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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: 1777)

**ANNOUNCEMENT IN RELATION TO
(1) MAJOR TRANSACTION – COMPLETION OF THE ACQUISITION
(2) COMPLETION OF THE SUBSCRIPTION AND
(3) APPOINTMENT OF DIRECTORS**

The Board is pleased to announce that the Acquisition of all the equity interest in the Target Company and the Acquired Indebtedness and the Subscription of 863,600,074 new Shares were completed on 6 January 2014.

In connection with the Subscription, each of Mr. Li Dong Sheng and Mr. Yuan Hao Dong has been appointed as a non-executive Director with effect from 6 January 2014. The Board is also pleased to announce that Mr. Wang Liang has been appointed as an executive Director with effect from 6 January 2014.

Reference is made to the announcement of Fantasia Holdings Group Co., Limited (the “**Company**”) dated 23 December 2013 (the “**Announcement**”) in relation to, among others, the Acquisition of all the equity interest in the Target Company and the Acquired Indebtedness and the Subscription of 863,600,074 new Shares. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE ACQUISITION AND THE SUBSCRIPTION

The Board is pleased to announce that the Acquisition of all the equity interest in the Target Company and the Acquired Indebtedness and the Subscription of 863,600,074 new Shares were completed on 6 January 2014.

Following the completion of the Subscription and as at the date of this announcement, the Controlling Shareholder controls an aggregate of 3,229,809,000 Shares, TCL(HK) holds 863,600,074 Shares and the public Shareholders hold in aggregate 1,663,924,750 Shares, representing approximately 56.1%, 15.0% and 28.9% of the issued share capital of the Company, respectively.

APPOINTMENT OF DIRECTORS

In connection with the Subscription, each of Mr. Li Dong Sheng (“**Mr. Li**”) and Mr. Yuan Hao Dong (“**Mr. Yuan**”) has been appointed as a non-executive Director with effect from 6 January 2014. The Board is also pleased to announce that Mr. Wang Liang (“**Mr. Wang**”) has been appointed as an executive Director with effect from 6 January 2014.

Mr. Li

Mr. Li, age 56, is the Chairman and CEO of TCL Corporation*, the Chairman of TCL Multimedia Technology Holdings Limited (“**TCL Multimedia**”) and TCL Communication Technology Holdings Limited (“**TCL Communication**”), both of which are companies listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), all of which produce consumer electronic products. Mr. Li graduated from South China University of Technology in 1982 with a Bachelor degree in radio technology and has more than 18 years of experience in the information technology field. Mr. Li is also an independent non-executive director of Tencent Holdings Limited, a company listed on the Stock Exchange, and he is also an independent director of Legrand, a company listed on NYSE Euronext.

On 2 January 2014, Mr. Li, was fined by the Eastern Magistrates’ Court a total sum of HK\$10,000 and ordered to pay costs to the Securities and Futures Commission in respect of 16 summonses for late filing of disclosures of his interests in TCL Multimedia and TCL Communication under the Part XV of the Securities and Futures Ordinance. The summonses related to disclosure of his interests of 4 share transactions which took place on various occasions during the period from 5 November 2008 to 22 June 2011. Mr. Li has informed and confirmed to the Board that the late filing mentioned above was solely caused by weakness in the procedures he had previously put in place for identifying and making disclosures. He had further put in place enhanced procedures for disclosure purposes and confirmed that the late filing was an isolated incident and will not affect his competence to discharge his duty as a non-executive Director.

The Company has entered into a letter of appointment with Mr. Li in relation to his appointment as a non-executive Director. Mr. Li has been appointed for a term commencing on 6 January until the next following annual general meeting of the Company, subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Li is entitled to a director’s fee of RMB240,000 per annum, which has been approved by the Board having considered his responsibilities and duties, the Company’s remuneration policy and the prevailing market conditions.

Mr. Yuan

Mr. Yuan, age 41, joined TCL Corporation in 2000 as the senior manager of the strategic development department and between 2002 and 2009, was the finance manager of various subsidiaries of TCL Corporation and the vice general manager of the strategic investment centre, who was generally responsible for planning and carrying out reorganisation and merger and acquisition activities. Since 2012, Mr. Yuan has been the general manager of the investment banking department of TCL Corporation. He is generally responsible for building capital platforms, implementing capital finance strategies, carrying out investments and acquisition and disposal of assets. Mr. Yuan graduated from Huazhong University of Science and Technology in December 2000 with a Master degree in Business Administration and Management and has more than 10 years of working experience in financial management, corporate finance and merger and acquisition areas. Mr. Yuan was also the chief financial officer of Shenzhen Huaxing Electric Technology Co., Ltd.* in 2009.

The Company has entered into a letter of appointment with Mr. Yuan in relation to his appointment as a non-executive Director. Mr. Yuan has been appointed for a term commencing on 6 January until the next following annual general meeting of the Company, subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Yuan is entitled to a director's fee of RMB240,000 per annum, which has been approved by the Board having considered his responsibilities and duties, the Company's remuneration policy and the prevailing market conditions.

Mr. Wang

Mr. Wang, age 44, is the vice president of Fantasia Group (China) Company Limited. He is also the director and supervisor of a number of the Group's subsidiaries. Mr. Wang joined our Group in April 2006 and is primarily responsible for the investment management department, healthcare and education sectors of the Group and acts as the president of Fantasia Charitable Fund. Prior to joining our Group, he was the department head of the financial management department of Huaifu HK Co. Limited and the general manager of the financial management department of one of its subsidiaries from 2005 to 2006, the assistant to general manager of the financial management department of Shenzhen Feishang Industry Group Co., Ltd.* in 2005 and the deputy manager of the finance department of Shenzhen Southern Zhongji Containers Manufacture Co. Ltd.* from 1994 to 2001. Mr. Wang graduated from Yangzhou Normal University* in 1992 with a Bachelor degree in business economics.

Mr. Wang has entered into a service contract with the Company in relation to his appointment as an executive Director with the term commencing from 6 January 2014 to 5 January 2017, subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Wang will be entitled to an annual remuneration of RMB1,536,000 and a discretionary bonus as determined by the Board with reference to his duties and responsibilities as well as the performance of the Company.

As at the date of this announcement, Mr. Wang is interested in 6,580,000 share options carrying the rights to subscribe for 6,580,000 Shares.

Save as disclosed above and as far as the Directors are aware, none of Mr. Li, Mr. Yuan and Mr. Wang (i) holds any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong; (ii) has any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; (iii) holds any other position with the Company or its subsidiaries; and (iv) holds any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, there are no other matters relating to the appointment of Mr. Li, Mr. Yuan and Mr. Wang that need to be brought to the attention of the shareholders of the Company and there is no further information to be disclosed pursuant to the requirements of rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Company would like to welcome Mr. Li, Mr. Yuan and Mr. Wang in joining the Board.

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

Hong Kong, 6 January 2014

As at the date of this announcement, the executive Directors are Mr. Pan Jun, Ms. Zeng Jie, Baby, Mr. Lam Kam Tong, Mr. Zhou Jinquan and Mr. Wang Liang; 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. Liao Martin Cheung Kong, JP, Mr. Huang Ming and Mr. Xu Quan.

* *For identification purposes only*