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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)**

**ANNOUNCEMENT**

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF  
COLOUR LIFE SERVICES GROUP CO., LIMITED  
ON THE MAIN BOARD OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED**

**PUBLICATION OF PROSPECTUS**

The Board announces that in connection with the Proposed Spin-off and the Global Offering, Colour Life has published the Prospectus on 17 June 2014. The Prospectus contains, among other things, details of the Global Offering and certain business and financial information relating to the Colour Life Group. The Prospectus is available for viewing and downloading from the website of the Stock Exchange at <http://www.hkexnews.hk> and the website of Colour Life at <http://www.colourlife.hk> from 17 June 2014 onwards. Printed copies of the Prospectus may be obtained, free of charge, upon request during normal business hours from 9:00 a.m. on 17 June 2014 until 12:00 noon on 20 June 2014, from (i) designated branches of the receiving bank; and (ii) the designated offices of the Joint Bookrunners, details of which are set out in the section headed “How to Apply for Hong Kong Offer Shares and Reserved Shares” in the Prospectus.

Reference is made to the announcements of the Company dated 19 August 2013, 12 September 2013, 2 May 2014, 22 May 2014 and 16 June 2014 (the “**Announcements**”) in relation to, inter alia, the possibility of the Proposed Spin-off, the submission of the listing application by Colour Life, the publication of the Application Proof and the publication of the PHIP. Unless otherwise specified, capitalised terms in this announcement have the same meanings given to them in the Announcements.

## **PUBLICATION OF THE PROSPECTUS**

The Board announces that in connection with the Proposed Spin-off and the Global Offering, Colour Life has published the Prospectus on 17 June 2014. The Prospectus contains, among other things, details of the Global Offering and certain business and financial information relating to the Colour Life Group. The Prospectus is available for viewing and downloading from the website of the Stock Exchange at <http://www.hkexnews.hk> and the website of Colour Life at <http://www.colourlife.hk> from 17 June 2014 onwards. Printed copies of the Prospectus may be obtained, free of charge, upon request during normal business hours from 9:00 a.m. on 17 June 2014 until 12:00 noon on 20 June 2014, from (i) designated branches of the receiving bank; and (ii) the designated offices of the Joint Bookrunners, details of which are set out in the section headed “How to Apply for Hong Kong Offer Shares and Reserved Shares” in the Prospectus.

## **GLOBAL OFFERING**

The Proposed Spin-off will be effected by way of the Global Offering. The Global Offering will comprise the Hong Kong Public Offering and the International Offering. The Global Offering comprises the Hong Kong Public Offering of initially 25,000,000 Offer Shares (subject to adjustment as described in the Prospectus) and the International Offering of initially 225,000,000 Offer Shares (subject to adjustment as described in the Prospectus). Of the 225,000,000 Offer Shares initially being offered under the International Offering, 25,000,000 Offer Shares are available for subscription by the Qualifying Fantasia Shareholders under the Preferential Offering as Assured Entitlement. For the avoidance of doubt, the Offer Shares include the Reserved Shares to be offered under the Preferential Offering to the Qualifying Fantasia Shareholders.

## **PREFERENTIAL OFFERING**

In connection with the Preferential Offering, a BLUE Application Form, together with a printed copy of the Prospectus, will be despatched to each Qualifying Fantasia Shareholder with an Assured Entitlement on 17 June 2014. Qualifying Fantasia Shareholders who require a replacement of the BLUE Application Form should contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East Wanchai, Hong Kong or on its hotline at 2862 8555.

## **GENERAL**

**The listing of the Colour Life Shares pursuant to the Proposed Spin-off is subject to, amongst others, the Listing Approval and the final decisions of the Board and of the board of directors of Colour Life. The final decisions of the Board and of the board of directors of Colour Life to proceed with the Proposed Spin-off and the Global Offering are dependent upon, among others, market conditions during the period leading up to the proposed Global Offering. Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off and the separate listing of the Colour Life Shares will take place or as to when it may take place. Shareholders and potential investors of the Company should therefore exercise caution when dealing in or investing in the securities of the Company.**

Further announcement(s) will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

