidiary of Jiangsu Future Land Co., Ltd. (江蘇新城地產股份有限公司)* ("**Jiangsu Future Land**"), entered into an agreement (the "**Agreement**") with Shanghai Shangkun Real Estate Co., Ltd. (上海上坤置業有限公司)* ("**Shanghai Shangkun**") on August 17, 2015 (after trading hours). Jiangsu Future Land is the Company's subsidiary with its B shares listed on the Shanghai Stock Exchange ("**SSE**") (Stock Code: 900950). Pursuant to the Agreement, Shanghai Songrui agrees to subscribe for the shares of Shanghai Quankun Investment Co., Ltd. (上海權坤投資有限公司)* ("**Shanghai Quankun**") and Shanghai Xinyao Investment Co., Ltd. (上海新鑰投資有限公司)* ("**Shanghai Xinyao**"), after which Shanghai Songrui and Shanghai Shangkun will each hold 50% equity interests in Shanghai Quankun and Shanghai Xinyao. Shanghai Songrui further agrees to invest an aggregate of RMB1.6 billion to develop eight pieces of land of a total transfered area of 333,176.60 square metres in Dongjing, Songjiang, Shanghai, the PRC together with Shanghai Shangkun through Shanghai Quankun and Shanghai Xinyao.

A detailed announcement titled "Announcement on External Investment by Jiangsu Future Land Co., Ltd." issued by Jiangsu Future Land as published in Chinese on the website of the SSE (www.sse.com.cn) on August 17, 2015 is enclosed hereto as overseas regulatory announcement.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

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

The PRC, August 18, 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.*

Securities Code: 900950 Abbreviation of Securities: Xincheng B Shares No.: 2015-090
Bond Code: 122310 Abbreviation of Bond: 13 Jiangsu Xincheng

ANNOUNCEMENT ON EXTERNAL INVESTMENT BY JIANGSU FUTURE LAND CO., LTD.*

The board of directors of the Company and all of its directors guarantee that the contents contained in this announcement are free from any false records, misleading statements or material omissions, and will assume joint and several liabilities for the truthfulness, accuracy and completeness of the contents in this announcement.

IMPORTANT INFORMATION:

- Name of investment subject: Shanghai Quankun Investment Co., Ltd. and Shanghai Xinyao Investment Co., Ltd. (hereinunder the "Two Project Companies")
- Investment amount: RMB1,600.00 million
- Specific risks reminder: market risk, operational and management risk

I. Summary of External Investment

1. Shanghai Songrui Land Development Co., Ltd. (hereinunder "Shanghai Songrui"), the subsidiary of the Company, and Shanghai Shangkun Real Estate Co., Ltd. (hereinunder "Shangkun Real Estate") entered into the capital increase agreement in relation to the cooperative development of 8 parcels of land in Dongjing Town, Songjiang District, Shanghai. Shanghai Songrui jointly controlled Shanghai Sheshan Country Club Co., Ltd. (hereinunder "Sheshan Company") and 8 parcels of land as held by Sheshan Company in Dongjing Town, Songjiang District, Shanghai, of which Shanghai Songrui and Shangkun Real Estate accounted for 50% of interests, by way of capital contribution and investment in the Two Project Companies;
2. The transaction amount of the cooperation is within the authority of approval by the Chairman of the board of directors;
3. The cooperation does not constitute a connected transaction;
4. The cooperation does not constitute a material asset reorganization;
5. The cooperation does not have any material legal impediment.

II. Introduction of the External Investment Project and Status of Cooperating Parties

1. Introduction of cooperating party

Name of enterprise: Shanghai Shangkun Real Estate Co., Ltd.

Type of enterprise: limited liability company (sole legal corporation invested or controlled by natural person)

Residential address: room 560, Block 1, No. 518 Rongmei Road, Songjiang District, Shanghai

Scope of operation: development and operation of real estate, commercial information consultation, industrial investment, property management and sales of construction materials. For items subject to approval pursuant to laws, operation could only be commenced upon approval by relevant authorities

Legal representative: Zhu Jing

Registered capital: RMB98.00 million

Date of establishment: 15 June 2011

2. Introduction of investment subject

(1) Name of enterprise: Shanghai Quankun Investment Co., Ltd

Type of enterprise: limited liability company (sole legal corporation invested or controlled by non-natural person)

Residential address: room 1525B, 15/F, No. 55 Xili Road, China (Shanghai) Pilot Free Trade Zone

Scope of operation: industrial investment, investment and management, corporate management services, investment consultation, corporate management consultation, commercial information consultation, market information consultation and researches (no one shall engage in social researches, social surveys, opinion surveys and opinion poll), financial consultation and marketing. For items subject to approval pursuant to laws, operation could only be commenced upon approval by relevant authorities

Legal representative: Zhu Jing

Registered capital: RMB5.00 million

Date of establishment: 10 July 2015

(2) *Name of enterprise: Shanghai Xinyao Investment Co., Ltd.*

Type of enterprise: limited liability company (sole legal corporation invested or controlled by non-natural person)

Residential address: room 1519A, 15/F, No.55 Xili Road, China (Shanghai) Pilot Free Trade Zone

Scope of operation: industrial investment, investment and management, corporate management services, investment consultation, corporate management consultation, commercial information consultation, market information consultation and researches (no one shall engage in social researches, social surveys, opinion surveys and opinion poll), financial consultation and marketing. For items subject to approval pursuant to laws, operation could only be commenced upon approval by relevant authorities

Legal representative: Zhu Jing

Registered capital: RMB5.00 million

Date of establishment: 10 July 2015

3. *Status of land parcels to be developed*

Shanghai Sheshan Country Club Co., Ltd.

