

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated November 19, 2012 (the “Prospectus”) issued by Future Land Development Holdings Limited (the “Company”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares.

This announcement is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States except pursuant to Rule 144A or an exemption from registration requirements under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”). The Hong Kong Offer Shares are being offered and sold outside the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act. There will not and is not currently intended to be any public offering of securities in the United States.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company Limited (“HKSCC”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



## Future Land Development Holdings Limited

新城發展控股有限公司

(incorporated in the Cayman Islands with limited liability)

### GLOBAL OFFERING

Number of Offer Shares	: 1,418,000,000 Shares (subject to reallocation and the Over-allotment Option)
Number of Hong Kong Offer Shares	: 141,800,000 Shares (subject to reallocation)
Number of International Offer Shares	: 1,276,200,000 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	: HK\$1.79 per Share plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Par value	: HK\$0.001 per Share
Stock code	: 01030

Sole Global Coordinator and Sole Sponsor

## BofA Merrill Lynch

Joint Bookrunners and Joint Lead Managers

**BofA Merrill Lynch**



Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, (i) the Shares in issue and to be issued pursuant to the Global Offering; (ii) the Shares that may be issued pursuant to the exercise of the Over-allotment Option; and (iii) any Shares which may fall to be issued pursuant to the exercise of options under the Share Option Scheme. The Global Offering comprises the Hong Kong Public Offering of initially 141,800,000 Shares, representing 10% of the total number of Shares initially being offered in the Global Offering (subject to reallocation), and the International Offering of initially 1,276,200,000 Shares, representing 90% of the total number of Shares initially being offered in the Global Offering (subject to reallocation and the Over-allotment Option). The allocation of the Shares between the Hong Kong Public Offering and the International Offering is subject to reallocation as stated in “Structure of the Global Offering – The Hong Kong Public Offering” in the Prospectus.

Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Thursday, November 29, 2012, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, November 29, 2012. In the event that the Over-allotment Option is exercised, an announcement will be made on the website of the Company at [www.futureholdings.com.cn](http://www.futureholdings.com.cn) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Offer Price will not be more than HK\$1.79 per Share and is expected to be not less than HK\$1.45 per Share. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$1.79 per Share together with a brokerage of 1.0%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund should the Offer Price be lower than HK\$1.79.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.** Applicants who would like to be allocated the Hong Kong Offer Shares in their own names should complete and sign the **WHITE** Application Forms or submit applications online through the designated website of the **White Form eIPO** Service Provider [www.eipo.com.hk](http://www.eipo.com.hk) under the **White Form eIPO** service. Applicants who would like to have the allocated Hong Kong Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or their designated CCASS Participants stock accounts should (i) complete and sign the **YELLOW** Application Forms which, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Monday, November 19, 2012 until 12:00 noon on Thursday, November 22, 2012 at the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or their stockbrokers, who may have such Application Forms and Prospectus available; or (ii) give electronic application instructions to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, November 19, 2012, until 12:00 noon on Thursday, November 22, 2012 at:

**Merrill Lynch Far East Limited**

15/F, Citibank Tower  
3 Garden Road  
Central  
Hong Kong

**China International Capital  
Corporation Hong Kong Securities Limited**

29/F, One International Finance Centre  
1 Harbour View Street  
Central, Hong Kong

**Haitong International Securities Company Limited**

25/F, New World Tower  
16-18 Queen's Road Central  
Hong Kong

**GF Securities (Hong Kong) Brokerage Limited**

Rooms 2301-2305, 2313  
COSCO Tower  
183 Queen's Road Central  
Hong Kong

**First Shanghai Securities Limited**

19/F, Wing On House  
71 Des Voeux Road  
Central, Hong Kong

**Great Roc Capital Securities Limited**

Suite 3712, 37/F, West Tower  
Shun Tak Centre  
168-200 Connaught Road  
Central, Hong Kong

**South China Securities Limited**

28/F, Bank of China Tower  
No.1, Garden Road  
Central, Hong Kong

or any of the following branches of **Bank of Communications Co., Ltd. Hong Kong Branch:**