## **DEFINITION**

Unless the context otherwise requires, capitalised terms in this announcement shall have the same respective meanings given to them in the Announcements. In addition, the following expressions bear the following meaning in this announcement:

“Assured Entitlement”	the entitlement of the Qualifying Fantasia Shareholders to apply for the Reserved Shares on an assured basis under the Preferential Offering to be determined on the basis of their respective shareholdings in the Company at 4:30 p.m. on the Record Date
“BLUE Application Form”	the application form to be sent to Qualifying Fantasia Shareholders to subscribe for the Reserved Shares pursuant to the Preferential Offering
“Global Offering”	the Hong Kong Public Offering and the International Offering

“Hong Kong Public Offering”	the offer for subscription of Offer Shares to the public in Hong Kong (subject to adjustment as described in the section entitled “Structure of the Global Offering” to the Prospectus) at the Offer Price (plus brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) and on and subject to the terms and conditions described in the Prospectus, as further described in the section entitled “Structure of the Global Offering” in the Prospectus
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering
“International Offering”	The offer of International Offer Shares at the Offer Price outside the United States in offshore transactions as defined in and in accordance with Regulation S, as further described in the section entitled “Structure of the Global Offering” in the Prospectus
“International Underwriters”	the underwriters of the International Offering
“Joint Bookrunners”	Merrill Lynch International, Guotai Junan Securities (Hong Kong) Limited, China Merchants Securities (HK) Co., Limited and First Shanghai Securities Limited
“Joint Global Coordinators”	Merrill Lynch International and Guotai Junan Securities (Hong Kong) Limited
“Offer Price”	the final offer price per Share in Hong Kong dollars (exclusive of brokerage of 1%, SFC transaction levy of 0.003% and the Stock Exchange trading fee of 0.005%) of not more than HK\$4.60 and expected to be not less than HK\$3.30 at which the Hong Kong Offer Shares are to be subscribed for and issued pursuant to the Global Offering, such price to be determined by agreement between the Joint Global Coordinators (on behalf of the Underwriters) and Colour Life on or before the Price Determination Date
“Preferential Offering”	the preferential offering to the Qualifying Fantasia Shareholders of 25,000,000 Offer Shares (representing 10.0% of the Offer Shares being offered under the Global Offering) as Assured Entitlement (without taking into account any Shares which may be issued and allotted pursuant to the exercise of options under the Share Option Scheme) as further described in the section entitled “Structure of the Global Offering — the Preferential Offering” and subject to the terms and conditions stated in the Prospectus and in the BLUE Application Form

“Price Determination Date”	the date, expected to be on or around 20 June 2014 (Hong Kong time) but no later than 26 June 2014, on which the Offer Price is to be fixed by agreement between our Company and the Joint Global Coordinators (on behalf of the Underwriters) for the purposes of the Global Offering
“Prospectus”	prospectus of the Company dated 17 June 2014 in relation to the Global Offering
“Qualifying Fantasia Shareholders”	Shareholders whose names appear on the register of members of the Company as of 4:30 p.m. on the Record Date
“Record Date”	9 June 2014, being the record date for ascertaining the Assured Entitlement
“Reserved Shares”	25,000,000 Shares offered pursuant to the Preferential Offering at the Offer Price to the Qualifying Fantasia Shareholders, representing 10.0% of the Offer Shares being offered under the Global Offering (without taking into account any Shares which may be issued and allotted pursuant to the exercise of options under the Share Option Scheme)
“Share Option Scheme”	the share option scheme of Colour Life conditionally adopted on 11 June 2014, the principal terms of which are summarized in the section entitled “Statutory and General Information — D. Share Option Scheme” in Appendix IV to the Prospectus
“Underwriters”	the Hong Kong Underwriters and the International Underwriters

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

Hong Kong, 17 June 2014

*As at the date of this announcement, the executive Directors are Mr. Pan Jun, Ms. Zeng Jie, Baby, Mr. Lam Kam Tong, Mr. Zhou Jinquan and Mr. Wang Liang; the non-executive Directors are Mr. Li Dong Sheng and Mr. Yuan Hao Dong and the independent non-executive Directors are Mr. Ho Man, Mr. Liao Martin Cheung Kong, JP, Mr. Huang Ming and Mr. Xu Quan.*