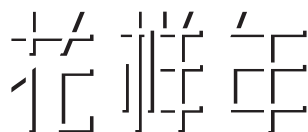


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FANTASIA

**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)**

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND  
MEMBERS OF THE AUDIT COMMITTEE, NOMINATION  
COMMITTEE AND REMUNERATION COMMITTEE**

The Board would like to announce the following changes with effect from 17 February 2015:

1. Mr. Xu Quan (“**Mr. Xu**”) has resigned as an independent non-executive director of the Company and a member of each of the audit committee, nomination committee and remuneration committee of the Board; and
2. Dr. Liao Jianwen (“**Dr. Liao**”), Ms. Wong Pui Sze, Priscilla, JP (“**Ms. Wong**”) and Mr. Guo Shaomu (“**Mr. Guo**”) have been appointed as independent non-executive directors of the Company and members of each of the audit committee, nomination committee and remuneration committee of the Board.

This announcement is made pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER  
OF THE AUDIT COMMITTEE, NOMINATION COMMITTEE AND  
REMUNERATION COMMITTEE**

The board of directors (the “**Board**”) of Fantasia Holdings Group Co., Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Xu, has resigned as an independent non-executive director of the Company and a member of each of the audit committee, nomination committee and remuneration committee of the Board with effect from 17 February 2015. The reason for his resignation was due to his own decision to devote more time to his personal endeavours.

Mr. Xu has confirmed that he has no disagreement with the Board in relation to his resignation as an independent non-executive director of the Company and a member of each of the audit committee, nomination committee and remuneration committee of the Board. There is no other matter that needs to be brought to the attention of the shareholders of the Company in relation to the resignation of Mr. Xu.

The Board would like to take this opportunity to express its gratitude to Mr. Xu for his valuable contribution to the Company during his tenure of office.

#### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND MEMBERS OF THE AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE**

The Board further announces that Dr. Liao, Ms. Wong and Mr. Guo have been appointed as independent non-executive directors of the Company and members of each of the audit committee, nomination committee and remuneration committee of the Board with effect from 17 February 2015.

The biographical details of Dr. Liao, Ms. Wong and Mr. Guo are set out below:

**Dr. Liao Jianwen** (廖建文), aged 47, has extensive business research and teaching experience in the United States, Hong Kong and the People's Republic of China (the "PRC"). He has been an associate dean and professor of managerial practice in strategy and innovation at the Cheung Kong Graduate School of Business (長江商學院) since January 2012. Prior to that, Dr. Liao was an associate professor at the Stuart School of Business in Illinois Institute of Technology from 2006 to 2012. In 2001, he was also a visiting professor at Hong Kong University of Science and Technology. Dr. Liao received a Doctorate degree in business administration from Southern Illinois University at Carbondale (USA) in August 1996, a Master's degree in economics from Renmin University of China (中國人民大學) in February 1991, and a Bachelor's degree in industry engineering from Northeastern University (東北大學) (formerly known as Northeastern Institute of Technology (東北工學院)) in July 1988. He is currently an independent non-executive director of Colour Life Services Group Co., Limited ("**Colour Life**", a non-wholly owned subsidiary of the Company), 361 Degrees International Limited and China Mengniu Dairy Company Limited. Both companies are listed on the Main Board (the "**Main Board**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). Additionally he also serves as an independent non-executive director of Qihoo 360 which is traded at New York Stock Exchange ("**NYSE**").

The Company has entered into a letter of appointment with Dr. Liao in relation to his appointment as an independent non-executive director of the Company. He has been appointed for a term of three years, with effect from 17 February 2015. Dr. Liao will hold the office until the forthcoming annual general meeting of the Company and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. He is entitled to a director's fee of RMB240,000 per annum, which has been proposed by the remuneration committee of the Board and approved by the Board having considered his responsibilities and job duties, the Company's remuneration policy and the prevailing market conditions. Dr. Liao is also interested in 150,000 share options of Colour Life.

Save as disclosed above and as far as the directors of the Company are aware, Dr. Liao does not (i) hold 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) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; (iii) hold any other position in the Group; and (iv) hold 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 Dr. Liao 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 Listing Rules.

