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“171 Opinion”	Opinion on Regulating the Access and Management of Foreign Capital in the Property Market (關於規範房地產市場外資准入和管理的意見) jointly issued by the MOC, MOFCOM, the NDRC, the PBOC, SAIC and SAFE on July 11, 2006
“Ace Link Pacific”	Ace Link Pacific Limited, a limited liability company incorporated under the laws of the BVI on September 3, 2007 and in which we have a 100% equity interest
“Agreed Payment”	an agreed payment the Controlling Shareholders shall pay to the Investors pursuant to the Restructuring Deed, details of which are described in the section entitled “History, Reorganization and Group Structure — Pre-IPO Investment” of this prospectus
“Application Form(s)”	WHITE application form(s), YELLOW application form(s) and GREEN application form(s), or where the context so requires, any of them, relating to the Hong Kong Public Offer
“Articles of Association” or “Articles”	the articles of association of our Company, adopted on October 27, 2009 and as amended from time to time, a summary of which is set forth in Appendix VI to this prospectus
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Beijing Taibo”	Beijing Taibo Real Estate Development Co., Ltd. (北京泰博房地產開發有限責任公司), a limited liability company established under the laws of the PRC on February 21, 2001 and owned by two individual Independent Third Parties
“Beijing Tonglu Tiandi”	Beijing Tonglu Tiandi Advertising Co, Ltd. (北京同路天地廣告有限公司), a limited liability company established under the laws of the PRC on October 7, 2008 and in which Shenzhen Tiankuo has an attributable equity interest of 51% with the remaining 49% equity interest owned by Lv Lin (呂璘), Ms. Zeng’s mother
“Board” or “Board of Directors”	the board of Directors
“BOCI”	BOCI Asia Limited
“Bonds”	an aggregate of US\$100,000,000 secured bonds with interest of 12% per annum, due on the earlier of the Listing Date or November 30, 2009, issued by the Company pursuant to the Subscription Agreement
“Business Day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	British Virgin Islands
“Capitalization Issue”	the issue of 3,644,900,000 Shares upon capitalization of certain sums standing to the credit of the share premium account of our Company referred to in the paragraph entitled “Resolutions of our Shareholders” under the section entitled “A. Further

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	Information about the Company” in Appendix VIII to this prospectus
“CAGR”	compound annual growth rate, a method of assessing the average growth of a value overtime
“CBRC”	the China Banking Regulatory Commission (中國銀行業監督管理委員會)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant, who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CCB Asia”	China Construction Bank (Asia) Corporation Limited (中國建設銀行(亞洲))
“CCB Shenzhen”	China Construction Bank Corporation Shenzhen sub branch (中國建設銀行深圳分行)
“Chengdu Fantasia Wangcong Culture”	Chengdu Fantasia Wangcong Culture Development Co., Ltd. (成都花樣年望叢文化發展有限公司), a limited liability company established under the laws of the PRC on August 6, 2008 and in which we have a 100% equity interest
“Chengdu Huabaili”	Chengdu Gaojiazhuang Hot Spring Leisure Center (成都高家莊溫泉休閒中心), a joint stock company established under the laws of the PRC on November 6, 2002, subsequently renamed as Sichuan Gaojiazhuang Investment Co., Ltd. (四川高家莊投資有限公司) and converted to a limited liability company under the laws of the PRC on May 22, 2003, and later renamed as Chengdu Huabaili Real Estate Co., Ltd. (成都花百里置業有限公司) in 2007 and in which we have a 100% equity interest
“Chengdu Huaqianli”	Chengdu Huaqianli Real Estate Co., Ltd. (成都花千里置業有限公司), a limited liability company established under the laws of the PRC on November 6, 2006 and in which we have a 100% equity interest
“Chengdu Huawanli”	Chengdu Huawanli Real Estate Co., Ltd. (成都花萬里置業有限公司), a limited liability company established under the laws of the PRC on October 25, 2005 and in which we have a 100% equity interest

