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Fantasia Holdings Group Co., Limited 花樣年控股集團有限公司 (Incorporated in Cayman Islands with limited liability) (Stock Code: 01777)



COLOUR LIFE SERVICES GROUP CO., LIMITED 彩生活服務集團有限公司 (Incorporated in the Cayman Islands with limited liability) (Stock Code: 1778)

MAJOR TRANSACTION

MAJOR TRANSACTION AND CONNECTED TRANSACTION

Reference is made to the joint announcement of Fantasia and Colour Life dated 14 November 2017 in relation to the Transaction.

SUPPLEMENTAL AGREEMENT TO THE SECOND AGREEMENT

On 19 December 2017, Fantasia, Colour Life Investment and Link Joy Holdings entered into the Supplemental Agreement, pursuant to which the parties agreed to transfer Link Joy Holdings rather than Link Joy to Colour Life Investment, and to amend the payment method for the consideration under the Second Agreement by a combination of Colour Life issuing the Consideration Shares to Fantasia at the Issue Price and by cash.

The Consideration Shares will be issued under a specific mandate to be sought from the independent shareholders of Colour Life.

SUPPLEMENTAL AGREEMENT TO THE PARTNERSHIP AGREEMENT OF SHENZHEN WANXIANG

Prior to the completion of the Transaction, the partners of Shenzhen Wanxiang will enter into a supplemental partnership agreement.

SUPPLEMENTAL INFORMATION ON THE TARGET GROUP

To enable shareholders of Fantasia and Colour Life and investors to better understand the Target Group, certain financial information of the Target Group is disclosed in this announcement.

Reference is made to the joint announcement of Fantasia and Colour Life dated 14 November 2017 (the "**Announcement**"). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

THE SUPPLEMENTAL AGREEMENT TO THE SECOND AGREEMENT

Terms of the Supplemental Agreement

On 19 December 2017, Fantasia, Colour Life Investment, a wholly-owned subsidiary of Colour Life, and Link Joy Holdings, a wholly-owned subsidiary of Fantasia, entered into a supplemental agreement (the "**Supplemental Agreement**") to the Second Agreement, pursuant to which the parties agreed to: (i) transfer Link Joy Holdings, the holding company of Link Joy, rather than Link Joy, to Colour Life Investment; and (ii) amend the payment method for the consideration under the Second Agreement.

Under the original terms of the Second Agreement, the consideration of RMB1,184,640,000 will be settled by cash, with an option to be settled in whole or in part by Colour Life issuing shares to Fantasia. Pursuant to the terms of the Supplemental Agreement, the parties agreed that the consideration under the Second Agreement will be settled as to approximately RMB998,346,000 by Colour Life issuing in aggregate 231,500,000 new Colour Life Shares (the "Consideration Shares") at HK\$5.10 per Colour Life Share to Fantasia, and as to the balance approximately RMB186,294,000 by cash.

Consideration Shares

The Consideration Shares represent approximately 23.25% of the total number of Colour Life Shares in issue as at the date of this announcement, and approximately 18.86% of the total number of Colour Life Shares as enlarged by the issue of the Consideration Shares. The Consideration Shares will be issued under a specific mandate to be sought from the independent shareholders of Colour Life.

The Consideration Shares will rank equally among themselves and pari passu in all respects with the Colour Life Shares in issue on the date of allotment and the issue of the Consideration Shares. The Consideration Shares have a nominal value of HK\$23,150,000 and a market value of approximately HK\$1,247,785,000 based on the closing price of the Colour Life Shares of HK\$5.39 per Colour Life Share on 19 December 2017, the date of the Supplemental Agreement.

Issue Price

The Consideration Shares will be issued at HK\$5.10 per Colour Life Share (the "**Issue Price**"). The Issue Price represents:

- (i) a premium of approximately 5% over the closing price of the Colour Life Shares of HK\$4.88 per Colour Life Share as quoted on the Stock Exchange on the date of the Second Agreement;
- (ii) a discount of approximately 5% over the closing price of the Colour Life Shares of HK\$5.39 per Colour Life Share as quoted on the Stock Exchange on the date of the Supplemental Agreement;
- (iii) a premium of approximately 6% over the closing price of the Colour Life Shares of HK\$4.81 per Colour Life Share as quoted on the Stock Exchange on 13 November 2017 (the "Last Trading Day"), the last trading day before the date of the Second Agreement;
- (iv) a premium of approximately 5% over the average of the closing prices of the Colour Life Shares as quoted on the Stock Exchange for the last 5 trading days up to and including the Last Trading Day of approximately HK\$4.836 per Colour Life Share; and
- (v) a premium of approximately 3% over the average of the closing prices of the Colour Life Shares as quoted on the Stock Exchange for the last 5 trading days up to and including 18 December 2017, the last trading day before the date of the Supplemental Agreement, of approximately HK\$4.946 per Colour Life Share.

