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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)**

**DISCLOSEABLE TRANSACTIONS  
ACQUISITION OF EQUITY INTERESTS IN  
SUZHOU HUAWANLI AND SUZHOU LKN**

Reference is made to the disclosure in the Prospectus in relation to the acquisition of the equity interests in Suzhou Huawanli and Suzhou LKN.

On 21 January 2010, the Purchaser, a wholly-owned subsidiary of the Company, entered into the following agreements:

- (1) The Huawanli Agreement with CITIC Shenzhen (Group) and CITIC Shenzhen pursuant to which (i) CITIC Shenzhen (Group) agreed to sell and the Purchaser agreed to purchase 90% of the equity interests in Suzhou Huawanli; (ii) CITIC Shenzhen agreed to sell and the Purchaser agreed to purchase 10% of the equity interests in Suzhou Huawanli;
- (2) The Huawanli Supplemental Agreement with CITIC Shenzhen (Group) and CITIC Shenzhen pursuant to which the consideration of the Huawanli Acquisition was agreed to be RMB585,365,600.00 (equivalent to approximately HK\$665,717,730.01) (comprising the consideration of the transfer of 100% equity interests in Suzhou Huawanli of RMB218,842,094.10 (equivalent to approximately HK\$248,882,172.30) and the loan owed by Suzhou Huawanli to CITIC Suzhou of RMB366,523,505.90 (equivalent to approximately HK\$416,835,557.72)), which shall be adjusted according to the final price for the listing-for-sale processes (掛牌出讓);

- (3) The LKN Agreement with CITIC Shenzhen (Group) and CITIC Suzhou pursuant to which (i) CITIC Shenzhen (Group) agreed to sell and the Purchaser agreed to purchase 90% of the equity interests in Suzhou LKN; (ii) CITIC Suzhou agreed to sell and the Purchaser agreed to purchase 10% of the equity interests in Suzhou LKN;
- (4) The LKN Supplemental Agreement with CITIC Shenzhen (Group) and CITIC Suzhou pursuant to which the consideration of the LKN Acquisition was agreed to be RMB226,187,800.00 (equivalent to approximately HK\$257,236,210.62), which shall be adjusted according to the final price for the listing-for-sale processes (掛牌出讓); and
- (5) The Asset Transfer Framework Agreement with CITIC Suzhou pursuant to which CITIC Suzhou agreed to sell and the Purchaser agreed to purchase the Hotel Land and the Hotel Project at a consideration to be determined with reference to, among other things, the net value of the assets of the Hotel Project at the time of such asset transfer. The Asset Transfer Framework Agreement shall be effective upon completion of the Huawanli Acquisition and the LKN Acquisition.

As the Vendors are State-controlled enterprises, the sale of equity interests or assets owned by them have to go through the listing-for-sale processes (掛牌出讓) according to PRC law. The listing-for-sale processes (掛牌出讓) for the Huawanli Acquisition and the LKN Acquisition were commenced on 13 January 2010. On 21 February 2010, the Purchaser received the notices on confirmation on transferee (受讓資格確認通知書) issued by the Beijing Equity Exchange. The final prices (成交價) for the listing-for-sale of the 100% equity interests in Suzhou Huawanli and the 100% equity interests in Suzhou LKN were determined to be RMB585,365,600.00 (equivalent to approximately HK\$665,717,730.01) and RMB226,187,800.00 (equivalent to approximately HK\$257,236,210.62) respectively.

Under Rules 14.22 and 14.23 of the Listing Rules, the Huawanli Acquisition and the LKN Acquisition would be aggregated on the basis that the Vendors are parties associated with each other. Such acquisitions, upon aggregation, would also constitute discloseable transactions for the Company pursuant to Rule 14.06(2) of the Listing Rules on the basis that each of the percentage ratio is more than 5% but less than 25%.

## **SHARE TRANSFER FRAMEWORK AGREEMENT**

Reference is made to the disclosure in the Prospectus in relation to the acquisition of the equity interests in Suzhou Huawanli and Suzhou LKN.