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- “Chengdu Jiurong”** Chengdu Jiurong Real Estate Development Co., Ltd. (成都九蓉房地產開發有限公司), a limited liability company established under the laws of the PRC on August 22, 2007 in which we have a 100% equity interest
- “Chengdu Tonghe”** Chengdu Tonghe Real Estate Co., Ltd. (成都通和置業有限公司), a limited liability company established under the laws of the PRC on October 18, 2001 and in which we have a 100% equity interest
- “Chengdu Xinjin Youbang”** Chengdu Xinjin Youbang Real Estate Development Co., Ltd. (成都新津友幫房地產開發有限責任公司), a limited liability company established under the laws of the PRC on May 9, 2004 and in which we have a 100% equity interest
- “Chi Fu Development”** Chi Fu Development China Limited (置富發展中國有限公司), a limited liability company incorporated under the laws of Hong Kong on September 15, 2000. It is 80% owned by Ms. Zeng and 20% owned by Mr. Pan
- “China” or “PRC”** the People’s Republic of China excluding, for the purpose of this prospectus, the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
- “China Real Estate Top 10 Research Team”** China Real Estate Top 10 Research Team (中國房地產Top10研究組), a research team jointly established in 2003 by the Enterprise Research Institute of the Development Research Center of the State Council (國務院發展研究中心企業研究所), the Institute of Real Estate Studies of Tsinghua University (清華大學房地產研究所) and the China Index Academy (中國指數研究院) and joined by the China Real Estate Association (中國房地產業協會) in 2007. The China Real Estate Top 10 Research Team has conducted research on the Top 100 Real Estate Enterprises in the PRC since 2004. Its research has been quoted by various Hong Kong and PRC-listed companies in their prospectuses and annual reports. Data used by the China Real Estate Top 10 Research Team includes data derived from survey completed by the individual real estate companies, publicly available information of the individual real estate companies, statistical data from institutions such as China Real Estate Index System (中國房地產指數系統), Real Estate Searching Academy (搜房研究院) and China Villas Index System (中國別墅指數系統) and from relevant government ministries and bureaus. The research conducted considers factors such as the size, profitability, debt payment ability, growth potential, operating efficiency and social responsibility of researched companies and has established minimum thresholds that companies must meet before being considered, such as the minimum of RMB300 million in annual revenue or 100,000 in annual square meters sold for property developers for three consecutive years, property management companies that have, as to their

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primary property agency services, received first class qualification from the relevant government authorities or property agency services companies that have sold more than 100,000 annual square meters for three consecutive years. The China Real Estate Top 10 Research Team analyzed 500 property developers, 500 property management companies and 200 property agency services companies annually, and grants 100 awards to property developers, 50 awards to property management companies and 50 awards to property agency services companies in connection with its annual ranking

“CITIC Securities”	CITIC Securities Corporate Finance (HK) Limited
“Companies Law”	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company” and “our Company”	Fantasia Holdings Group Co., Limited (花樣年控股集團有限公司), a company incorporated on October 17, 2007 as an exempted company under the laws of the Cayman Islands, the shares of which will be listed on the main board of the Stock Exchange
“Connected Person”	has the meaning ascribed thereto under the Listing Rules
“construction land planning permit”	construction land planning permit (建設用地規劃許可證), a permit authorizing a developer to begin the survey, planning and design of a parcel of land
“construction works commencement permit”	construction works commencement permit (建築工程施工許可證), a permit required for commencement of construction
“construction works planning permit”	construction works planning permit (建設工程規劃許可證), a certificate indicating government approval for a developer’s overall planning and design of the project and allowing a developer to apply for a construction works commencement permit
“Control”	means, in respect of a company, corporation, body corporate, partnership or unincorporated association (whether or not having separate legal personality), possession, directly or indirectly, of the power to direct or cause the direction of the management or affairs or policies of such company, corporation, body corporate, partnership or unincorporated association (whether or not having separate legal personality), whether through the ownership of voting securities, by contract or otherwise
“Controlling Shareholders” or “Founding Shareholders”	Ms. Zeng, Ice Apex, Mr. Pan, Graceful Star and Fantasy Pearl
“Corporate Investors”	corporate investors who entered into corporate investor agreements with the Company and the Joint Global