The Issue Price was determined after arm's length negotiations between Colour Life and Fantasia with reference to the prevailing market prices of the Colour Life Shares.

Application for listing of the Consideration Shares

Colour Life will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

EFFECT ON THE SHAREHOLDING STRUCTURE OF COLOUR LIFE

The following chart sets forth the possible effects of the issue of the Consideration Shares on the shareholding structure of Colour Life, assuming that there are no other changes to the shareholding structure of Colour Life from the date of this announcement to the date of completion of the Second Agreement:

Shareholder	As at the this annound		Upon the issue of the Consideration Shares		
	Number of		Number of		
	Colour Life	Approximate	Colour Life	Approximate	
	Shares held	%	Shares held	%	
Fantasia	720,988,259(1)	72.41	952,488,259	77.61	
Zeng Jie, Baby	1,343,000(2)	0.13	1,343,000	0.11	
Sub-total	722,331,259	72.54	953,831,259	77.72	
Public shareholders	273,409,741	27.46	273,409,741	22.28	
Total	995,741,000	100.00	1,227,241,000	100.00	

Notes:

- (1) Under the concert party agreement dated 29 June 2015, each of Fantasia and Splendid Fortune Enterprise Limited ("Splendid Fortune") is taken to be interested in the shares of Colour Life in which each other is interested in for the purpose of Part XV of the Securities and Futures Ordinance ("SFO"). As such, Fantasia, Fantasy Pearl International Limited ("Fantasy Pearl"), Ice Apex Limited ("Ice Apex") and Ms. Zeng Jie, Baby are also deemed to be interested in the shares of Colour Life in which Splendid Fortune is interested ("Deemed Interest") for the purpose of Part XV of the SFO.
- (2) As Ms. Zeng Jie, Baby holds 1,343,000 shares of Colour Life through Fantasy Pearl, together with the Deemed Interest upon the issue of the Consideration Shares, the total number of shares of Colour Life held by Ms. Zeng Jie, Baby would be 953,831,259 which would result in Colour Life's public float falling below 25%.

Proposed Placing

Given that the number of Colour Life Shares held by the public will fall below the required 25% upon the issue of the Consideration Shares, in order to maintain its public float, Colour Life will conduct a placing (the "**Proposed Placing**") of not less than 80,000,000 new Colour Life Shares (the "**Placing Shares**") to independent investors prior to the issue of the Consideration Shares. The Placing Shares will be issued under the mandate (the "**General Mandate**") granted by the shareholders of Colour Life to the directors of Colour Life at the annual general meeting of Colour Life held on 24 May 2017. Under the General Mandate, Colour Life may issue up to 199,829,800 Colour Life Shares, representing 20% of the total number of Colour Life Shares in issue as at the date of the annual general meeting of Colour Life.

Assuming that 80,000,000 Placing Shares will be placed under the Proposed Placing, the shareholding structure of Colour Life upon completion of the Proposed Placing and the issue of the Consideration Shares will be as follows:

	As at the date of				Upon the issue of th and	e
Shareholder	this annour	icement	Upon the issue of the Placing Shares		the issue of the Consideration Shares	
	Number of		Number of		Number of	
	Colour Life	Approximate	Colour Life	Approximate	Colour Life	Approximate
	Shares held	%	Shares held	%	Shares held	%
Fantasia	720,988,259(1)	72.41	720,988,259	67.03	952,488,259	72.87
Zeng Jie, Baby	1,343,000	0.13	1,343,000	0.12	1,343,000	0.10
Sub-total	722,331,259	72.54	722,331,259	67.15	953,831,259	72.97
Placees of the Proposed Placing	-	-	80,000,000	7.44	80,000,000	6.12
Public shareholders	273,409,741	27.46	273,409,741	25.42	273,409,741	20.92
Total	995,741,000	100.00	1,075,741,000	100.00	1,307,241,000	100.00

Note:

(1) Under the concert party agreement dated 29 June 2015, each of Fantasia and Splendid Fortune is taken to be interested in the shares of Colour Life in which each other is interested for the purpose of Part XV of the SFO. As such, Fantasia, Fantasy Pearl, Ice Apex and Ms. Zeng Jie, Baby are also deemed to be interested in the shares of Colour Life in which Splendid Fortune is interested for the purpose of Part XV of the SFO.

