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新城發展
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)

INSIDE INFORMATION OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made by Future Land Development Holdings Limited (the “**Company**”) pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**Inside Information Provisions**”) and Rule 13.09 and Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the inside information overseas regulatory announcement issued by the Company dated February 26, 2016 and March 4, 2016. Future Land Holdings Co., Ltd. (新城控股集團股份有限公司)* (“**Future Land Holdings**”), a subsidiary of the Company with its A shares listed on the Shanghai Stock Exchange (the “**SSE**”) (stock code: 601155), proposed to issue no more than 407,166,124 new shares to raise not more than RMB5 billion through non-public offering (“**Non-public Offering**”) to no more than 10 placees, including Changzhou Wealth Zone Development Co., Ltd.* (常州富域發展有限公司) (“**Changzhou Wealth Zone**”), an existing shareholder of Future Land Holdings and a wholly-owned subsidiary of the Company. The offering price for the Non-public Offering is to be determined by Future Land Holdings and the lead underwriter in accordance with applicable PRC securities laws, which should be not lower than RMB12.28 per share.

Future Land Holdings intends to use the proceeds of the Non-public Offering for Jinan Future France Project (濟南香溢紫郡項目), Shengzhou Injoy Plaza Project (嵯州吾悅廣場項目), Quzhou Injoy Plaza Project (衢州吾悅廣場項目), Haikou Injoy Plaza Project (海口吾悅廣場項目), Ningbo Injoy Plaza Project (寧波吾悅廣場項目) and working capital.

As part of the proposal for the Non-public Offering, on March 8, 2016, Changzhou Wealth Zone signed a conditional subscription agreement (the “**Subscription Agreement**”) with Future Land Holdings with the following key terms:

Subscription Shares: Changzhou Wealth Zone conditionally agreed to subscribe, and the Future Land Holdings conditionally agreed to issue for the new shares (the “**Subscription Shares**”) of Future Land Holdings to Changzhou Wealth Zone in the amount of no more than RMB500 million. Changzhou Wealth Zone will sign a supplemental agreement (the “**Supplemental Agreement**”) with Future Land Holdings to determine the exact number of the Subscription Shares after the offering price for the Non-public Offering is determined.

- Subscription Price: The subscription price of the Subscription Shares should be not lower than RMB12.28 per Subscription Share and should be the same as the offering price for the Non-public Offering.
- Lock-up Period: Changzhou Wealth Zone will not dispose of any of the Subscription Shares within 36 months from the completion date of the Non-public Offering.
- Conditions Precedent: Completion is conditional upon the fulfillment of the following conditions:
- (i) the Subscription Agreement having been executed by Changzhou Wealth Zone and Future Land Holdings;
 - (ii) the Non-public Offering of Future Land Holdings having been approved by the board meeting and shareholders' meeting of Future Land Holdings; and
 - (iii) the Non-public Offering of Future Land Holdings having been approved by the competent PRC regulatory authorities (including but not limited to China Securities Regulatory Commission).
- Payment: Cash.

As at the date of this announcement, the Company is interested in an aggregate of 68.27% equity interests of Future Land Holdings, of which 62.06% is held through Changzhou Wealth Zone, and 6.21% is held through Changzhou Derun Consulting Management Co., Ltd.* (常州德潤諮詢管理有限公司), a wholly-owned subsidiary of the Company established in the PRC with limited liability.

The exact number of the Subscription Shares is to be determined under the Supplemental Agreement. In the case of the maximum subscription amount of RMB500 million, the Supplemental Agreement may constitute a discloseable transaction under Chapter 14 of the Listing Rules and the Company will make further disclosure in accordance with the Listing Rules.

The following announcements have been published by Future Land Holdings in relation to the Non-public Offering in Chinese on the website of the SSE on March 9, 2016 and a copy of each of these announcements is available on the website of the SSE (www.sse.com.cn):

- 1 Announcement relating to the resolutions passed at the twelfth meeting of the first board of directors of Future Land Holdings (新城控股第一屆董事會第十二次會議決議公告)
- 2 Announcement relating to the resolutions passed at the eighth meeting of the first board of supervisors of Future Land Holdings (新城控股第一屆監事會第八次會議決議公告)
- 3 Proposal of non-public offering of shares of Future Land Holdings in 2016 (新城控股2016年度非公開發行股票預案)
- 4 Announcement relating to non-public offering of shares constituting connected transaction of Future Land Holding (新城控股關於本次非公開發行股票涉及關聯交易的公告)

- 5 Announcement of major financial indications and measures taken relating to non-public offering of A shares in 2016 to dilute earnings (新城控股關於2016年非公開發行A股股票攤薄即期回報對公司主要財務指標的影響及公司擬採取措施的公告)
- 6 Indicative announcement of resumption of trading relating to proposal of non-public offering of Future Land Holdings (新城控股關於籌劃非公開發行股票事項的復牌提示性公告)
- 7 Notice of convening the first extraordinary general meeting in 2016 of Future Land Holdings (新城控股關於召開2016年第一次臨時股東大會的通知)

Upon release of further information by Future Land Holdings to the SSE in accordance with the applicable securities laws and regulations in China, the Company will make further announcement in accordance with the requirements under the Inside Information Provisions and the Listing Rules.

As the proposed Non-public Offering may or may not proceed. Shareholders and potential investors of the Company 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

PRC, March 8, 2016

As at the date of this announcement, the Directors are Mr. Wang Zhenhua, Mr. Lv Xiaoping, Mr. Lu Zhongming, Mr. Liu Yuanman and Mr. Chan Wai Kin as executive Directors, Mr. Wang Xiaosong as non-executive Director, 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.*