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	Coordinators, details of which are set out in the section entitled “Corporate Investors” in this prospectus
“Corporate Placing”	corporate investor agreements entered into by the Company, the Joint Global Coordinators and the Corporate Investors, details of which are set out in the section entitled “Corporate Investors” of this prospectus
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“C.T.E.W.”	C.T.E.W. Hospitality (Asia) Limited (基榮寶酒店管理(亞洲)有限公司), an Independent Third Party
“Cube Architecture”	Shenzhen Cube Architecture Design and Consultancy Co., Ltd. (深圳市立方建築設計顧問有限公司), a limited liability company established under the laws of the PRC on May 21, 2001. Cube Architecture is currently owned by Shenzhen Tiankuo as to 31%, and therefore an associate of Ms. Zeng
“Cube Architecture Design Agreement”	design services agreement dated May 15, 2009 in relation to Shenzhen Love Forever (深圳花郡) between Shenzhen Fantasia Investment and Cube Architecture
“Deed of Non-Competition Undertaking”	a deed of non-competition undertaking dated October 26, 2009 given by the Controlling Shareholders in favor of the Company
“Deutsche Bank”	Deutsche Bank AG, Hong Kong Branch
“Director(s)”	the director(s) of our Company
“Dong Dong (董東)”	a director and a holder of 4% equity interest in Shenzhen Fantasia Colour, one of our subsidiaries
“Dongguan Fantasia”	Dongguan Fantasia Real Estate Investment Co., Ltd. (東莞市花樣年房地產投資有限公司), a limited liability company established under the laws of the PRC on December 4, 2006 and in which we have a 100% equity interest
“Dongguan Xingyan Property”	Dongguan Xingyan Property Consultancy Co., Ltd. (東莞市星彥地產顧問有限公司), a limited liability company established under the laws of the PRC on December 18, 2006 and in which we have an attributable equity interest of 85%. It is wholly owned by one of our other subsidiaries, Xingyan Property Consultancy
“Dongguan Zuoting Youyuan”	Dongguan Zuoting Youyuan Industry Investment Co., Ltd. (東莞市左庭右院實業投資有限公司), a limited liability company established under the laws of the PRC on October 27, 2006 and in which we have a 37.5% equity interest with the remaining 62.5% equity interest owned by Shenzhen Meijiangan
“DZY Fantasia Loan”	loan to Dongguan Zuoting Youyuan originally obtained from Shenzhen Tiankuo pursuant to the DZY Loan Agreement and

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subsequently assigned to Shenzhen Huaqianli and then to Fantasia Group (China) pursuant to the DZY Loan Assignments

