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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: 01777)**

**CONSENT SOLICITATION IN RESPECT OF**

**(i) 7.875% SENIOR NOTES DUE 2016,**

**(ii) 13.75% SENIOR NOTES DUE 2017,**

**(iii) 10.625% SENIOR NOTES DUE 2019, AND**

**(iv) 10.75% SENIOR NOTES DUE 2020**

Fantasia Holdings Group Co., Limited (the “**Company**”) today announced a solicitation of consents (the “**Consent Solicitation**”) to certain proposed amendments (the “**Proposals**”) to:

- the indenture, dated as of May 27, 2013 (as supplemented or amended to the date hereof, the “**2016 Indenture**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and Citicorp International Limited, as trustee, governing its 7.875% Senior Notes Due 2016 (CMU Instrument Number CILHFN13009, Common Code 093560574, ISIN HK0000150760) (the “**2016 Notes**”);
- the indenture, dated as of September 27, 2012 (as supplemented or amended to the date hereof, the “**2017 Indenture**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and Citicorp International Limited, as trustee, governing its 13.75% Senior Notes Due 2017 (Common Code 083300086, ISIN XS0833000861) (the “**2017 Notes**”);

- the indenture, dated as of January 23, 2014 (as supplemented or amended to the date hereof, the “**2019 Indenture**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and Citicorp International Limited, as trustee, governing its 10.625% Senior Notes Due 2019 (Common Code 101760685, ISIN XS1017606853) (the “**2019 Notes**”); and
- the indenture, dated as of January 22, 2013 (as supplemented or amended to the date hereof, the “**2020 Indenture**” and, together with the 2016 Indenture, the 2017 Indenture and the 2019 Indenture, the “**Indentures**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and Citicorp International Limited, as trustee, governing its 10.75% Senior Notes Due 2020 (Common Code 087618153, ISIN XS0876181537) (the “**2020 Notes**” and, together with the 2016 Notes, the 2017 Notes and the 2019 Notes, the “**Notes**” and each, a “**Series**”).

On June 1, 2015, the Company issued 11.50% Senior Notes due 2018 (the “**New Notes**”) in the aggregate principal amount of US\$200,000,000 and expect to use the proceeds of the New Notes to refinance certain of its existing indebtedness. The principal purpose of the Consent Solicitation and the Proposals is to bring the Indentures into conformity with the terms of the New Notes. The Proposals include amendments to: (i) provisions relating to future Subsidiary Guarantors, JV Subsidiary Guarantors and Security; (ii) the “Limitation on Indebtedness and Preferred Stock” covenant; (iii) the “Limitation on Restricted Payments” covenant; (iv) the “Permitted Liens” definition; (v) the “Limitation on Dividend and Other Payment Restrictions Affecting Restricted Subsidiaries” covenant; (vi) the “Limitation on Sales and Issuances of Capital Stock in Restricted Subsidiaries” covenant; (vii) the “Limitation on Issuances of Guarantees by Restricted Subsidiaries” covenant; (viii) the “Limitation on Sale and Leaseback Transactions” covenant; (ix) the “Limitation on Asset Sales” covenant; (x) the “Limitation on Transactions with Shareholders and Affiliates” covenant; (xi) provisions relating to “Designation of Restricted and Unrestricted Subsidiaries;” and (xii) provisions relating to “Events of Default”. In addition, the Company is also seeking through the Consent Solicitation to clarify and amend certain provisions to bring such provisions more in line with the terms of the New Notes and to amend and introduce definitions related to the above Proposals.

The record date for the Consent Solicitation is 5:00 p.m. Central European Summer Time with respect to the 2017 Notes, the 2019 Notes and the 2020 Notes and 6:00 p.m. Hong Kong Time with respect to the 2016 Notes, on July 24, 2015. The Consent Solicitation will expire at 5:00 p.m. Central European Summer Time on August 10, 2015, with respect to the 2017 Notes, the 2019 Notes and the 2020 Notes and 5:00 p.m. Hong Kong Time on August 17, 2015, with respect to the 2016 Notes, unless extended or terminated by the Company.