Type of enterprise: limited liability company (solely invested by Taiwan, Hong Kong and Macau legal corporation)

Residential address: near Fangsong Highway, Dongjing Town, Songjiang District, Shanghai

Scope of operation: development and operation of recreational resort, ecological farming (forest plantation, floriculture and ornamental plants, construction of ecological landscape facilities and breeding), construction of commodity housing and formation of membership-based club on approved land parcels (i.e. No. 654-1 and 654-2, Dongjing Town, Songjiang District, Shanghai). For items subject to approval pursuant to laws, operation could only be commenced upon approval by relevant authorities

Authorized representative：Huang Qinghai

Registered capital: US$36.24 million

Date of establishment: 6 April 2001

As of 30 April 2015, the total asset of Sheshan Company amounted to RMB612,584,543.39 and the net asset amount was RMB291,241,560.92

Sheshan Company legally owns property rights and interests in eight land parcels in Dongjing Town, Songjiang District, Shanghai, and details of which are as follows:

(1) The land with parcel number 3302-Hu Fang Di Song Zi (2013) No.007397, with a site area of 302,279,000 sq.m. for residential use;

(2) The land with parcel number 0601- Hu Fang Di Song Zi (2013) No. 007389, with a site area of 482,971,000 sq.m. for residential use;

(3) The land with parcel number 0701- Hu Fang Di Song Zi (2013) No. 007401, with a site area of 162,637,000 sq.m. for residential use;

(4) The land with parcel number 0705- Hu Fang Di Song Zi (2013) No. 007395, with a site area of 1,121,232,000 sq.m. for residential use;

(5) The land with parcel number 0801- Hu Fang Di Song Zi (2013) No. 007392, with a site area of 544,258,000 sq.m. for residential use;

(6) The land with parcel number 0608- Hu Fang Di Song Zi (2013) No. 007398, with a site area of 70,904,000 sq.m. for residential use;

(7) The land with parcel number 0806 and 08-08- Hu Fang Di Song Zi (2013) No. 007404, with a site area of 448,958,000 sq.m. for commercial and office uses;

(8) The land with parcel number 2702- Hu Fang Di Song Zi (2013) No.007399, with a site area of 203,927,000 sq.m. for residential use.

III. Major Contents of Cooperation Agreement

1. Upon entering into the cooperative development agreement, Shanghai Songrui would make capital contribution to the Two Project Companies established by Shangkun Real Estate by way of capital contribution with an amount of RMB5.00 million each. Upon the completion of capital contribution, the registered capital of the Two Project Companies would each be RMB10.00 million. The shareholding structure would change: Shanghai Songrui and Shangkun Real Estate each holds 50% equity interests in both Two Project Companies.

2. The Two Project Companies each hold 50% equity interests in Power Ample Investments Limited. Power Ample Investments Limited entered into a sales and purchase agreement with ACE Result Limited on 24 June 2015 to acquire 100% shares in ALL HAPPPY INTERNATIONAL LIMTITED as held by ACE Result Limited at a consideration of RMB3,200 million.

3. Upon the completion of the acquisition of ALL HAPPPY INTERNATIONAL LIMTITED, the Two Project Companies would hold 100% interests in its indirectly wholly-owned subsidiary, Sheshan Company. In respect of such acquisition, Shanghai Songrui agreed to undertake 50% of the consideration payable by the Two Project Companies for the completion of such acquisition.

4. Both of the Two Project Companies have their own board of directors consisting of 6 persons each, among which 3 directors would be appointed by Shanghai Songrui and 3 directors would be appointed by Shangkun Real Estate. The Chairman of the board of directors shall be appointed from one of the directors appointed by Shangkun Real Estate. All matters of both of the Two Project Companies shall be subject to the unanimous approval by all directors.

5. All matters submitted for the consideration by the general meeting shall be subject to the unanimous approval by all shareholders.

6. Shanghai Songrui and Shangkun Real Estate obtain revenue and assume risk from each project in proportion to their respective shareholding.

IV. Impact on the Company by External Investment

The external investment expands the room for external cooperation of the Company and is beneficial to the diversification of its project investment, thereby facilitating the implementation of overall corporate strategies and enhancement of economic effectiveness.

V. Documents Available for Inspection

1. “Cooperation Agreement between Shanghai Shangkun Real Estate Co., Ltd. and Shanghai Songrui Land Development Co., Ltd. on Shanghai Sheshan Country Club Co., Ltd.”;

2. “Capital Contribution Agreement between Shanghai Songrui Land Development Co., Ltd. and Shanghai Shangkun Real Estate Co., Ltd. on Shanghai Quankun Investment Co., Ltd”;

3. “Capital Contribution Agreement between Shanghai Songrui Land Development Co., Ltd.and Shanghai Shangkun Real Estate Co., Ltd. on Shanghai Xinyao Investment Co., Ltd.”.

Board of Directors
Jiangsu Future Land Co., Ltd.*
18 August 2015

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