“DZY Loan Agreement”	loan agreement dated October 31, 2006 entered into by and among Dongguan Zuoting Youyuan, Shenzhen Tiankuo and Shenzhen Meijiangan, details of which are described in the section entitled “Connected Transactions” of this prospectus
“DZY Loan Assignments”	loan assignment dated December 31, 2006 where Shenzhen Tiankuo assigned the DZY Fantasia Loan to Shenzhen Huaqianli and loan assignment dated June 28, 2008 where Shenzhen Huaqianli assigned the DZY Fantasia Loan to Fantasia Group (China), details of which are described in the section entitled “Connected Transactions” of this prospectus
“DZY Meijiangan Loan”	loan to Dongguan Zuoting Youyuan obtained from Shenzhen Meijiangan pursuant to the DZY Loan Agreement
“EIT Law”	the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法) promulgated on March 16, 2007 and with effect from January 1, 2008
“Enco Development”	Enco Development Limited (雅浩發展有限公司), a limited liability company incorporated under the laws of Hong Kong on November 21, 1995. It is 80% owned by Ms. Zeng and 20% owned by Mr. Pan
“Fantasia (Cayman)”	Fantasia (Cayman) Ltd., a company incorporated on November 9, 2007 as an exempted company under the laws of the Cayman Islands with limited liability and is an affiliate of Goldman Sachs
“Fantasia Chengdu Development”	Fantasia (Chengdu) Development Co., Ltd. (花樣年實業發展(成都)有限公司), a limited liability company established under the laws of the PRC on July 4, 2001 in which we have a 58.8% attributable equity interest and Qiu Qiong Ming (邱瓊明) has a 31.2% attributable equity interest. Two of our subsidiaries, Shenzhen Fantasia Investment and Fantasia HK, own 65% equity interest and 25% equity interest, respectively, and the remaining 10% equity interest owned by Sichuan Zhong Xu
“Fantasia Chengdu Ecological”	Fantasia Chengdu Ecological Tourism Development Co., Ltd. (花樣年(成都)生態旅遊開發有限公司), a limited liability company established under the laws of the PRC on September 7, 2006 and in which we have a 100% equity interest
“Fantasia Group (China)”	Shenzhen Fantasia Technology Co., Ltd. (深圳市花樣年科技有限公司), a limited liability company established under the laws of the PRC on January 20, 2006 and subsequently renamed as Shenzhen Fantasia Group Co., Ltd. (深圳市花樣年集團有限公司) in 2006 then Fantasia Group (China) Co., Ltd. (花樣年集團(中國)有限公司) in 2007 and in which we have a 100% equity interest

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“Fantasia HK”	Fantasia Investment Holdings Company Limited (香港花樣年投資控股集團有限公司), a limited liability company incorporated under the laws of Hong Kong on February 19, 2001 and in which we have a 100% equity interest
“Fantasia Hotel Management International”	Fantasia Hotel Management (International) Company Limited (花樣年酒店管理(國際)有限公司), a limited liability company incorporated under the laws of Hong Kong on July 15, 2009 and in which we have a 100% equity interest
“Fantasy Pearl”	Fantasy Pearl International Limited, a limited liability company incorporated under the laws of the BVI on July 12, 2007. It is 80% owned by Ice Apex and 20% owned by Graceful Star, Ice Apex and Graceful Star being ultimately owned by Ms. Zeng and Mr. Pan respectively
“Fantasia Property Management International”	Fantasia Property Management (International) Company Limited (花樣年物業管理(國際)有限公司), a limited liability company incorporated under the laws of Hong Kong on July 15, 2009 and in which we have a 100% equity interest
“Fantastic Victory”	Fantastic Victory Limited, a limited liability company incorporated under the laws of the BVI on September 3, 2007 and in which we have a 100% equity interest
“GFA”	gross floor area
“Global Offering”	the Hong Kong Public Offer and the International Offer
“Gold Genius”	Gold Genius Holdings Limited (金展集團有限公司), a limited liability company incorporated under the laws of Hong Kong on November 8, 2007 and in which we have a 100% equity interest
“Goldman Sachs”	The Goldman Sachs Group, Inc., a corporation duly organized under the laws of the State of Delaware in the United States and listed on the New York Stock Exchange
“Goldman Sachs (Asia)”	Goldman Sachs (Asia) L.L.C.
“Graceful Star”	Graceful Star Overseas Limited, a limited liability company incorporated under the laws of the BVI on August 3, 2007 which is 100% owned by Mr. Pan
“Green Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider designated by the Company
“Group”, “our Group”, “we”, “our” and “us”	our Company and its subsidiaries or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, the present subsidiaries of our Company and the businesses carried on by such subsidiaries or (as the case may be) their predecessors
“Group Company”	of the Investor means any other company, corporation, body corporate, partnership or unincorporated association (whether or not having separate legal personality) that, directly or