In August 2009, the Purchaser entered into the share transfer framework agreement with CITIC Suzhou in connection with the transfer of 100% equity interest in Suzhou Huawanli and Suzhou LKN. Upon the completion of such share transfer, it is expected that the Purchaser will (i) own the land use rights for the Suzhou Project for certain parcels of land which are currently possessed by Suzhou LKN; and (ii) obtain certain parcels of land which are expected to be acquired by Suzhou Huawanli for the Suzhou Project. Suzhou Huawanli and Suzhou LKN are expected to be the project companies of the Suzhou Project. Pursuant to the share transfer framework agreement, the Purchaser had paid a deposit of RMB30,000,000.00 (equivalent to approximately HK\$34,118,048.45) and a consideration of approximately RMB393,000,000.00 (equivalent to approximately HK\$446,946,434.66) to CITIC Suzhou.

## SHARE TRANSFER AGREEMENTS AND ASSET FRAMEWORK AGREEMENT

On 21 January 2010, the Purchaser, a wholly-owned subsidiary of the Company, entered into the following agreements:

- (1) The Huawanli Agreement with CITIC Shenzhen (Group) and CITIC Shenzhen pursuant to which (i) CITIC Shenzhen (Group) agreed to sell and the Purchaser agreed to purchase 90% of the equity interests in Suzhou Huawanli; (ii) CITIC Shenzhen agreed to sell and the Purchaser agreed to purchase 10% of the equity interests in Suzhou Huawanli;
- (2) The Huawanli Supplemental Agreement with CITIC Shenzhen (Group) and CITIC Shenzhen pursuant to which the consideration of the Huawanli Acquisition was agreed to be RMB585,365,600.00 (equivalent to approximately HK\$665,717,730.01) (comprising the consideration of the transfer of 100% equity interests in Huawanli of RMB218,842,094.10 (equivalent to approximately HK\$248,882,172.30) and the loan owed by Suzhou Huawanli to CITIC Suzhou of RMB366,523,505.90 (equivalent to approximately HK\$416,835,557.72)), which shall be adjusted according to the final price for the listing-for-sale processes (掛牌出讓);
- (3) The LKN Agreement with CITIC Shenzhen (Group) and CITIC Suzhou pursuant to which (i) CITIC Shenzhen (Group) agreed to sell and the Purchaser agreed to purchase 90% of the equity interests in Suzhou LKN; (ii) CITIC Suzhou agreed to sell and the Purchaser agreed to purchase 10% of the equity interests in Suzhou LKN;
- (4) The LKN Supplemental Agreement with CITIC Shenzhen (Group) and CITIC Suzhou pursuant to which the consideration of the LKN Acquisition was agreed to be RMB226,187,800.00 (equivalent to approximately HK\$257,236,210.62), which shall be adjusted according to the final price for the listing-for-sale processes (掛牌出讓); and
- (5) The Asset Transfer Framework Agreement with CITIC Suzhou pursuant to which CITIC Suzhou agreed to sell and the Purchaser agreed to purchase the Hotel Land and the Hotel Project at a consideration to be determined with reference to, among other things, the net value of the assets of the Hotel Project at the time of such asset transfer. The Asset Transfer Framework Agreement shall be effective upon completion of the Huawanli Acquisition and the LKN Acquisition.

To the best of the knowledge, information and belief of the Directors, having made reasonable enquiry, each of the Vendors is independent of and not connected with the Company or any of its connected persons.

### **The listing-for-sale processes (掛牌出讓)**

As the Vendors are State-controlled enterprises, the sale of equity interests or assets owned by them have to go through the listing-for-sale processes (掛牌出讓) according to PRC law. Pursuant to the Huawanli Agreement and the LKN Agreement, the Vendors shall commence the listing-for-sale processes (掛牌出讓) at the relevant equity exchange in relation to the sale of the aforementioned equity interests and the Purchaser shall submit to bid for the equity interests. Upon successful bidding of the aforementioned equity interests, the Purchaser shall enter into equity ownership transfer agreements with the Vendors and pay the remaining portion of the consideration.

## THE HUAWANLI ACQUISITION

The listing-for-sale processes (掛牌出讓) for the Huwanli Acquisition were commenced on 13 January 2010. The offer price (起始價) and the final price (成交價) for the listing-for-sale of the 100% equity interests in Suzhou Huawanli have both been determined at RMB585,365,600.00 (equivalent to approximately HK\$665,717,730.01).