As at the date of this announcement, the exact timing for the Proposed Placing has not been fixed. Colour Life will issue further announcement in compliance with the requirements of the Listing Rules if and when definitive agreement in respect of the Proposed Placing is entered into.

SUPPLEMENTAL AGREEMENT TO THE PARTNERSHIP AGREEMENT OF SHENZHEN WANXIANG

Shenzhen Wanxiang is a limited partnership established in the PRC in which Shenzhen Jianian and Shenzhen Xincheng are general partners, and Shenzhen Jiaxin and Greatwall Jiaxin are the limited partners. Each of Shenzhen Xincheng and Greatwall Jiaxin is an independent third party to both Fantasia and Colour Life. Pursuant to the Third Agreement where Shenzhen Jianian will transfer its investment in Shenzhen Wanxiang to Shenzhen Gaorunda and Shenzhen Gaorunda will replace Shenzhen Jianian as the general partner, the partners to Shenzhen Wanxiang have on 19 December 2017 entered into a supplemental agreement to the partnership agreement of Shenzhen Wanxiang (the "**Supplemental Partnership Agreement**") pursuant to which the parties agreed that:

- 1. Shenzhen Gaorunda will replace Shenzhen Jianian as the general partner upon the Third Agreement being effective. Immediately after the replacement of Shenzhen Jianian by Shenzhen Gaorunda, the executive partner of Shenzhen Wanxiang will change from Shenzhen Xincheng to Shenzhen Gaorunda.
- 2. the requirement of unanimous confirmation by all the general partners to amend the appointment and change the 5 members of the investment committee will be amended to separate nomination by each party without the need of unanimous confirmation, of which Shenzhen Xincheng will appoint 2 members and prior to Shenzhen Gaorunda becoming a general partner, Shenzhen Jianian will recommend to appoint 3 members through Shenzhen Jiaxin, and upon Shenzhen Gaorunda becoming the general partner, Shenzhen Gaorunda will recommend to appoint 3 members through Shenzhen Jiaxin. Save for (i) the disposal of any immovable asset of the partnership; (ii) transfer or disposal of any of the partnership's intellectual property or other property rights; and (iii) the provision of any guarantees for others in the name of the partnership; which require unanimously approval by all the partners, the investment committee will be responsible for all final decisions in respect of all matters relating to the partnership;
- 3. Greatwall Jiaxin will not be entitled to any other return other than a fixed return from Shenzhen Wanxiang at an agreed rate, and Shenzhen Jiaxin will be entitled to all of the remaining revenue from Shenzhen Wanxiang after payment of relevant costs; and
- 4. the executive partner, Shenzhen Gaorunda, and the investment committee be authorised to exercise all shareholder's rights in the Target Company on behalf of Shenzhen Wanxiang.

SUPPLEMENTAL INFORMATION ON THE TARGET GROUP

The unaudited consolidated statement of financial position of Shenzhen Wanxiang as at 30 June 2017 and the unaudited consolidated statement of profit or loss and other comprehensive income and statement of cash flows and consolidated statement of financial position and cashflow of each of Shenzhen Wanxiang and the Target Group for the three years ended 31 December 2014, 2015 and 2016 and the six months ended 30 June 2017 are attached to this announcement for the reference of the shareholders of Fantasia and Colour Life and other investors.

Such financial information is unaudited and may be subject to changes. Shareholders and investors should refer to the finalized financial information to be included in the circular of Colour Life to be published at the website of the Stock Exchange at www.hkexnews.hk and despatched to the shareholders of Colour Life in due course.

GENERAL

At the board meetings of Fantasia and Colour Life held to approve the Supplemental Agreement, Mr. Pan Jun and Mr. Lam Kam Tong, who are common directors of Fantasia and Colour Life, are considered to be interested in the transactions contemplated under the Supplemental Agreement and have abstained from voting for the resolution to approve the Supplemental Agreement.

Shareholders of Fantasia and Colour Life and potential investors should note that completion of the Transaction is subject to the fulfillment of the conditions precedent set out in the respective transaction agreements and therefore may or may not occur. As the Transaction may or may not proceed to completion, shareholders of Fantasia and Colour Life and potential investors are reminded to exercise caution when dealing in the securities of Fantasia and Colour Life.

For illustration purposes, amounts in RMB in this announcement have been translated into HK at RMB1.00 = HK\$1.182606.

