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花 樣 年 控

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)**

## **VOLUNTARY ANNOUNCEMENT**

This is a voluntary announcement made by the Company.

The Board is pleased to announce that on 25 November 2010, Fantasia Hong Kong, a wholly-owned subsidiary of the Company and Astro Corporation entered into the Cooperation Memorandum pursuant to which both parties agreed to cooperate and jointly develop the Tourism and Vacation Resort in Jinmen, Taiwan, conditional upon the completion of the Proposed TDR Issue.

This is a voluntary announcement made by Fantasia Holdings Group Co., Limited (the “**Company**”).

Reference is made to the announcement of the Company dated 17 November 2010 in relation to the proposed issue of Taiwan Depository Receipts (the “**Proposed TDR Issue**”) by the Company.

The board of directors of the Company (the “**Board**”) is pleased to announce that on 25 November 2010, Fantasia Investment Holdings Company Limited (“**Fantasia Hong Kong**”), a wholly-owned subsidiary of the Company and Astro Corporation (泰偉電子股份有限公司), a company listed on the Taiwan Stock Exchange Corporation entered into a cooperation memorandum (the “**Cooperation Memorandum**”) pursuant to which both parties agreed to cooperate and jointly develop a tourism and vacation resort (the “**Tourism and Vacation Resort**”) in Jinmen, Taiwan, conditional upon the completion of the Proposed TDR Issue. It is expected that if the Company proceeds with the Proposed TDR Issue, the Company will utilize part of the proceeds being TWD1,200,000,000 (equivalent to approximately HK\$306,240,000) and invest in the Tourism and Vacation Resort.

As of the date of this announcement, detailed terms of the Proposed TDR Issue, including the offer price, are still subject to finalization and the Company intends to seek a listing of the TDR on the Taiwan Stock Exchange Corporation (the “**Proposed TDR Listing**”). The Company will engage a depository bank for the Proposed TDR Issue. The Company is expected to issue certain number of new ordinary shares of the Company to the depository bank (the “**Share Issue**”). The Share Issue will be made after approvals have been obtained from the regulatory authorities in Taiwan in respect of the Proposed TDR Listing. The Company has engaged an underwriter to handle the application for the Proposed TDR Listing. An application for the Proposed TDR Listing is expected to be filed with the relevant regulatory authorities in Taiwan. The Company will make further announcement when the application to the Taiwan regulatory authorities is made.

**The Proposed TDR Listing is subject to approvals by the relevant authorities in Taiwan. There is no assurance that such approvals will be granted and the Proposed TDR Issue may or may not proceed. Accordingly, shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.** The Company will update its shareholders and potential investors of any material developments on the Proposed TDR Listing.

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

Hong Kong, 25 November 2010

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