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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)**

**APPROVAL OF THE QUOTATION OF  
SHENZHEN HOME E&E COMMERCIAL SERVICES GROUP CO., LTD.  
(深圳市美易家商務服務集團有限公司)  
ON NATIONAL EQUITIES EXCHANGE AND QUOTATIONS SYSTEM**

The Company is pleased to announce that Home E&E, the Company's indirect subsidiary, received the letter of approval issued by NEEQ Co., Ltd., which approved the quotation of the shares of Home E&E on the NEEQ on 25 November 2015.

**Businesses of the Home E&E Group and benefits of the Proposed Quotation**

Home E&E was established in the PRC on 27 October 2010 and as at the date of this announcement, Home E&E is an indirect subsidiary of the Company. The Home E&E Group is primarily engaged in the provision of property management, asset operation and management and the relevant value added services for commercial properties. The Proposed Quotation will, among others, enable the Company to realise its investment in Home E&E, provide a separate fund-raising platform for Home E&E and enable Home E&E to enhance its corporate profile.

The Stock Exchange has on 21 August 2015 confirmed under Practice Note 15 of the Listing Rules that the Company may proceed with the Proposed Quotation.

**Waiver from strict compliance with paragraph 3(f) of Practice Note 15 of the Listing Rules**

Paragraph 3(f) of Practice Note 15 of the Listing Rules requires listed issuers carrying out spin-offs to provide existing shareholders with an assured entitlement to shares in the spun-off entity, either by way of distribution in specie of existing shares or by way of preferred application in any offering of existing or new shares in the spun-off entity.

However, according to the advice of the PRC legal counsel of Home E&E, foreign natural persons, legal persons or institutions cannot invest in shares quoted on the NEEQ unless they are (i) qualified foreign institutional investors; (ii) Renminbi qualified foreign institutional investors; (iii) strategic investors that are approved by the relevant authority in the PRC; or (iv) foreign natural persons who are permanent residents in the PRC or residents of Hong Kong, Macao or Taiwan who work and live in the PRC, and have more than RMB5 million worth of securities assets and more than two years of experience in securities investment. Compliance with paragraph 3(f) of Practice Note 15 of the Listing Rules in relation to the Proposed Quotation will not therefore be feasible. The Company has therefore applied to the Stock Exchange for, and the Listing Committee of the Stock Exchange has granted the Company, a waiver from strict compliance with paragraph 3(f) of Practice Note 15 of the Listing Rules.

Having considered that Home E&E and the Company should comply with the requirements under PRC law and Home E&E will remain a subsidiary of the Company and the results of which will continue to be consolidated into the accounts of the Company upon completion of the Proposed Quotation, the Board is of the view that the Proposed Quotation and the non-provision of assured entitlements in connection with the Proposed Quotation are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

## **DEFINITIONS**

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China, excluding Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan for the purpose of this announcement
“Company”	Fantasia Holdings Group Co., Limited, a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Home E&E”	深圳市美易家商務服務集團有限公司 (Shenzhen Home E&E Commercial Services Group Co., Ltd.*), an indirect subsidiary of the Company incorporated in the PRC
“Home E&E Group”	Home E&E and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“NEEQ”	全國中小企業股份轉讓系統 (National Equities Exchange and Quotations System*)
“NEEQ Co., Ltd.”	全國中小企業股份轉讓系統有限責任公司 (National Equities Exchange and Quotations Co., Ltd.*)
“Proposed Quotation”	the proposed quotation of the shares of Home E&E on the NEEQ
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

\* For identification purposes only

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

Hong Kong, 25 November 2015

*As at the date of this announcement, the executive Directors are Mr. Pan Jun, Ms. Zeng Jie, Baby, Mr. Lam Kam Tong and Mr. Zhou Jinquan; 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. Huang Ming, Dr. Liao Jianwen, Ms. Wong Pui Sze, Priscilla, JP and Mr. Guo Shaomu.*