

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.*

*This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements. No public offer of securities is to be made by the Company in the United States.*



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 13.10B 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, 1 April 2013

*As at the date of this announcement, the executive directors of the Company are Mr. Pan Jun, Ms. Zeng Jie, Baby, Mr. Lam Kam Tong and Mr. Zhou Jinquan; and 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** – April 1, 2013 – Reference is made to the announcement of Fantasia Holdings Group Co., Limited (the “**Company**”) (Hong Kong Stock Code: 01777) dated March 22, 2013 in relation to the solicitation of consents (the “**Consent Solicitation**”) described below. As indicated in the consent solicitation statement dated March 21, 2013, the consent solicitation period expired at 5:00 p.m., New York City time, on March 28, 2013.

The Company announces that it has received the requisite number of unrevoked consents (the “**Requisite Consents**”) necessary for certain proposed amendments (the “**Proposals**”) to the Indenture, dated as of May 12, 2010, as supplemented or amended to the date hereof, by and among 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 “**2010 Notes**”).

As the Requisite Consents have been obtained, the Company and the Subsidiary Guarantors intend to execute a supplemental indenture with the Trustee as soon as practicable to give effect to the Proposals.

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, among others, those statements relating to the Consent Solicitation, such as the payment of the consent fee and the execution of the supplemental indenture, 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 2010 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.