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FANTASIA

Fantasia Holdings Group Co., Limited

花樣年控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 01777)

**GENERAL DISCLOSURE UNDER RULE 13.09 OF THE LISTING RULES
FILING OF APPLICATION FOR THE PROPOSED OFFERING AND
LISTING OF THE TAIWAN DEPOSITARY RECEIPTS**

This announcement is made in compliance with the disclosure requirement under Rule 13.09 of the Listing Rules.

Reference is made to the announcement of the Company dated 17 November 2010, the Board is pleased to announce that on 30 November 2010, the Company made an application to the Taiwan Stock Exchange and the Taiwan Central Bank for the offering and listing of TDR, representing not more than 240,000,000 New Shares to be issued by the Company, on the Taiwan Stock Exchange. The TDR Issue is also subject to approval by the Taiwan Securities and Futures Bureau, application for which will be made after the grant of approvals by the Taiwan Stock Exchange and the Taiwan Central Bank. The Company will also apply to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the New Shares on the Hong Kong Stock Exchange.

It is expected that the New Shares will be issued under the General Mandate and therefore no Shareholders' approval will be required.

As at the date of this announcement, the Board has not yet finalised whether and when the TDR Issue will be launched. Further announcement will be made by the Company in relation to the TDR Issue as and when appropriate.

The TDR Issue is subject to approvals by the relevant authorities in Taiwan. There is no assurance that such approvals will be granted and the TDR Issue may or may not proceed. Accordingly, shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made pursuant to Rule 13.09 of the Listing Rules.

THE TDR ISSUE

The Board is pleased to announce that on 30 November 2010, the Company made an application to the Taiwan Stock Exchange and the Taiwan Central Bank for the offering and listing of TDR, representing not more than 240,000,000 New Shares to be issued by the Company, on the Taiwan Stock Exchange. The TDR Issue is also subject to approval by the Taiwan Securities and Futures Bureau, application for which will be made after the grant of approvals by the Taiwan Stock Exchange and the Taiwan Central Bank. The Company will also apply to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the New Shares on the Hong Kong Stock Exchange.

It is currently proposed that the TDR will be offered in Taiwan by way of offer for subscription by the public in Taiwan and to selected institutional and individual investors in Taiwan. None of the TDR will be offered to the general public in Hong Kong nor will they be placed to any connected persons of the Group.

Details in respect of the TDR Issue, including the size and structure of the TDR Issue, the number of New Shares to be issued by the Company pursuant to the TDR Issue and the expected timetable, have not yet been finalised as at the date of this announcement. A further announcement will be made by the Company upon finalisation of the structure of the TDR Issue.

The preliminary structure of the TDR Issue is proposed as follows:

- Type of securities to be issued** : TDR, to be issued by a depositary bank in Taiwan evidencing the entitlement of the holders of TDR to the Shares that are held in custody by a custodian bank.
- Number of TDR to be issued** : Not more than 120,000,000 units of TDR, each representing two Shares. The final number of TDR to be issued and offered and the structure of the TDR Issue shall be subject to the approval by the Relevant Authorities and the adjustment (if any) by the Board and the underwriters of the TDR Issue.
- Number of Shares to which the TDR Issue relates** : Not more than 240,000,000 New Shares, which are expected to be allotted and issued by the Company under the General Mandate.

The 240,000,000 New Shares involved in the TDR Issue represent (i) approximately 4.92% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 4.69% of the enlarged issued share capital of the Company following the issue of the 240,000,000 New Shares under the TDR Issue.

The New Shares will rank pari passu in all respects with the Shares then in issue on the date of issue of the New Shares.

Basis for determining the issue price of the TDR

- : Subject to the requirements in Rule 13.36(5) of the Listing Rules, the issue price of the TDR will be agreed in writing between the Company and Jihsun Securities Co., Ltd., the underwriter for the TDR Issue, and is expected to be determined with reference to the then prevailing market conditions, the closing price of the Shares, the market conditions at the time of the TDR Issue, the performance of the Company as well as and conditions for future development of the Company's business.

Use of proceeds

- : The Board intends to use the net proceeds from the TDR Issue to cooperate with Astro Corporation and jointly develop a tourism and vacation resort in Jinmen, Taiwan for investment purposes (the details of which have been disclosed in the Company's announcement dated 25 November 2010) and for its general working capital purpose. The issue price for the TDR Issue, if proceeded with, and the amount of funds to be raised from the TDR Issue have not been fixed as at the date of this announcement.

Listing applications

- : Application will be made to the Taiwan Stock Exchange and the Taiwan Central Bank for the listing of the TDR on the Taiwan Stock Exchange. Application will also be made to the Taiwan Securities and Futures Bureau for the TDR Issue after the grant of approvals thereof by the Taiwan Stock Exchange and the Taiwan Central Bank.

An application will be made to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the New Shares on the Hong Kong Stock Exchange.

REASONS FOR AND BENEFITS OF THE TDR ISSUE

The Directors are of the view that the TDR Issue will be the most appropriate method of raising extra funds for the Group's future business development having taken into account the Group's current working capital requirement, the prevailing market conditions and the cost involved in the TDR Issue when compared with other means of fund raising exercises.

