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花 樣 年

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)**

## **OVERSEAS REGULATORY ANNOUNCEMENT**

This overseas regulatory announcement is issued pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Please refer to the attached announcement on the next page. A copy of the announcement is available on the website of the Singapore Exchange of Securities Trading Limited at [www.sgx.com](http://www.sgx.com).

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

Hong Kong, 15 December 2011

*As at the date of this announcement, the executive directors of the Company are Mr. Pan Jun, Ms. Zeng Jie, Baby, 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.*

## Announcement

**Hong Kong** – December 15, 2011 – Fantasia Holdings Group Co., Limited (the “**Company**”) (Hong Kong Stock Code: 01777) today announced a solicitation of consents (the “**Consent Solicitation**”) to certain proposed amendments (the “**Proposals**”) to the Indenture, dated as of May 12, 2010 (as supplemented or amended to the date hereof, the “**Indenture**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and Citicorp International Limited, as trustee, governing its 14.00% Senior Notes due 2015 (CUSIP No. 30727QAA9, ISIN No. US30727QAA94 (Rule 144A) and (CUSIP No. G3311LAA2, ISIN No. USG3311LAA29 (Reg S)) (the “**Notes**”).

The principal purpose of the Consent Solicitation and the Proposals is to give the Company flexibility to incur certain indebtedness to enable it to pursue business opportunities permitted under the Indenture.

The record date for the Consent Solicitation is 5:00 p.m., New York City time, on December 13, 2011. The Consent Solicitation will expire at 5:00 p.m., New York City time, on December 28, 2011, unless extended or terminated by the Company. The Company is offering to the holders of record of Notes as of the record date a consent fee of US\$5.00 for each US\$1,000 in principal amount of Notes in respect of which such holder has validly delivered (and has not validly revoked) a consent prior to the expiration of the Consent Solicitation. The Company’s obligation to accept consents and pay the consent fee is conditioned on, among other things, there being validly delivered unrevoked consents from the holders of not less than a majority in aggregate principal amount of the outstanding Notes.

For a detailed statement of the terms and conditions of the Consent Solicitation and the Proposals, holders of the Notes should refer to the Consent Solicitation Statement dated December 14, 2011 (the “**Consent Solicitation Statement**”) and related documents. The Consent Solicitation Statement will be distributed to the holders of the Notes by Bondholder Communications Group, LLC, the Information and Tabulation Agent for the Consent Solicitation. Questions from holders of Notes regarding the Consent Solicitation or requests for additional copies of the Consent Solicitation Statement, the Consent Form or other related documents should be directed to Bondholders Communications Group, LLC, the Information and Tabulation Agent for the Consent Solicitation, at 30 Broad Street, 46th Floor, New York, NY 10004, United States, attn: Francine Holden (telephone: +44 207 382 4580 or +1 212 809 2663) or the Company for the Consent Solicitation, attn: Chan Sze Hon, at Room 1103, Top Glory Tower, 262 Gloucester Road, Causeway Bay, Hong Kong (telephone +852 2572 8011).

This announcement is not a solicitation of consent with respect to any Notes. The Consent Solicitation is being made solely by the Consent Solicitation Statement and related documents, dated December 14, 2011, which set forth a detailed statement of the terms of the Consent Solicitation.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this press release comes are required to inform themselves about, and to observe, any such restrictions.

### ABOUT THE COMPANY

The Company is a leading property developer and property related service provider in China. The Company first commenced its property development business in Shenzhen in 1996. Leveraging on its broad experience and capabilities, the Company has successfully expanded into, and currently focuses its real estate activities on, four fast-growing economic regions in China, including the Chengdu-Chongqing Economic Zone, the Pearl River Delta region, the Yangtze River Delta region and the Beijing-Tianjin metropolitan region.

### FORWARD-LOOKING INFORMATION

Forward-looking statements in this announcement, including those statements relating to the Consent Solicitation, such as the scheduled expiration date and payment of the consent fee, are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the Notes; changes in the business and financial condition of the Company and its subsidiaries; changes in the debt markets in general; and the occurrence of events specified in the Consent Solicitation that would trigger a condition permitting termination or amendment of the Consent Solicitation.