	<b>Branch name</b>	<b>Branch address</b>
Hong Kong Island	Hong Kong Branch	20 Pedder Street, Central
	North Point Sub-Branch	442-444 King's Road, North Point
Kowloon	Kowloon Sub-Branch	G/F., 563 Nathan Road, Kowloon
	Tsimshatsui Sub-Branch	Shop 1-3, G/F., 22-28 Mody Road, Tsimshatsui
New Territories	Tsuen Wan Sub-Branch	G/F., Shop G9B-G11, Pacific Commercial Plaza, Bo Shek Mansion, 328 Sha Tsui Road, Tsuen Wan
	Shatin Sub-Branch	Shop No.193, Level 3, Lucky Plaza, Shatin

or any of the following branches of **Bank of China (Hong Kong) Limited:**

	<b>Branch name</b>	<b>Branch address</b>
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road, Central
	Connaught Road Central Branch	13-14 Connaught Road Central, Central
	North Point (King's Centre) Branch	193-209 King's Road, North Point
Kowloon	Prince Edward Branch	774 Nathan Road, Kowloon
	Telford Gardens Branch	Shop P2 Telford Gardens, Kowloon Bay
	Shanghai Street (Mong Kok) Branch	611-617 Shanghai Street, Mong Kok
New Territories	Ma On Shan Plaza Branch	Shop 2103, Level 2, Ma On Shan Plaza, Sai Sha Road, Ma On Shan
	Sheung Shui Branch Securities Services Centre	136 San Fung Avenue, Sheung Shui

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, to which cheques or banker's cashier orders payable to "Bank of China (Hong Kong) Nominees Limited – Future Land Public Offer" should be securely stapled, should be deposited in the special collection boxes provided at any of the branches and sub-branches referred to above on the following dates during the following times:

**Monday, November 19, 2012 – 9:00 a.m. to 5:00 p.m.**  
**Tuesday, November 20, 2012 – 9:00 a.m. to 5:00 p.m.**  
**Wednesday, November 21, 2012 – 9:00 a.m. to 5:00 p.m.**  
**Thursday, November 22, 2012 – 9:00 a.m. to 12:00 noon**

Applicants applying by **White Form eIPO** may submit their applications to the **White Form eIPO** Service Provider through the designated website [www.eipo.com.hk](http://www.eipo.com.hk) from 9:00 a.m. on Monday, November 19, 2012 until 11:30 a.m. on Thursday, November 22, 2012 (24 hours daily, except on the last application day) (or such later date as may apply in the case of a tropical cyclone warning signal number 8 or above or a "black" rainstorm warning signal being in force as described in "How to Apply for Hong Kong Offer Shares – 7. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Monday, November 19, 2012 until 12:00 noon on Thursday, November 22, 2012. The application lists will open from 11:45 a.m. to 12:00 noon on Thursday, November 22, 2012 (or such later date as may apply in case of certain bad weather conditions as described in “How to Apply for Hong Kong Offer Shares – 7. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus). Please refer to “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of applications in the Hong Kong Public Offering, the level of indications of interest in the International Offering and the basis of allocation of the Hong Kong Offer Shares on Wednesday, November 28, 2012 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), on the website of the Company at [www.futureholdings.com.cn](http://www.futureholdings.com.cn) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Results of allocations of the Hong Kong Public Offering, the Hong Kong Identity Card/passport/Hong Kong business registration numbers of successful applicants (where appropriate) and the number of Hong Kong Offer Shares successfully applied for under **WHITE** and **YELLOW** Application Forms, by **White Form eIPO** and by giving **electronic application instructions** to HKSCC via CCASS, will be made available through a variety of channels from Wednesday, November 28, 2012 as described in “How to Apply for Hong Kong Offer Shares – 8. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title or receipt for application monies paid. Share certificates will only become valid certificates of title provided that the Hong Kong Public Offering has become unconditional in all respects and the right of termination described in the section entitled “Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for Termination” has not been exercised, which is expected to be at 8:00 a.m. on Thursday, November 29, 2012.

Dealings in the Offer Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, November 29, 2012. Our Shares will be traded in board lots of 2,000 Shares each. The stock code of our Shares is 01030.

By Order of the Board of  
**Future Land Development Holdings Limited**  
**Wang Zhenhua**  
*Chairman, Executive Director*  
*and Chief Executive Officer*

Hong Kong, November 19, 2012

*As at the date of this announcement, our executive Directors are Mr. Wang Zhenhua, Mr. Min Yuansong, Mr. Liu Yuanman, Mr. Tan Weimin and Madam Huang Maoli; our non-executive Director is Mr. Lv Xiaoping; and our independent non-executive Directors are Mr. Chen Huakang, Madam Nie Meisheng and Mr. Zhu Zengjin.*

*Please also refer to the published version of this announcement in the South China Morning Post.*