The Directors believe that the TDR is an attractive alternative for international investors, particularly potential investors in Taiwan, to invest and deal in the Shares which will broaden and diversify the shareholder base of the Company and provide an additional fund-raising platform for the Group. The Directors consider that the TDR Issue will also increase the public awareness of the Group and will promote the Group's corporate image internationally, which will enhance its competitiveness and be beneficial to the Group's overall business development and is therefore in the best interests of the Shareholders as a whole.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company as at the date of this announcement and immediately upon completion of the TDR Issue based on the assumption that an aggregate of 240,000,000 New Shares will be issued pursuant to the TDR Issue and there shall be no change in the Company's share capital prior to the completion of the TDR Issue:

Name of Shareholder	As at the date of this announcement		Immediately after completion of the TDR Issue	
	No. of Shares	%	No. of Shares	%
Fantasy Pearl (Notes 1 to 3)	3,174,795,000	65.14	3,174,795,000	62.08
TDR holders	–	–	240,000,000	4.69
Other public Shareholders	1,699,093,750	34.86	1,699,093,750	33.23
Total:	<u>4,873,888,750</u>	<u>100.00</u>	<u>5,113,888,750</u>	<u>100.00</u>

Notes:

1. Fantasy Pearl International Limited (“**Fantasy Pearl**”) is owned as to 80% by Ice Apex Limited (“**Ice Apex**”) and 20% by Graceful Star Overseas Limited (“**Graceful Star**”). Ice Apex is deemed to be interested in the shares held by and short position of Fantasy Pearl for the purpose of Part XV of the SFO. Graceful Star is entitled to a pre-emptive right over shares in the capital of Fantasy Pearl pursuant to an agreement made between, among others, Ms. Zeng Jie, Mr. Pan Jun, Ice Apex and Graceful Star.
2. Ice Apex is wholly owned by Ms. Zeng Jie. Ms. Zeng Jie is deemed to be interested in the shares held by Ice Apex for the purpose of Part XV of the SFO.
3. Ms. Zeng Jie is an executive Director.

As at the date of this announcement, the Company has no outstanding convertible securities or options which are convertible into Shares.

GENERAL MANDATE

By a resolution of the Shareholders passed at the annual general meeting held on 20 May 2010, the Company granted the General Mandate to the Directors to allot and issue up to 974,777,750 Shares, being 20% of the number of Shares of the Company in issue as at 20 May 2010, to be extended by an amount representing the aggregate number of Shares repurchased by the Company during the relevant period of the General Mandate (if any). The Directors have not exercised the power to allot and issue any new Shares pursuant to the General Mandate granted. It is expected that the New Shares will be issued under such General Mandate and thus no Shareholders' approval is required. The New Shares will represent approximately 24.62% of the General Mandate.

FUND RAISING IN THE PAST 12 MONTHS

Save as the senior notes in an aggregate principal amount of US\$120 million issued by the Company on 12 May 2010 (the details of which are set out in the Company's announcement dated 13 May 2010), the Company has not carried out any capital fund raising activities during the 12 months immediately preceding the date of this announcement.

GENERAL

As at the date of this announcement, the Board has not yet finalised whether and when the TDR Issue will be launched. There is also no assurance that the approval for the TDR Issue and the listing of the TDR on the Taiwan Stock Exchange by the Relevant Authorities and/or the listing of the New Shares on the Hong Kong Stock Exchange will be granted. Further announcement will be made by the Company in relation to the TDR Issue as and when appropriate.

The TDR Issue is subject to approvals by the relevant authorities in Taiwan. There is no assurance that such approvals will be granted and the TDR Issue may or may not proceed. Accordingly, Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms will have the following meaning:

“associates”	has the meaning as ascribed to it under the Listing Rules
“Board”	board of Directors
“Company”	Fantasia Holdings Group Co., Limited, an exempted company incorporated under the laws of the Cayman Islands with limited liabilities whose shares are listed on the Hong Kong Stock Exchange

“connected persons”	has the meaning as ascribed to it under the Listing Rules
“Directors”	directors of the Company
“General Mandate”	the general mandate granted to the Directors to allot and issue Shares pursuant to a resolution of the Shareholders passed at the annual general meeting held on 20 May 2010
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“New Shares”	new Shares proposed to be issued as underlying securities for the purpose of the TDR Issue
“Relevant Authorities”	the Taiwan Central Bank, the Taiwan Stock Exchange and the Taiwan Securities and Futures Bureau
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“SFO”	The Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholders”	holders of Shares
“Shares”	ordinary shares of HK\$0.10 each in the issued share capital of the Company
“Taiwan Central Bank”	Central Bank of the Republic of China (Taiwan)
“Taiwan Securities and The Futures Bureau”	Securities and Futures Bureau, Financial Supervisory Commission, Executive Yuan, Republic of China
“Taiwan Stock Exchange”	Taiwan Stock Exchange Corporation

“TDR”	the Taiwan depositary receipts proposed to be issued by a depositary bank in Taiwan pursuant to the TDR Issue
“TDR Issue”	the proposed issue of not more than 120,000,000 units of TDR, subject to the approval by the Relevant Authorities and the adjustment (if any) by the Board
“%”	percentage.

By order of the Board
Fantasia Holdings Group Co., Limited
Pan Jun
Chairman

Hong Kong, 30 November 2010

As at the date of this announcement, the executive directors of the Company are Mr. Pan Jun, Ms. Zeng Jie, Mr. Feng Hui Ming and Mr. Chan Sze Hon; the independent non-executive directors of the Company are Mr. Ho Man, Mr. Liao Martin Cheung Kong, JP, Mr. Huang Ming and Mr. Xu Quan.