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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)**

## **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, 30 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

Reference is made to the announcement of Fantasia Holdings Group Co., Limited (the “**Company**”) (Hong Kong Stock Code: 01777) dated December 29, 2011 in relation to the receipt of the requisite number of consents necessary for certain proposed amendments (the “**Proposals**”) to the Indenture, dated as of May 12, 2010, as supplemented or amended from time to time, by and between the Company, the Subsidiary Guarantors (as defined therein) and Citicorp International Limited, as trustee (the “**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**”), pursuant to the consent solicitation statement dated December 13, 2011 (the “**Consent Solicitation Statement**”).

The Company is pleased to announce that on December 29, 2011, New York City Time, the Company, the Subsidiary Guarantors and the Trustee executed a supplemental indenture (the “**Supplemental Indenture**”) giving effect to the Proposals in compliance with the conditions contained in the Indenture.

The Supplemental Indenture gives the Company flexibility to incur certain indebtedness to enable it to pursue business opportunities permitted under the Indenture. The Company will send the Supplemental Indenture to holders of the Notes upon request.

The Company expects to pay any consent fee due as soon as practicable in accordance with the terms set forth in the Consent Solicitation Statement.

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 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.

Hong Kong, December 30, 2011.