The Company is offering to the holders of the Notes as of the record date (the “**Holder**s”) a consent fee of US\$5 for each US\$1,000 in principal amount of the 2017 Notes, the 2019 Notes and the 2020 Notes, or, in the case of the 2016 Notes, a consent fee of CNY500 for each CNY100,000 in principal amount, in respect of which any Holder has validly delivered a consent pursuant to the terms of the relevant Consent Solicitation Statements (as defined below) on or prior to the expiration of the Consent Solicitation. The Company’s obligation to accept consents and pay the consent fee is conditioned on, among other things, there being validly delivered unrevoked consents from the Holders of not less than a majority in aggregate principal amount of the outstanding Notes of each Series.

For a detailed statement of the terms and conditions of the Consent Solicitation and the Proposals, Holders of the 2017 Notes, the 2019 Notes and the 2020 Notes should refer to the consent solicitation statement dated July 27, 2015 (the “**USD Notes Consent Solicitation Statement**”), and Holders of the 2016 Notes should refer to the consent solicitation statement dated July 27, 2015 (the “**2016 Notes Consent Solicitation Statement**” and, together with the USD Notes Consent Solicitation Statement, the “**Consent Solicitation Statements**” and each, a “**Consent Solicitation Statement**”). The USD Notes Consent Solicitation Statement will be distributed to the Holders of the respective Series by Citibank, N.A., London Branch, the information and tabulation agent for the Consent Solicitation with respect to such Series, and the 2016 Notes Consent Solicitation Statement will be distributed to the Holders of the 2016 Notes by Citicorp International Limited, the information and tabulation agent for the Consent Solicitation with respect to the 2016 Notes. The Company has engaged Merrill Lynch International to act as the solicitation agent for the Consent Solicitation. Questions from Holders of Notes regarding the Consent Solicitation or requests for additional copies of the relevant Consent Solicitation Statement, the consent form or other related documents should be directed to the solicitation agent for the Consent Solicitation, being Merrill Lynch International, at 2 King Edward Street, London EC1A 1HQ, United Kingdom, attention: Liability Management Team, facsimile: +44 20 7995 8582, with a copy to Merrill Lynch (Asia Pacific) Limited, at 38/F Cheung Kong Center, 2 Queen’s Road Central, Central, Hong Kong, attention: Debt Capital Markets, facsimile: +852 3009 0864; or the information and tabulation agent for the Consent Solicitation, being, with respect to the 2017 Notes, the 2019 Notes and the 2020 Notes, Citibank, N.A., London Branch, at 13th Floor, Citigroup Centre, Canada Square, London E14 5LB, United Kingdom, attention: Exchange Team (telephone: +44 (0) 20 7508 3867; email: Exchange.gats@citi.com) or, with respect to the 2016 Notes, Citicorp International Limited, 55th Floor, One Island East, 18 Westlands Road, Island East, Hong Kong, attention: Regional A&T Operations, facsimile: +852 2621 3183, with a copy to 39th Floor, Citibank Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong, attention: Agency and Trust, facsimile: +852 2323 0279.

This announcement is not a solicitation of consent with respect to any Series of the Notes. The Consent Solicitation is being made solely by the Consent Solicitation Statements, which set forth a detailed description of the terms of the Consent Solicitation with respect to the relevant Series of the Notes.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons, into whose possession this announcement comes, are required to inform themselves about, and to observe, any such restrictions.

## **ABOUT THE COMPANY**

The Company is a leading property developer and property-related service provider in China. The Company first commenced its property development business in Shenzhen in 1996. Leveraging its broad experience and capabilities, the Company has successfully expanded into, and currently focuses its real estate activities in the Chengdu-Chongqing Economic Zone, the Pearl River Delta region, the Yangtze River Delta region and the Beijing-Tianjin metropolitan region, four of the fastest-growing economic regions in China, and has recently expanded into and plans to also focus on Central China.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.**

## **FORWARD-LOOKING INFORMATION**

Forward-looking statements in this announcement, including those statements relating to the Consent Solicitation, such as the scheduled expiration date and payment of the consent fee, are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for any Series of the Notes; changes in the business and financial condition of the Company and its subsidiaries; changes in the debt markets in general; and the occurrence of events specified in the Consent Solicitation that would trigger a condition permitting termination or amendment of the Consent Solicitation.

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

Hong Kong, July 27, 2015

*As at the date of this announcement, the executive Directors are Mr. Pan Jun, Ms. Zeng Jie, Baby, Mr. Lam Kam Tong and Mr. Zhou Jinquan; 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.*