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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13.09(2)條而刊發。

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](http://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，二零一一年十二月二十九日

於本公告日期，本公司執行董事為潘軍先生、曾寶寶小姐、馮輝明先生及陳思翰先生；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

Reference is made to the announcement of Fantasia Holdings Group Co., Limited (the “**Company**”) (Hong Kong Stock Code: 01777) dated December 15, 2011 in relation to the solicitation of consents (the “**Consent Solicitation**”) described below. As indicated in the consent solicitation statement dated December 14, 2011, the consent solicitation period expired at 5:00 p.m., New York time, on December 28, 2011.

The Company announces that it has received the requisite number of consents necessary for certain proposed amendments (the “**Proposals**”) to the Indenture, dated as of May 12, 2010, as supplemented or amended to the date hereof, by and between the Company, the Subsidiary Guarantors (as defined therein) and Citicorp International Limited, as trustee (the “**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 “**Notes**”).

As the Requisite Consents have been obtained, the Company and the Subsidiary Guarantors intend to execute a supplemental indenture with the Trustee as soon as practicable to give effect to the Proposals.

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, among others, those statements relating to the Consent Solicitation, such as the payment of the consent fee and the execution of the supplemental indenture, 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 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.

Hong Kong, December 29, 2011.