

## IMPORTANT

If you are in any doubt about any of the contents of this prospectus, you should seek independent professional advice.

# 花樣年

# FANTASIA

## Fantasia Holdings Group Co., Limited 花樣年控股集團有限公司

(established under the laws of the Cayman Islands with limited liability)

### GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	1,458,000,000 Shares (subject to adjustment and the Over-allotment Option)
Number of International Offer Shares	:	1,312,200,000 Shares (comprising 1,069,200,000 new Shares and 243,000,000 Sale Shares, subject to adjustment and the Over-allotment Option)
Number of Hong Kong Public Offer Shares	:	145,800,000 new Shares (subject to adjustment)
Maximum Offer Price	:	HK\$2.20 per Offer Share payable in full on application subject to refund on final pricing, plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.004%
Nominal value	:	HK\$0.10 per Share
Stock code	:	1777

### Joint Sponsors

(in alphabetical order)



### Joint Global Coordinators and Joint Bookrunners

(in alphabetical order)



### Joint Lead Managers

(in alphabetical order)



### Co-Lead Managers

(in alphabetical order)



Hong Kong Exchanges and Clearing Limited, the Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in "Appendix IX — Documents Delivered to the Registrar of Companies and Available for Inspection" to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Hong Kong Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any of the other documents referred to above.

The Offer Price is expected to be fixed by agreement between the Joint Global Coordinators (on behalf of the Underwriters) and us on the Price Determination Date which is expected to be on or around November 18, 2009 and, in any event, not later than November 24, 2009. The Offer Price will not be more than HK\$2.20 and is currently expected not to be less than HK\$1.75 per Offer Share unless otherwise announced. Applicants for Hong Kong Public Offer Shares are required to pay, on application, the maximum offer price of HK\$2.20 for each Hong Kong Public Offer Share together with brokerage of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%, which together amount to 1.009% of the Offer Price, which shall be payable in full on application, subject to refund if the Offer Price should be lower than HK\$2.20.

The Joint Global Coordinators (on behalf of the Underwriters) may reduce the indicative Offer Price range and/or the number of Hong Kong Public Offer Shares below that stated in this prospectus at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offer. In the case of such reduction, notices of the reduction in the indicative Offer Price range and/or the number of Hong Kong Public Offer Shares will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offer. Further details are set out in the sections entitled "Structure of the Global Offering" and "How to Apply for Hong Kong Public Offer Shares" in this prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Global Coordinators (on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. on the day that trading in the Offer Shares commences on the Stock Exchange of Hong Kong Limited. Such grounds are set out in the section entitled "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offer — Grounds for Termination" of this prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered, sold, pledged or transferred within the United States except to QIBs in reliance on Rule 144A or another exemption from registration under the U.S. Securities Act or outside the United States in accordance with Regulation S. Further details are set forth in the sections entitled "Structure of the Global Offering" and "How to apply for Hong Kong Public Offer Shares" in this prospectus.