By Order of the Board FANTASIA HOLDINGS GROUP CO., LIMITED PAN Jun Chairman By Order of the Board **Colour Life Services Group Co., Limited** 彩生活服務集團有限公司 **TANG Xuebin** *Executive Director and Chief Executive Officer*

Hong Kong, 19 December 2017

As at the date of this announcement, the executive directors of Fantasia are Mr. Pan Jun, Ms. Zeng Jie, Baby, Mr. Lam Kam Tong and Mr. Deng Bo; the non-executive Directors are Mr. Li Dong Sheng and Mr. Liao Qian 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.

As at the date of this announcement, the board of directors of Colour Life comprises Mr. Tang Xuebin and Mr. Dong Dong as executive directors; Mr. Pan Jun, Mr. Lam Kam Tong and Mr. Zhou Hongyi as non-executive directors; and Mr. Tam Chun Hung, Anthony, Dr. Liao Jianwen and Mr. Xu Xinmin as independent non-executive directors.

* For identification purpose only.

Attachments

THE TARGET COMPANY

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Year ended 31 December			Six months ended 30 June		
	2014	2015	2016	2016	2017	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	
Revenue	974,917	1,198,143	1,324,713	613,216	731,127	
Cost of services	(764,927)	(944,289)	(1,040,742)	(527,345)	(472,741)	
Gross profit	209,990	253,854	283,971	85,871	258,386	
Other income	5,534	11,345	10,074	6,541	1,467	
Other gains and losses	(2,858)	(5,782)	855	6,244	(7,586)	
Administrative expenses	(123,385)	(184,571)	(243,044)	(95,458)	(79,544)	
Profit before taxation	89,281	74,846	51,856	3,198	172,723	
Income tax expense	(23,200)	(28,615)	(30,125)	(8,579)	(43,962)	
Profit/(loss) and total comprehensive income						
for the year/period	66,081	46,231	21,731	(5,381)	128,761	

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	As at 31 December 2014 <i>RMB'000</i> (unaudited)	As at 31 December 2015 <i>RMB'000</i> (unaudited)	As at 31 December 2016 <i>RMB'000</i> (unaudited)	As at 30 June 2017 <i>RMB'000</i> (unaudited)
Non-current assets				
Property, plant	16.240	10.700		20.225
and equipment Deferred tax asset	16,348 1,441	18,798 2,616	36,066 2,308	39,225 4,216
Defetted tax asset	1,441	2,010	2,508	4,210
	17,789	21,414	38,374	43,441
Current assets				
Trade and bills receivables	9,859	5,583	51,330	101,157
Other receivables and	52 277	75 251	128 520	150 601
prepayments Amount due from a	53,377	75,351	138,520	150,601
shareholder	_	_	_	217,800
Amounts due from fellow		<i></i>		
subsidiaries Amounts due from related	47,649	62,049	8,773	9,800
companies	_	_	444,513	483,618
Amount due from immediate			,	,
holding company	_	49,500	44,265	91,032
Tax recoverable	4,638	3,746	2,768	556
Cash and cash equivalents	679,119	851,702	238,299	283,712
	794,642	1,047,931	928,468	1,338,276
Current liabilities				
Trade payables	130,194	141,368	154,069	84,005
Other payables and accruals	526,870	662,271	702,137	817,871
Amounts due to fellow	40 740	50 507		
subsidiaries Amounts due to related	49,748	59,597	—	—
companies	_	_	31,294	256,609
Tax liabilities	15,500	19,759	16,404	31,533
	722,312	882,995	903,904	1,190,018
Net current assets	72,330	164,936	24,564	148,258
Net assets	90,119	186,350	62,938	191,699
Capital and reserves				
Paid-in capital	15,000	50,000	50,000	50,000
Reserves	75,119	136,350	12,938	141,699
Total equity	90,119	186,350	62,938	191,699

