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花樣年

FANTASIA

Fantasia Holdings Group Co., Limited

花樣年控股集團有限公司

(於開曼群島註冊成立的有限公司)

(股份代號：01777)

海外監管公告

本海外監管公告乃根據香港聯合交易所有限公司證券上市規則第13.10B條頒佈。

請參閱下頁所附公告。公告副本可於新加坡證券交易所有限公司網站 (www.sgx.com) 查閱。

承董事會命
花樣年控股集團有限公司
主席
潘軍

香港，2013年3月22日

於本公告刊發日期，本公司執行董事為潘軍先生、曾寶寶小姐及林錦堂先生；本公司獨立非執行董事為何敏先生、廖長江先生(太平紳士)、黃明先生及許權先生。

ANNOUNCEMENT

Hong Kong – March 22, 2013 – Fantasia Holdings Group Co., Limited (the “**Company**”) (Hong Kong Stock Code: 01777) today announced a solicitation of consents (the “**Consent Solicitation**”) to certain proposed amendments (the “**Proposals**”) to the Indenture, dated as of May 12, 2010 (as supplemented or amended to the date hereof, the “**Indenture**”), by and among the Company, the Subsidiary Guarantors (as defined therein) and Citicorp International Limited, as trustee, governing its 14.00% Senior Notes due 2015 (CUSIP No. 30727QAA9, ISIN No. US30727QAA94 (Rule 144A) and (CUSIP No. G3311LAA2, ISIN No. USG3311LAA29 (Reg S)) (the “**2010 Notes**”).

On September 27, 2012, the Company issued US\$250,000,000 13.75% Senior Notes due 2017 (the “**2012 Notes**”) and expect to use the proceeds from issuance of the 2012 Notes to fund existing and new property projects (including construction costs and land premium), to refinance existing indebtedness and for general corporate purposes to enhance its liquidity position. On January 22, 2013, we issued US\$250,000,000 10.75% Senior Notes due 2020 (the “**2013 Notes**”) and expect to use the proceeds from issuance of the 2013 Notes to refinance our existing indebtedness, finance our existing and new property development projects (including land premium and construction costs) and for other general corporate purposes. While the terms of the 2012 Notes are based on the terms of the 2010 Notes, the Company made some modifications to enable it to pursue new business opportunities to expand its business and new sources of capital to fund such expansion.

The principal purposes of the Consent Solicitation and the Proposals are to obtain the consent of the holders of at least a majority in aggregate principal amount of the outstanding 2010 Notes to certain amendments to the Indenture that would conform it to the terms of the 2012 Notes, which would allow the Company to, among other things, (i) make certain investments in joint venture projects and (ii) restructure certain of its subsidiaries which are engaged in the business of property operation services and list them on a stock exchange (such restructuring and listing, the “**Spinoff IPO**”). As of the date hereof, the Company does not have a definitive timetable or execution plan as to when it will proceed with the Spinoff IPO. Such plan is subject to, among other things, market conditions and the Company’s business development plans and may not materialize. The Proposals do not purport to bring the Indenture into conformity with the terms of the 2013 Notes to the extent such terms are not the same as the terms of the 2012 Notes.

The record date for the Consent Solicitation is 5:00 p.m., New York City time, on March 20, 2013. The Consent Solicitation will expire at 5:00 p.m., New York City time, on March 28, 2013, unless extended or terminated by the Company. The Company is offering to the holders of record of 2010 Notes as of the record date a consent fee of US\$2.50 for each US\$1,000 in principal amount of 2010 Notes in respect of which such holder has validly delivered (and has not validly revoked) a consent 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 2010 Notes.

For a detailed statement of the terms and conditions of the Consent Solicitation and the Proposals, holders of the 2010 Notes should refer to the Consent Solicitation Statement dated March 21, 2013 (the “**Consent Solicitation Statement**”) and related documents. The Consent Solicitation Statement will be distributed to the holders of the 2010 Notes by Bondholder Communications Group, LLC, the Information and Tabulation Agent for the Consent Solicitation. Questions from holders of 2010 Notes regarding the Consent Solicitation or requests for additional copies of the Consent Solicitation Statement, the Consent Form or other related documents should be directed to Bondholders Communications Group, LLC, the Information and Tabulation Agent for the Consent Solicitation, at 30 Broad Street, 46th Floor, New York, NY 10004, United States, attn: Francine Holden (telephone: +44 207 382 4580 or +1 212 809 2663) or the Company for the Consent Solicitation, attn: Lam Kam Tong, at Room 1103, Top Glory Tower, 262 Gloucester Road, Causeway Bay, Hong Kong (telephone +852 2572 8011).

This announcement is not a solicitation of consent with respect to any 2010 Notes. The Consent Solicitation is being made solely by the Consent Solicitation Statement and related documents, dated March 21, 2013, which set forth a detailed statement of the terms of the Consent Solicitation.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this press release 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 on its broad experience and capabilities, the Company has successfully expanded into, and currently focuses its real estate activities on, four fast-growing economic regions in China, including the Chengdu–Chongqing Economic Zone, the Pearl River Delta region, the Yangtze River Delta region and the Beijing–Tianjin metropolitan region.

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 the 2010 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.