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花 樣 年

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)**

**DISCLOSEABLE TRANSACTION  
INVESTMENT IN LIMITED PARTNERSHIP**

**THE PARTNERSHIP**

On 1 July 2016, Shenzhen Jiixin and Qianhai Jianian, each a wholly-owned subsidiary of the Company, and the Partners entered into the Partnership Agreement to invest in the Partnership. The Partnership is principally engaged in investment management and investment consultancy services. The total capital commitment of the Partnership is RMB1,982,000,000. The capital contribution by Shenzhen Jiixin and Qianhai Jianian to the Partnership will be RMB980,000,000 and RMB1,000,000, representing approximately 49.44% and 0.05% of the total commitment, respectively, and satisfied in cash.

**LISTING RULES IMPLICATION**

As the applicable percentage ratios for the investment in the Partnership exceeds 5% but are less than 25%, the investment in the Partnership constitutes a discloseable transaction for the Company.

The entering into of the Partnership Agreement is subject to the notification and announcement requirements under the Listing Rules.

**THE PARTNERSHIP**

The following parties entered into the Partnership Agreement on 1 July 2016 for the investment in the Partnership.

## **Parties**

- (1) Shenzhen Xincheng as general partner;
- (2) Qianhai Jianian as general partner;
- (3) Greatwall Jiaxin as limited partner; and
- (4) Shenzhen Jiaxin as limited partner.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Partners to the Partnership Agreement and their respective ultimate beneficial owners are independent of the Company and its connected persons.

## **Capital contribution**

The partners will contribute in aggregate RMB1,982,000,000 to the Partnership as follows:

- (1) Shenzhen Xincheng will contribute RMB1,000,000 in cash;
- (2) Qianhai Jianian will contribute RMB1,000,000 in cash;
- (3) Greatwall Jiaxin will contribute RMB1,000,000,000 in cash; and
- (4) Shenzhen Jiaxin will contribute RMB980,000,000 in cash.

## **Business scope of the Partnership**

The Partnership is principally engaged in investment management and investment consultancy services.

## **Term of the Partnership**

The Partnership has a term of 10 years.

## **Share of profit or loss of the Partnership**

The financial results of the Partnership will be incorporated in the Company's consolidated financial statements using the equity method of accounting. The Group will recognise their share of profit or loss of the Partnership according to the Partnership Agreement where the exact proportion of distribution between the partners in any specific project will be determined by the partners through further negotiation. The partners will bear the loss of the Partnership in proportion to their respective capital contribution to the Partnership, provided that the liabilities of each of the limited partners are limited to its capital contribution to the Partnership.

## **Management of the Partnership**

Shenzhen Xincheng has been appointed the executive partner of the Partnership and is responsible for the day to day management and operation of the Partnership.

## **Information on the partners to the Partnership**

Shenzhen Xincheng is principally engaged in the provision of financial services.

Greatwall Jiaxin is principally engaged in the provision of financial services.

Shenzhen Jiaxin is a wholly-owned subsidiary of the Company and is principally engaged in the provision of consulting services.

Qianhai Jianian is a wholly-owned subsidiary of the Company and is principally engaged in management of equity investment fund, equity investment, asset management and investment management.

## **REASONS FOR ESTABLISHING THE PARTNERSHIP**

The Partnership is principally engaged in investment management and investment consultancy services. The Board is of the view that through the partnership, the Group will be able to benefit from a wealth of attractive investment opportunities from the Partners and enhance the growth and development of the Group. It is contemplated that the Partnership will be a new source of income for the Company.

The Board is of the view that the terms of Partnership Agreement are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

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## **DEFINITIONS**

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

|                    |  |
|--------------------|--|
| “Board”            | the board of Directors;  |
| “Company”          | Fantasia Holdings Group Co., Limited, a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the main board of the Stock Exchange; |
| “Directors”        | the directors of the Company;  |
| “Greatwall Jiaxin” | 長城嘉信資產管理有限公司 (Greatwall Jiaxin Asset Management Co., Ltd.), a company established in the PRC;  |
| “Group”            | the Company and its subsidiaries;  |
| “Hong Kong”        | the Hong Kong Special Administrative Region of the PRC;  |

|                         |   |
|-------------------------|---|
| “Listing Rules”         | the Rules Governing the Listing of Securities on the Stock Exchange;  |
| “Partners”              | Shenzhen Xincheng and Greatwall Jiaxin, the partners of the Group in the Partnership;   |
| “Partnership”           | 深圳市幸福萬象投資合夥企業(有限合夥) Shenzhen Xingfu Wanxiang Investment Partnership Co. (Limited Partnership), a limited partnership established in the PRC;                                |
| “Partnership Agreement” | the partnership agreement and the supplemental agreement dated 1 July 2016 in relation to the investment by the Group in the Partnership;                                   |
| “PRC”                   | the People’s Republic of China, excluding Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan for the purpose of this announcement; |
| “Qianhai Jianian”       | 深圳前海嘉年投資基金管理有限公司 (Shenzhen Qianhai Jianian Investment Fund Management Co., Ltd.), a company established in the PRC and a wholly-owned subsidiary of the Company;            |
| “RMB”                   | Renminbi, the lawful currency of the PRC;   |
| “Shenzhen Jiaxin”       | 深圳市嘉信諮詢服務有限公司 (Shenzhen Jiaxin Information Consulting Services Co., Ltd.), a company established in the PRC and a wholly-owned subsidiary of the Company;                   |
| “Shenzhen Xincheng”     | 深圳鑫橙投資管理有限公司 (Shenzhen Xincheng Investment Management Co., Ltd.), a company established in the PRC;   |
| “Stock Exchange”        | The Stock Exchange of Hong Kong Limited; and  |
| “%”                     | per cent  |

By Order of the Board  
**FANTASIA HOLDINGS GROUP CO., LIMITED**  
**Pan Jun**  
*Chairman*

Hong Kong, 3 July 2016

*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; 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.*