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended 31 December			Six months ended 30 June		
	2014 2015 2016					
	2014 RMB'000		<i>RMB'000</i>		2017 <i>RMB</i> '000	
		<i>RMB'000</i>		<i>RMB'000</i>		
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	
OPERATING ACTIVITIES						
Profit before taxation	89,281	74,846	51,856	3,198	172,723	
Adjustments for:						
– Depreciation of property,						
plant and equipment	3,341	4,937	7,211	3,729	9,910	
 Interest income 	(5,016)	(8,089)	(7,991)	(5,095)	(656)	
– Provision for impairment loss						
of trade receivables	497	264	455	1,984	1,827	
 Provision for/(reversal of) 	.,,	201		1,201	1,027	
impairment loss of other						
receivables	2,361	5,471	(1,816)	(8,456)	5,712	
	2,301	5,471	(1,010)	(0,450)	5,712	
- Loss/(gain) on disposal						
of property, plant and		20	27		27	
equipment		28	27	(29)	37	
Operating profit before working						
capital changes	90,464	77,457	49,742	(4,669)	189,553	
(Increase)/decrease in trade and	; -	,	-).	()))	
bills receivables	3,219	4,012	(46,202)	(26,710)	(51,654)	
(Increase)/decrease in other	5,217	1,012	(10,202)	(20,710)	(51,051)	
receivables and prepayments	25,976	(27,445)	(61,353)	(61,180)	(17,793)	
Decrease in amounts due from	25,970	(27, ++3)	(01, 555)	(01,100)	(17,795)	
		10.070				
fellow subsidiaries	-	10,878	_	-	-	
Increase/(decrease) in trade	10.050	11 174	10 701			
payables	19,052	11,174	12,701	(67,912)	(70,064)	
Increase in other payables and						
accruals	158,264	135,401	39,866	63,382	115,734	
Decrease in amounts due to						
fellow subsidiaries	-	(2,615)	-	-	-	
Increase in amounts due to						
related companies					36,305	
Cash generated from/(used in)						
operations	296,975	208,862	(5,246)	(97,089)	202,081	
-	,	,				
Income tax paid	(12,798)	(24,639)	(32,194)	(12,923)	(28529)	
NET CASH GENERATED						
FROM/(USED IN)						
OPERATING ACTIVITIES	284,177	184,223	(37,440)	(110,012)	173,552	
-	<u> </u>	,				

	Year ended 31 December			Six months ended 30 June		
	2014	2014 2015 2016		2016 2017		
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	
INVESTING ACTIVITIES						
Purchase of property, plant and equipment	(9,817)	(8,901)	(24,818)	(4,964)	(13,331)	
Proceeds of disposal of property, plant and equipment	_	1,486	312	34	225	
Increase in amount due from a shareholder	_	_	_	_	(217,800)	
(Increase)/decrease in amounts due from fellow subsidiaries	(27,649)	(25,278)	53,276	62,049	(1,027)	
Increase in amounts due from	(27,047)	(23,270)		02,047		
related companies (Increase)/decrease in amount	_	_	(444,513)	_	(39,105)	
due from immediate holding company	_	(49,500)	5,235	49,500	(46,767)	
Business combination of acquisition of subsidiaries						
under common control Interest received	5,016	8,089	(17,310) 7,991	(17,310) 5,095	656	
NET CASH USED IN						
INVESTING ACTIVITIES	(32,450)	(74,104)	(419,827)	94,404	(317,149)	
FINANCING ACTIVITIES						
Increase/(decrease) in amounts due to fellow subsidiaries	39,748	12,464	(59,597)	(59,597)	_	
Increase in amounts due to related companies	_	_	31,294	_	189,010	
Proceed from issuance of shares Dividend paid	-	50,000	(127,833)	(127,833)	-	
NET CASH GENERATED						
FROM/(USED IN) FINANCING ACTIVITIES	39,748	62,464	(156,136)	(187,430)	189,010	
	59,740	02,404	(150,150)	(107,430)	109,010	
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	291,475	172,583	(613,403)	(203,038)	45,413	
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR/						
PERIOD	387,644	679,119	851,702	851,702	238,299	
CASH AND CASH EQUIVALENTS AT END						
OF YEAR/PERIOD	679,119	851,702	238,299	648,664	283,712	

SHENZHEN WANXIANG

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	As at 30 June 2017 <i>RMB</i> '000
	(unaudited)
Non-current assets Property, plant and equipment Intangible assets Goodwill Deferred tax asset	39,255 587,357 1,485,142 3,973
	2,115,727
Current assets Trade receivables Other receivables and prepayments Amount due from a general partner Amounts due from related companies Tax recoverable Cash and cash equivalents	105,908 151,280 216,607 565,076 556 288,712
Current liabilities Trade payables Other payables and accruals Amounts due to related companies Tax liabilities	1,328,139 84,110 819,481 256,609 31,533 1,191,733
Net current assets	136,406
Non-current liabilities Deferred tax liabilities	<u>146,839</u> <u>146,839</u>
Net assets	2,105,294
Capital and reserves Paid-in capital Reserves	1,980,000 119,030
Equity attributable to the owners of Shenzhen Wanxiang Non-controlling Interests	2,099,030 6,264
Total equity	2,105,294