Pursuant to the notices on confirmation on transferee (受讓資格確認通知書) issued by the Beijing Equity Exchange to the Purchaser on 21 February 2010, the Purchaser has paid a total deposit of RMB175,609,679.00 (equivalent to approximately HK\$199,715,317.87), amounting to approximately 30% of the total consideration of the Huawanli Acquisition on 23 February 2010. The Purchaser shall then enter into the equity ownership transfer agreements with CITIC Shenzhen (Group) and CITIC Shenzhen and shall pay the remaining portion of the consideration within five business days after signing the equity ownership transfer agreements.

The consideration for the acquisition of 100% of the equity interests in Suzhou Huawanli was determined with reference to, among other things, the registered capital of Suzhou Huawanli of RMB10,000,000.00 (equivalent to approximately HK\$11,372,682.82) as at the date of this announcement and the loan owed by Suzhou Huawanli to CITIC Suzhou of RMB366,523,505.90 (equivalent to approximately HK\$416,835,557.72) being the total land premium of the Taihu City Land owned by Suzhou Huawanli and the deed tax (契稅) paid by CITIC Suzhou on behalf of Suzhou Huawanli. The board of Directors considers that the consideration of the Huawanli Acquisition is fair and reasonable and the Huawanli Acquisition is in the interest of the Company and its shareholders as a whole.

The consideration will be satisfied by the internal resources of the Company.

### Conditions Precedent and Completion

The completion of the Huawanli Acquisition is conditional and shall take place upon the fulfillment of a number of conditions, including:

- (a) CITIC Shenzhen (Group) and CITIC Shenzhen having completed the listing-for-sale processes (掛牌出讓) at the Beijing Equity Exchange in respect of the Huawanli Acquisition in accordance with the applicable laws, regulations and policies;
- (b) the Purchaser having obtained the relevant approvals and authorizations in respect of the Huawanli Acquisition in accordance with its articles of association and the applicable laws;
- (c) the completion of the LKN Acquisition; and
- (d) the signing of the Asset Transfer Framework Agreement within three business days after the successful bidding of the Huawanli Acquisition.

As at the date of this announcement, conditions precedent (b) and (d) have been fulfilled.

## **THE LKN ACQUISITION**

The listing-for-sale processes (掛牌出讓) for the LKN Acquisition were commenced on 13 January 2010. The offer price (起始價) and the final price (成交價) for the listing-for-sale of the 100% equity interests in Suzhou LKN have both been determined at RMB226,187,800.00 (equivalent to approximately HK\$257,236,210.62).

Pursuant to the notices on confirmation on transferee (受讓資格確認通知書) issued by the Beijing Equity Exchange to the Purchaser on 21 February 2010, the Purchaser has paid a total deposit of RMB67,856,340.00 (equivalent to approximately HK\$77,170,863.19), amounting to approximately 30% of the total consideration of the LKN Acquisition on 23 February 2010. The Purchaser shall then enter into the equity ownership transfer agreements with CITIC Shenzhen (Group) and CITIC Suzhou and shall pay the remaining portion of the consideration within five business days after signing the equity ownership transfer agreements.

The consideration for the acquisition of 100% of the equity interests in Suzhou LKN was determined with reference to, among other things, the land premium of the Haoge Land and the net asset value of Suzhou LKN as at 20 December 2009 (excluding the land premium of the Haoge Land). The board of Directors considers that the consideration is fair and reasonable and the LKN Acquisition is in the interest of the Company and its Shareholders as a whole.

The consideration will be satisfied by the internal resources of the Company.

### **Conditions Precedent and Completion**

The completion of the LKN Acquisition is conditional and shall take place upon the fulfillment of a number of conditions, including:

- (a) CITIC Shenzhen (Group) and CITIC Suzhou having completed the listing-for-sale processes (掛牌出讓) at the Beijing Equity Exchange in respect of the LKN Acquisition in accordance with the applicable laws, regulations and policies;
- (b) the Purchaser having obtained the relevant approvals and authorizations in respect of the LKN Acquisition in accordance with its articles of association and the applicable laws; and
- (c) the completion of the Huawanli Acquisition.

As at the date of this announcement, condition precedent (b) has been fulfilled.

