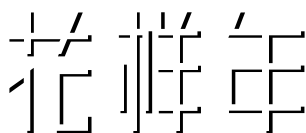


Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the prospectus dated 12 November 2009 (the “Prospectus”) issued by Fantasia Holdings Group Co., Limited (the “Company”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company 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 is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement and the information contained in this announcement are not for distribution, directly or indirectly, in or into the United States (including its territories and dependencies, any State of the United States and the District of Columbia). These materials do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”). The Shares may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. No public offering of the securities will be made in the United States.



FANTASIA

Fantasia Holdings Group Co., Limited

花樣年控股集團有限公司

(established under the laws of the Cayman Islands with limited liability)

(Stock code: 1777)

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION STABILIZING ACTIONS AND END OF STABILIZING PERIOD

The Company announces that the Over-allotment Option referred to in the Prospectus has been partially exercised by Goldman Sachs (Asia) L.L.C. (the “**Stabilizing Manager**”) on behalf of the International Underwriters on 17 December 2009 in respect of an aggregate of 16,666,500 Shares (the “**Over-allotment Shares**”), comprising 13,888,750 additional Shares to be allotted and issued by the Company and an additional 2,777,750 Shares to be offered by the Selling Shareholders, in aggregate representing approximately 1.14% of the Offer Shares initially available under the Global Offering (assuming no exercise of the Over-allotment Option), for the sole purpose of covering over-allocations in the International Offer.

The Over-allotment Shares will be allotted and issued by the Company and sold by the Selling Shareholders at HK\$2.18 per Share (excluding brokerage of 1.0%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share in connection with the Global Offering.

The Company makes this announcement pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Cap. 571W of the Laws of Hong Kong) and announces that the stabilizing period in connection with the Global Offering ended on 17 December 2009, being the 30th day after the last day for the lodging of Application Forms under the Hong Kong Public Offer.

1. EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option referred to in the Prospectus has been partially exercised by the Stabilizing Manager on behalf of the International Underwriters on 17 December 2009 in respect of the Over-allotment Option Shares, comprising 13,888,750 additional Shares to be allotted and issued by the Company and an additional 2,777,750 to be offered by the Selling Shareholders, in aggregate representing approximately 1.14% of the Offer Shares initially available under the Global Offering (assuming no exercise of the Over-allotment Option), for the sole purpose of covering over-allocations in the International Offering.

The Over-allotment Shares will be allotted and issued by the Company and sold by the Selling Shareholders at HK\$2.18 per Share (excluding brokerage of 1.0%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share in connection with the Global Offering.

Listing of and permission to deal in the Over-allotment Shares have already been granted by the Listing Committee. Listing of and dealing in such Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 10 a.m. on 22 December 2009.

As shown in the shareholding structure of the Company set out below, immediately before the exercise of the Over-allotment Option, approximately 30% of the issued share capital of the Company was held by the public. Such shareholding percentage will be increased to approximately 30.256% immediately upon the issue of the Over-allotment Shares by the Company and completion of the sale of the Over-allotment Shares by the Selling Shareholders.

The shareholding structure of the Company immediately before and immediately after the issue of the Over-allotment Shares by the Company and completion of the sale of the Over-allotment Shares by the Selling Shareholders are as follows:

Shareholder	Immediately before the issue of the Over-allotment Shares by the Company and completion of the sale of the Over-allotment Shares by the Selling Shareholders		Immediately after the issue of the Over-allotment Shares by the Company and completion of the sale of the Over-allotment Shares by the Selling Shareholders	
	<i>Number of Shares</i>	<i>Approximate % of issued share capital</i>	<i>Number of Shares</i>	<i>Approximate % of issued share capital</i>
Fantasy Pearl International Limited	3,174,795,000 ⁽¹⁾	65.325%	3,174,795,000	65.139%
Fantasia (Cayman) Ltd. ⁽²⁾	170,403,750	3.506%	168,320,438	3.454%
Wellluck Properties Ltd ⁽²⁾	56,801,250	1.169%	56,106,812	1.151%
Public Shareholders	1,458,000,000	30%	1,474,666,500	30.256%
Total	<u>4,860,000,000</u>	<u>100%</u>	<u>4,873,888,750</u>	<u>100%</u>

Note:

- (1) This includes the 218,700,000 Shares loaned by Fantasy Pearl International Limited under the Stock Borrowing Agreement.
- (2) As Fantasia (Cayman) Ltd. and Wellluck Properties Ltd are Independent Third Parties, their shares are counted towards “the public” as referred to in Rule 8.24 of the Listing Rules and are in addition to the above-mentioned 30% under public shareholders.

2. STABILIZING ACTIONS AND END OF STABILIZING PERIOD

The stabilizing actions undertaken during the stabilizing period were: (i) over-allocations of an aggregate of 218,700,000 Shares in the International Offer; (ii) the partial exercise of the Over-allotment Option in respect of an aggregate of 16,666,500 Over-allotment Shares by the Stabilizing Manager on behalf of the International Underwriters on 17 December 2009 to cover the above over-allocations; (iii) the purchase of a total of 202,033,500 Shares in the price range of HK\$1.96 to HK\$2.18 per Share on the market, representing approximately 13.9% of the Offer Shares initially offered under the Global Offering before any exercise of the Over-allotment Option; and (iv) the borrowing of an aggregate of 218,700,000 Shares by the Stabilizing Manager (or any person acting for it) from Fantasy Pearl pursuant to the Stock Borrowing Agreement solely to cover over-allocations in the International Offer.

The last purchase made in the course of the stabilizing period in the open market was on 17 December 2009 at the price of HK\$2.18 per Share. The Stabilizing Manager did not purchase any Shares from the Controlling Shareholders of the Company.

The net proceeds received by the Company from the Global Offering before the exercise of the Over-allotment Option, after deduction of related underwriting commissions and expenses, is approximately HK\$2,446 million. The additional net proceeds to be received by the Company upon the exercise of the Over-allotment Option is estimated to be approximately HK\$29 million. Please refer to the section “Future Plans and Use of Proceeds” in the Prospectus for information on the intended use of proceeds.

The Company continues to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules. No new Shares or securities convertible into equity securities of the Company may be issued within six months from the Listing Date save for the situations set out in Rule 10.08 of the Listing Rules.

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

Hong Kong, 17 December 2009

As at the date of this announcement, the executive Directors are Mr. Pan Jun, Ms. Zeng Jie, Mr. Feng Hui Ming and Mr. Chan Sze Hon, the independent non-executive Directors are Mr. Ho Man, Mr. Liao Martin Cheung Kong, JP, Mr. Huang Ming and Mr. Xu Quan.