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indirectly, through one or more intermediaries, Controls or is Controlled by, or is under common Control with the Investor

“HK\$” and “Hong Kong dollar”	Hong Kong dollars, the lawful currency of Hong Kong
“HKAS”	Hong Kong Accounting Standards and their interpretations issued by the HKICPA
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“HK Kangnian”	Hong Kong Kangnian Trading Co., Limited (香港康年貿易有限公司), a limited liability company incorporated under the laws of Hong Kong on September 24, 2009 and in which we have a 100% equity interest
“HK Sunyeer”	Sunyeer Properties Holdings Company Limited (香港星彥置業集團有限公司), a limited liability company incorporated under the laws of Hong Kong on February 19, 2001. It is 60% owned by Ms. Zeng and 40% owned by Mr. Pan
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Public Offer”	the offer of the Hong Kong Public Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price, on and subject to the terms and conditions described in this prospectus and in the Application Forms relating thereto
“Hong Kong Public Offer Shares”	145,800,000 Shares being initially offered by our Company for subscription under the Hong Kong Public Offer at the Offer Price (subject to adjustment as described in the section entitled “Structure of the Global Offering” in this prospectus)
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offer listed in the section entitled “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated November 11, 2009 relating to the Hong Kong Public Offer entered into among us, the Controlling Shareholders and the Hong Kong Underwriters
“Huizhou Daya Bay”	Huizhou Daya Bay Huawanli Industry Co., Ltd. (惠州大亞灣花萬里實業有限公司), a limited liability company established under the laws of the PRC on June 8, 2007 and in which we have a 100% equity interest
“Huizhou Huaqianli”	Huizhou Huiyang Huaqianli Industry Co., Ltd. (惠州市惠陽區花千里實業有限公司), a limited liability company

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established under the laws of the PRC on August 14, 2009 and in which we have a 100% equity interest

“Huizhou Xingyan Property”	Huizhou Xingyan Property Consultancy Co., Ltd. (惠州市星彥地產顧問有限公司), a limited liability company established under the laws of the PRC on November 2, 2006 and in which we have an attributable equity interest of 85%. It is wholly owned by one of our other subsidiaries, Xingyan Property Consultancy
“ICBCIS”	ICBC International Securities Limited, licensed to conduct Type 1 (dealing in securities) regulated activity under the SFO
“Ice Apex”	Ice Apex Limited, a limited liability company incorporated under the laws of the BVI on July 12, 2007 which is 100% owned by Ms. Zeng
“Independent Third Party”	persons who are not Connected Persons
“International Offer”	the conditional offering of the International Offer Shares (a) in the United States to QIBs in reliance on Rule 144A under the U.S. Securities Act or another exemption from the registration requirement under the U.S. Securities Act, and (b) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act, including to professional investors in Hong Kong, as further set forth in the section entitled “Structure of the Global Offering” in this prospectus
“International Offer Shares”	1,312,200,000 Shares (comprising 1,069,200,000 new Shares to be issued by the Company and 243,000,000 Shares to be sold by the Selling Shareholders) being initially offered for subscription under the International Offer together, where relevant, with any additional Shares that may be issued by the Company and sold by the Selling Shareholders pursuant to any exercise of the Over-allotment Option, subject to adjustment as set forth in the section entitled “Structure of the Global Offering” in this prospectus
“International Underwriters”	the group of underwriters, led by the Joint Global Coordinators, which is expected to enter into the International Underwriting Agreement to underwrite the International Offer
“International Underwriting Agreement”	the underwriting agreement relating to the International Offer and expected to be entered into among us, the Controlling Shareholders, the Selling Shareholders, the International Underwriters and the Joint Global Coordinators on or around November 18, 2009
“Investors”	Fantasia (Cayman) and Wellluck
“Investors’ Agreement”	an investors’ agreement dated December 12, 2007 entered into by and among the Founding Shareholders and the Investors in defining the rights and obligations of Fantasy Pearl and the