## THE ASSET TRANSFER FRAMEWORK AGREEMENT

On 21 January 2010, the Purchaser entered into the Asset Transfer Framework Agreement with CITIC Suzhou pursuant to which CITIC Suzhou agreed to sell and the Purchaser agreed to purchase the Hotel Land and the Hotel Project at a consideration to be determined with reference to, among other things, the net value of the assets of the Hotel Project at the time of such asset transfer. The Asset Transfer Framework Agreement shall be effective upon completion of the Huawanli Acquisition and the LKN Acquisition. Within seven working days after the Asset Transfer Framework Agreement being effective, the Purchaser shall pay RMB10,000,000.00 (equivalent to approximately HK\$11,372,682.82) to CITIC Suzhou as a deposit of the acquisition of the Hotel Land and the Hotel Project which shall be deducted from the consideration paid by the Purchaser to CITIC Suzhou in the Huawanli Acquisition and the LKN Acquisition. The Purchaser and CITIC Suzhou shall jointly develop the Hotel Land and the Hotel Project and they shall be transferred to the Purchaser when the investment amount in the Hotel Project reaches 25% of the total investment amount in the Hotel Project or when as determined by the relevant government authorities of Suzhou.

## INFORMATION ABOUT THE VENDORS

To the best of the Directors' knowledge information and belief, CITIC Shenzhen and CITIC Suzhou are subsidiaries of CITIC Shenzhen (Group). CITIC Shenzhen (Group) is indirectly owned by CITIC Group (中國中信集團公司), a company wholly-owned by the State Council of the PRC. The Vendors are principally engaged in real estate development and management in the PRC.

## INFORMATION ABOUT SUZHOU HUAWANLI AND SUZHOU LKN

Suzhou Huawanli is a company established in the PRC with limited liability on 9 September 2009. As at the date of this announcement, the registered capital of Suzhou Huawanli is RMB10,000,000.00 (equivalent to approximately HK\$11,372,682.82). Suzhou LKN is a company established in the PRC with limited liability on 5 September 1994. As at the date of this announcement, the registered capital of Suzhou LKN is RMB180,599,652.09 (equivalent to approximately HK\$205,390,255.98). Both Suzhou Huawanli and Suzhou LKN are principally engaged in real estate development and management in the PRC.

The financial information of Suzhou Huawanli for the period from 9 September 2009 (being the date of incorporation of Suzhou Huawanli) to 31 December 2009 are as follows:

	<b>Period from 9 September 2009 (date of incorporation) to 31 December 2009 (unaudited) RMB'000</b>
Turnover	0
Loss before taxation	2
Loss after taxation	2
Net assets	9,998

As at 31 October 2009, the net value of the assets of Suzhou Huawanli was assessed as RMB188,754,700.00 (equivalent to approximately HK\$214,664,733.31) by an independent valuer.

The financial information of Suzhou LKN for the year ended 31 December 2008 and for the period from 1 January 2009 to 30 November 2009 are as follows:

	<b>Period from 1 January 2009 to 30 November 2009 (unaudited) RMB'000</b>	<b>Year ended 31 December 2008 (audited) RMB'000</b>
Turnover	0	0
Loss before taxation	3,371.20	3,906.90
Loss after taxation	3,371.20	3,038.90
Net assets	133,444.60	136,815.70

As at 30 September 2009, the net value of the assets of Suzhou LKN was assessed as RMB191,167,000.00 (equivalent to approximately HK\$217,408,165.59) as determined by an independent valuer.

The accounts as summarised above have been prepared in accordance with the PRC Generally Accepted Accounting Principles.

### **INFORMATION ABOUT THE TAIHU CITY LAND, THE HAOGU LAND AND THE HOTEL LAND**

As disclosed in the Prospectus, Suzhou Project is located in the Suzhou Taihu National Tourism Vacation Zone (蘇州太湖國家旅遊度假區), a famous tourist attraction in Suzhou, Jiangsu Province. Suzhou Huawanli and Suzhou LKN are expected to be the project companies for the development of the Taihu City Land, the Haoge Land and the Hotel Land of the Suzhou Project.

