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花樣年

FANTASIA

**Fantasia Holdings Group Co., Limited**

**花樣年控股集團有限公司**

(於開曼群島註冊成立的有限公司)

(股份代號：01777)

### 海外監管公告

本海外監管公告乃根據香港聯合交易所有限公司證券上市規則第13.10B條頒佈。

請參閱下頁所附公告。公告副本可於新加坡證券交易所有限公司網站 ([www.sgx.com](http://www.sgx.com)) 查閱。

承董事會命  
花樣年控股集團有限公司  
主席  
潘軍

香港，2013年4月4日

於本公告刊發日期，本公司執行董事為潘軍先生、曾寶寶小姐、林錦堂先生及周錦泉先生；本公司獨立非執行董事為何敏先生、廖長江先生(太平紳士)、黃明先生及許權先生。

## ANNOUNCEMENT

**Hong Kong** – April 4, 2013 – Reference is made to the announcement of Fantasia Holdings Group Co., Limited (the “**Company**”) (Hong Kong Stock Code: 01777) dated 1 April, 2013 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 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**”), pursuant to the consent solicitation statement dated March 21, 2013 (the “**Consent Solicitation Statement**”).

The Company is pleased to announce that on April 3, 2013, 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 brings the Indenture into conformity with the terms of the Company’s 13.75% Senior Notes due 2017 and allows the Company to, among other things, (i) make certain investments in joint venture projects and (ii) restructure certain of its subsidiaries which are engaged in the business of property operation services and list them on a stock exchange (such restructuring and listing, the “**Spinoff IPO**”). As of the date hereof, the Company does not have a definitive timetable or execution plan as to when it will proceed with the Spinoff IPO. Such plan is subject to, among other things, market conditions and the Company’s business development plans and may not materialize. The Company will send the Supplemental Indenture to holders of the 2010 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 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.