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Investors with respect to the Company, details of which are described in the section entitled “History, Reorganization and Group Structure — Pre-IPO Investment” of this prospectus

“Investors’ Share Charge”	the security given by Fantasy Pearl to the Investors in respect of the Agreed Payment, details of which are described in the section entitled “History, Reorganization and Group Structure — Pre-IPO Investment” of this prospectus
“Jing Liu (敬柳)”	JING Liu (敬柳), holder of 40% equity interest in and a director of one of our subsidiaries, Yixing Jiangnan Shuixiang
“Joint Bookrunners” or “Joint Global Coordinators”	BOCI, CITIC Securities, Deutsche Bank and Goldman Sachs (Asia)
“Joint Lead Managers”	BOCI, CITIC Securities, Deutsche Bank, Goldman Sachs (Asia) and ICBCIS
“Joint Sponsors”	CITIC Securities and Deutsche Bank
“Joytime”	Joytime Investments Limited (悦泰投资有限公司), a limited liability company incorporated under the laws of Hong Kong on November 6, 2007 and in which we have a 100% equity interest
“land grant contract”	an agreement relating to the grant of state-owned land use rights (國有土地使用權出讓合同) between a developer and the relevant local government land administrative authorities in China, typically the local state-owned land bureaus
“land use rights certificate”	land use rights certificate (國有土地使用證), a transferable certification of the right of a party to use a parcel of land, or realty title certificate (房地產權證), which is the certification issued in place of land use rights certificate in Shenzhen and certain other cities in China
“LAT”	Land Appreciation Tax (土地增值稅), as defined in the Provisional Regulations of the People’s Republic of China on Land Appreciation Tax (中華人民共和國土地增值稅暫行條例) and the Detailed Implementation Rules on the Provisional Regulations of the People’s Republic of China on Land Appreciation Tax (中華人民共和國土地增值稅暫行條例實施細則) as described in “Appendix VII — Summary of PRC Laws Relating to the Property Sector” to this prospectus
“LAT Notice”	Notice on Administration of the Settlement of Land Appreciation Tax of Property Development Enterprises (國家稅務總局關於房地產開發企業土地增值稅清算管理有關問題的通知) issued by the SAT on December 28, 2006
“Latest Practicable Date”	November 6, 2009, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus

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“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about November 25, 2009, on which our Shares are first listed and from which dealings therein are permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended
“Lock-up Period”	a period from and including the Listing Date in connection with a Qualified IPO up to and including the earlier of (i) the date falling six months after the Listing Date in connection with a Qualified IPO and (ii) June 30, 2010
“Lu Ying (路瑩)”	LU Ying (路瑩), holder of 15% equity interest in Xingyan Property Consultancy and Shenzhen Xingyanhang, both of which are our subsidiaries. She is the general manager and a director of Xingyan Property Consultancy and also a director of our other subsidiaries, Huizhou Xingyan Property, Dongguan Xingyan Property and Shenzhen Xingyanhang
“M&A Rules”	Provisions Regarding Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (關於外國投資者併購境內企業的規定) jointly issued by the MOFCOM, SAT, SASAC, CSRC, SAIC and SAFE on August 8, 2006 and came into effect on September 8, 2006
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company, adopted on October 17, 2007 and as amended from time to time
“MLR”	the Ministry of Land and Resources of the PRC (中華人民共和國國土資源部)
“MOC”	the Ministry of Construction (中華人民共和國建設部) (now known as the Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部))
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Pan”	PAN Jun (潘軍), our Chairman, chief executive officer and an executive Director
“Ms. Zeng”	ZENG, Jie Baby (曾寶寶, 別名曾洁), one of our executive Directors
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“Offer Price”	the final price per Share in Hong Kong dollars (exclusive of brokerage, SFC transaction levy and the Stock Exchange