The Taihu City Land comprises 5 parcels of land located at Xiangshan Village, Suzhou Taihu National Tourism Vacation Zone, Wuzhong District, Suzhou City, Jiangsu Province (江蘇省蘇州市吳中區(縣)太湖國家旅遊度假區香山村) (namely parcels 3, 4, 6, 7 and 8 of 蘇地2005-B-54號地塊, land use right certificate nos.: 吳國用(2009)第06108088號, 吳國用(2009)第06108084號, 吳國用(2009)第06108089號, 吳國用(2009)第06108087號 and 吳國用(2009)第06108086號) with a total area of 281,998.60 square meters which will be used for the development of boutique residences. The Hotel Land (namely parcel 2 of 蘇地2005-B-54號地塊, land use right certificate no.: 吳國用(2006)第20522號) is located adjacent to the Taihu City Land with a total area of 70,317.20 square meters which will be used for the development of a five-star hotel (the “**Hotel Project**”). According to the auction notice of the sale of state-owned land issued by the Suzhou City Land and Resources Bureau (蘇州市國土資源局出讓國有土地拍賣公告) on 23 December 2005, the Hotel Land shall be developed before the development of the Taihu City Land.

The Haoge Land is located at the junction of the Xiangshan Road and Hubin Road of Suzhou Taihu National Tourism Vacation Zone, Wuzhong District, Suzhou City, Jiangsu Province (江蘇省蘇州市吳中區(縣)太湖國家旅遊度假區湖濱大道和香山路交界處) (land use right certificate no.: 吳國用(2005)第105號) with a total area of 104,219.50 square meters which has been partially developed as commercial premises.

## REASONS FOR THE ACQUISITIONS

The Company is principally engaged in property development in the PRC and the acquisition of the Target Companies which are in the business of real estate development and management is considered by the Company to be in line with its ordinary and usual course of business.

In order to enhance its position in the PRC property market, the board of Directors believes that the Huawanli Acquisition and the LKN Acquisition will provide a good opportunity for project development in Suzhou. The Directors (including the independent non-executive Directors) consider the Huawanli Acquisition and the LKN Acquisition have been made on normal commercial terms and that such terms are fair and reasonable so far as the Company and its shareholders are concerned and that the Huawanli Acquisition and the LKN Acquisition are in the interest of the Company and its shareholders as a whole.

## GENERAL

Pursuant to Rules 14.22 and 14.23 of the Listing Rules, the Huawanli Acquisition and the LKN Acquisition would be aggregated on the basis that the Vendors are parties associated with each other and belong to CITIC Group (中國中信集團公司), a company wholly-owned by the State Council of the PRC. Such acquisitions, upon aggregation constitute discloseable transactions for the Company pursuant to Rule 14.06(2) of the Listing Rules on the basis that each of the percentage ratio is more than 5% but less than 25%.

## DEFINITIONS

In this announcement, the following expressions have the following meanings unless otherwise requires:

“Asset Transfer Framework Agreement”	the asset transfer framework agreement entered into between the Purchaser and CITIC Suzhou on 21 January 2010 pursuant to which CITIC Suzhou agreed to sell and the Purchaser agreed to purchase the Hotel Land and the Hotel Project at a consideration to be determined at the net asset value of the Hotel Project upon completion of the Huawanli Acquisition and the LKN Acquisition
“Beijing Equity Exchange”	China Beijing Equity Exchange Co., Ltd. (北京產權交易所有限公司)
“CITIC Shenzhen”	CITIC Shenzhen Real Estate Development Co., Ltd (中信深圳集團房地產開發有限公司) a limited liability company which was established in the PRC and is owned as to 95% by CITIC Shenzhen (Group) and 5% by Shenzhen CITIC Stock Co., Ltd. (深圳中信股份有限公司)

“CITIC Shenzhen (Group)”	CITIC Shenzhen (Group) Co., Ltd (中信深圳(集團)有限公司), a limited liability company which was established in the PRC and is owned by CITIC Real Estate Co., Ltd. (中信房地產股份有限公司)
“CITIC Suzhou”	Suzhou CITIC Investment Co., Ltd (蘇州中信投資有限公司) a limited liability company which was established in the PRC and is owned by CITIC Shenzhen (Group)
“Company”	Fantasia Holdings Group Co., Limited, a company incorporated in the Cayman Islands, the securities of which are listed on the main board of the Stock Exchange
“Directors”	directors of the Company
“Fantasia Group (China)”	Fantasia Group (China) Co., Ltd. (花樣年集團(中國)有限公司), a wholly-owned subsidiary of the Company and a limited liability company established under the laws of the PRC on 20 January 2006 and formerly known as Shenzhen Fantasia Technology Co., Ltd. (深圳市花樣年科技有限公司) and Shenzhen Fantasia Group Co., Ltd. (深圳市花樣年集團有限公司), respectively
“Haoge Land”	the details of which are described in the paragraph headed “Information about the Taihu City Land, the Haoge Land and the Hotel Land”
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hotel Land”	the details of which are described in the paragraph headed “Information about the Taihu City Land, the Haoge Land and the Hotel Land”
“Hotel Project”	the details of which are described in the paragraph headed “Information about the Taihu City Land, the Haoge Land and the Hotel Land”
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

