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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)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND MEMBER OF THE AUDIT COMMITTEE, NOMINATION
COMMITTEE AND REMUNERATION COMMITTEE
AND
NON-COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES**

The board of directors (the “**Board**”) of Fantasia Holdings Group Co., Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Liao Cheung Kong Martin, JP (“**Mr. Liao**”) 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 18 November 2014. The reason for his resignation was due to his own decision to devote more time to his personal endeavours.

Mr. Liao has confirmed that he has no disagreement with the Board in relation to his resignation as the 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. Liao.

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

Pursuant to Rule 3.10A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the independent non-executive directors of a listed issuer must represent at least one-third of the board of directors.

Following the resignation of Mr. Liao as an independent non-executive director of the Company, the Board comprises ten members with five executive directors, two non-executive directors and three independent non-executive directors with the number of independent non-executive directors of the Company falling below the minimum number as required under Rule 3.10A of the Listing Rules.

In order to comply with Rule 3.10A of the Listing Rules, the Company will endeavour to identify and appoint a new independent non-executive director of the Company as soon as practicable and in any event within three months from 18 November 2014 and will make further announcement as and when appropriate.

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

Hong Kong, 18 November 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. Huang Ming and Mr. Xu Quan.