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trading fee) at which the Offer Shares are to be subscribed for and issued, or purchased and sold pursuant to the Global Offering, to be determined as further set forth in the section entitled “Structure of the Global Offering — Determination of the Offer Price” in this prospectus

“Offer Shares”	the Hong Kong Public Offer Shares and the International Offer Shares
“Over-allotment Option”	the option to be granted by our Company and the Selling Shareholders to the International Underwriters exercisable by the Stabilizing Manager on behalf of the International Underwriters, pursuant to which our Company may be required to allot and issue additional new Shares, and the Selling Shareholders may be required to sell additional Shares which, together, represent 15% of the Shares initially available under the Global Offering at the Offer Price, to, among other things, cover over-allocations in the International Offer (if any) as further set forth in the section entitled “Structure of the Global Offering”
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“Precise Idea”	Precise Idea Limited, a limited liability company incorporated under the laws of the BVI on June 17, 2009 and in which we have a 100% equity interest
“Pre-IPO Investment”	the investment made by Fantasia (Cayman) and Wellluck in the Group pursuant to the Subscription Agreement, details of which are described in the section entitled “History, Reorganization and Group Structure — Pre-IPO Investment” of this prospectus
“pre-sale permit”	pre-sale permit (預售許可證), a permit authorizing a developer to start the pre-sale of property still under construction
“Price Determination Date”	the date, expected to be on or around November 18, 2009 but no later than November 24, 2009, on which the Offer Price is fixed for the purposes of the Global Offering
“QIBs”	“qualified institutional buyers” as such term is defined in Rule 144A
“Qiu Qiong Ming (邱瓊明)”	Qiu Qiong Ming (邱瓊明), holder of 48% equity interest and a director of one of our subsidiaries, Shenzhen Fantasia Investment
“Qualified IPO”	an initial public offering of the Company and listing of and permission to deal in the shares of the Company on the Main Board of the Stock Exchange on or before December 31, 2009, where the market capitalization of the Company calculated at the Offer Price as of the Listing Date is not less than US\$1.0 billion or such lesser amount as may be specified by the Investors and proceeds to the Company from such initial public

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offering are not less than US\$250 million or such lesser amount as may be specified by the Investors

“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the corporate reorganization of our Group in preparation for the listing of the Shares on the Stock Exchange, details of which are set forth in the section entitled “The Reorganization” in “Appendix VIII — Statutory and General Information” to this prospectus
“Restructuring Deed”	a restructuring deed dated October 10, 2009 entered into by and among the Company, the Founding Shareholders and the Investors in connection with a consensual restructuring of the Shares and Bonds subscribed by the Investors pursuant to the Subscription Agreement, details of which are described in the section entitled “History, Reorganization and Group Structure — Pre-IPO Investment” of this prospectus
“Rhombus”	Rhombus (Hong Kong) Management Ltd. (隆堡(香港)酒店管理有限公司), an Independent Third Party
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“Sale Shares”	243,000,000 Shares offered by the Selling Shareholders as part of the International Offer Shares, representing 5% of our enlarged share capital immediately after the completion of the Global Offering and the Capitalization Issue, without taking into account any Shares that may be issued or sold pursuant to the exercise of the Over-allotment Option
“San Jiao Zhou”	Huidong County Daya Bay San Jiao Zhou Island Club Co., Ltd. (惠東縣大亞灣三角洲島俱樂部有限公司), a limited liability company established under the laws of the PRC on March 20, 1998 which is 100% owned by Xi Fu Hui
“San Jiao Zhou Island Management Services Agreement”	management services agreement dated January 1, 2008 in relation to San Jiao Zhou Island between San Jiao Zhou and Shenzhen Colour Life Network
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)