“Huawanli Acquisition”	the acquisition of the 100% equity interests in Suzhou Huawanli including the loan owed by Suzhou Huawanli to CITIC Suzhou of RMB366,523,505.90 (equivalent to approximately HK\$416,835,557.72)
“Huawanli Agreement”	the agreement entered into between the Purchaser, CITIC Shenzhen (Group) and CITIC Shenzhen on 21 January 2010 pursuant to which (i) CITIC Shenzhen (Group) agreed to sell and the Purchaser agreed to purchase 90% of the equity interests in Suzhou Huawanli; (ii) CITIC Shenzhen agreed to sell and the Purchaser agreed to purchase 10% of the equity interests in Suzhou Huawanli
“Huawanli Supplemental Agreement”	the supplemental agreement entered into between the Purchaser, CITIC Shenzhen (Group) and CITIC Shenzhen on 21 January 2010 pursuant to which, among other things, the consideration of the Huawanli Acquisition was agreed to be RMB585,365,600.00 (equivalent to approximately HK\$665,717,730.01) (comprising the consideration of the transfer of 100% equity interests in Huawanli of RMB218,842,094.10 (equivalent to approximately HK\$248,882,172.30) and the loan owed by Suzhou Huawanli to CITIC Suzhou of RMB366,523,505.90 (equivalent to approximately HK\$416,835,557.72)), which shall be adjusted according to the final price for the listing-for-sale processes (掛牌出讓)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“LKN Acquisition”	the acquisition of the 100% equity interests in Suzhou LKN
“LKN Agreement”	the agreement entered into between the Purchaser, CITIC Shenzhen (Group) and CITIC Suzhou on 21 January 2010 pursuant to which (i) CITIC Shenzhen (Group) agreed to sell and the Purchaser agreed to purchase 90% of the equity interests in Suzhou LKM; (ii) CITIC Suzhou agreed to sell and the Purchaser agreed to purchase 10% of the equity interests in Suzhou LKN

“LKN Supplemental Agreement”	the supplemental agreement entered into between the Purchaser, CITIC Shenzhen (Group) and CITIC Suzhou on 21 January 2010 pursuant to which the consideration of the LKN Acquisition was agreed to be RMB226,187,800.00 (equivalent to approximately HK\$257,236,210.62), which shall be adjusted according to the final price for the listing-for-sale processes (掛牌出讓)
“PRC”	the People’s Republic of China
“Prospectus”	the prospectus of the Company dated 12 November 2009
“Purchaser”	Fantasia Group (China)
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Suzhou Huawanli”	Suzhou Huawanli Real Estate Development Co., Ltd. (蘇州市花萬里房地產開發有限公司), a limited liability company which was incorporated in the PRC on 9 September 2009 and owned as to 90% by CITIC Shenzhen (Group) and 10% by CITIC Shenzhen
“Suzhou LKN”	Suzhou LKN Real Estate Development Co., Ltd. (蘇州林甲岩房地產發展有限公司), a limited liability company which was incorporated in the PRC on 5 September 1994 and owned as to 90% by CITIC Shenzhen (Group) and 10% by CITIC Suzhou
“Suzhou Project”	the details of which are described in the paragraph headed “Information about the Taihu City Land, the Haoge Land and the Hotel Land”
“Taihu City Land”	the details of which are described in the paragraph headed “Information about the Taihu City Land, the Haoge Land and the Hotel Land”
“Vendors”	collectively, CITIC Shenzhen (Group), CITIC Shenzhen and CITIC Suzhou
“%”	per cent.

*For illustration purposes, amounts in RMB in this announcement have been translated into HK\$ at HK\$1.00 = RMB0.8793.*

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

Hong Kong, 2 March 2010

*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.*