**Ms. Wong Pui Sze, Priscilla, JP** (王沛詩), aged 54, was appointed a Justice of the Peace in 2005. She is a member of Chinese People's Political Consultative Conference, Shanghai Committee in PRC. In Hong Kong, Ms. Wong serves as the Chairman of Appeal Board Panel (Consumer Good Safety), the Chairman of Employees Compensation Assistance Fund Board, a member of Court of University of Hong Kong, a member of Panel of the Witness Protection Review Board, a member of Financial Reporting Review Panel and a member of Hong Kong Bar Association Special Committee on Overseas Admissions (Civil). She graduated with a Bachelor of Law (Hons) degree from the University of Hong Kong and a Master of Laws degree from The London School of Economics and Political Science of The University of London. Ms. Wong was called to the Bar in Hong Kong in 1985 and is a practising barrister in Hong Kong. She is a mediator of Centre for Effective Dispute Resolution and an arbitrator of China International Economic and Trade Arbitration Commission. Ms. Wong is also an advocate and solicitor admitted in Singapore.

The Company has entered into a letter of appointment with Ms. Wong in relation to her appointment as an independent non-executive director of the Company. She has been appointed for a term of three years, with effect from 17 February 2015. Ms. Wong will hold the office until the forthcoming annual general meeting of the Company and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. She is entitled to a director's fee of RMB240,000 per annum, which has been proposed by the remuneration committee of the Board and approved by the Board having considered her responsibilities and job duties, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above and as far as the directors of the Company are aware, Ms. Wong does not (i) hold 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) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; (iii) hold any other position in the Group; and (iv) hold 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 Ms. Wong 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 Listing Rules.

**Mr. Guo Shaomu** (郭少牧), aged 49, has over 13 years of experience in investment banking in Hong Kong. From February 2000 to February 2001, Mr. Guo served as an associate of corporate finance of Salomon Smith Barney, an investment bank principally engaged in providing financial services (an investment banking arm of Citigroup Inc.), where he was primarily responsible for supporting the marketing and execution efforts of the China team. From March 2001 to September 2005, Mr. Guo served as an associate and an associate director of global investment banking of HSBC Investment Banking, an investment bank principally engaged in providing financial services, where he was primarily responsible for the execution of China-related transactions. From October 2005 to April 2007, Mr. Guo served as a vice president and a director of the real estate team of J.P. Morgan Investment Banking Asia, an investment bank principally engaged in providing financial services, where he was primarily responsible for marketing efforts covering the real estate sector in China. From April 2007 to April 2013, Mr. Guo served as a director and a managing director of the real estate team of Morgan Stanley Investment Banking Asia, an investment bank principally engaged in providing financial services, where he was one of the key members responsible for the business in the real estate sector in the Greater China region. Since January 2014, Mr. Guo has been an independent non-executive director of Galaxycore Inc., a leading China-based fabless image sensor company targeting the global mobile device and consumer electronics market. Since June 2014, Mr. Guo has been an independent non-executive director of Yida China Holdings Limited (a company listed on the Main Board the Stock Exchange), a real estate developer based in Dalian, PRC. Mr. Guo received his Bachelor's degree in electrical engineering from Zhejiang University in July 1989, a Master's degree in computer engineering from the University of Southern California in May 1993 and a Master's degree in business administration from the School of Management of Yale University in May 1998.

The Company has entered into a letter of appointment with Mr. Guo in relation to his appointment as an independent non-executive director of the Company. He has been appointed for a term of three years, with effect from 17 February 2015. Mr. Guo will hold the office until the forthcoming annual general meeting of the Company and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. He is entitled to a director's fee of RMB240,000 per annum, which has been proposed by the remuneration committee of the Board and approved by the Board having considered his responsibilities and job duties, the Company's remuneration policy and the prevailing market conditions.

As at the date of this announcement, Mr. Guo is interested in an aggregated principal amount of US\$400,000 of the Company's 10.75% senior notes due 2020 which are listed on the Singapore Exchange Securities Trading Limited. Save as disclosed above and as far as the directors of the Company are aware, Mr. Guo does not (i) hold 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) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; (iii) hold any other position in the Group; and (iv) hold 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. Guo 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 Listing Rules.

Upon the appointments of Dr. Liao, Ms. Wong and Mr. Guo as independent non-executive directors of the Company, the Company is now in compliance with the requirement of Rule 3.10A of the Listing Rules. The Company would like to welcome Dr. Liao, Ms. Wong and Mr. Guo in joining the Board.

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

Hong Kong, 17 February 2015

*As at the date of this announcement, the executive Directors are Mr. Pan Jun, Ms. Zeng Jie, Baby, Mr. Lam Kam Tong, Mr. Zhou Jinqun 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. Huang Ming, Dr. Liao Jianwen, Ms. Wong Pui Sze, Priscilla, JP and Mr. Guo Shaomu.*