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“Selling Shareholders”	the Investors
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with nominal value of HK\$0.10 each in the share capital of our Company
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on October 27, 2009, the principal terms of which are summarized in the paragraph entitled “Share Option Scheme” in Appendix VIII to this prospectus
“Shareholder(s)”	holder(s) of Share(s)
“Shenzhen Caiyue Hotel”	Shenzhen Caiyue Hotel Co., Ltd. (深圳市彩悦酒店有限公司), a limited liability company established under the laws of the PRC on January 15, 2009 and in which we have an attributable equity interest of 70%. It is wholly owned by one of our other subsidiaries, Shenzhen Caiyue Hotel Management
“Shenzhen Caiyue Hotel Management”	Shenzhen Caiyue Hotel Management Co., Ltd. (深圳市彩悦酒店管理有限公司), a limited liability company established in the PRC on August 20, 2008 and in which we have an attributable equity interest of 70%. It is wholly owned by one of our other subsidiaries, Shenzhen Fantasia Colour
“Shenzhen Colour Life Network”	Shenzhen Colour Life Network Services Co., Ltd. (深圳市彩生活網絡服務有限公司), a limited liability company established under the laws of the PRC on June 12, 2007 and in which we have an attributable equity interest of 70%. It is wholly owned by one of our subsidiaries, Shenzhen Fantasia Colour
“Shenzhen Fantasia Business Management”	Shenzhen Fantasia Business Management Co., Ltd. (深圳花樣年商業管理有限公司), a limited liability company established in the PRC on June 3, 2009 and in which we have a 100% equity interest
“Shenzhen Fantasia Colour”	Shenzhen Fantasia Colour Life Technology Co., Ltd. (深圳市花樣年彩生活科技有限公司), a limited liability company established in the PRC on August 25, 2006 and in which we have a 70% equity interest, Tang Xue Bin (唐學斌) has a 13% equity interest, Dong Dong (董東) has a 4% equity interest and the remaining 13% equity interests are owned by Independent Third Parties
“Shenzhen Fantasia Hotel Management”	Shenzhen Fantasia Hotel Management Co., Ltd. (深圳市花樣年酒店管理有限公司), a limited liability company established in the PRC on June 3, 2009 and in which we have a 100% equity interest
“Shenzhen Fantasia Investment”	Shenzhen Xingyan Investment Development Co., Ltd. (深圳市星彥投資發展有限公司), a limited liability company

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established under the laws of the PRC on September 28, 1996 and subsequently renamed as Shenzhen Fantasia Investment Development Co., Ltd. (深圳市花樣年投資發展有限公司) in 2001 and in which we have a 52% equity interest with the remaining 48% equity interest owned by Qiu Qiong Ming (邱瓊明)

- “Shenzhen Fantasia Management”** Shenzhen Xingyan Property Management Co., Ltd. (深圳市星彥物業管理有限公司), a limited liability company established under the laws of the PRC on December 11, 2000 and subsequently renamed as Shenzhen Fantasia Property Management Co., Ltd. (深圳市花樣年物業管理有限公司) in 2001 and in which we have an attributable equity interest of 70%. It is wholly owned by one of our subsidiaries, Shenzhen Fantasia Colour
- “Shenzhen Hongwei”** Shenzhen Hongwei Decoration & Designing Co. Ltd. (深圳宏威裝飾設計工程有限公司), a limited liability company established under the laws of the PRC on May 25, 1994 and in which we have a 100% equity interest
- “Shenzhen Huaqianli”** Shenzhen Huaqianli Real Estate Development Co., Ltd. (深圳市花千里房地產開發有限公司), a limited liability company established under the laws of the PRC on August 28, 2006 and in which we have a 100% equity interest
- “Shenzhen Huiheng”** Shenzhen Huiheng Real Estate Co., Ltd. (深圳市匯恒置業有限公司), a limited liability company established under the laws of the PRC on April 20, 2006 and in which we have a 100% equity interest
- “Shenzhen Kaiyuan”** Shenzhen Kaiyuan Tongji Building Science & Technology Co., Ltd. (深圳市開元同濟樓宇科技有限公司), a limited liability company established under the laws of the PRC on November 15, 2001 and in which we have an attributable equity interest of 70%. It is wholly owned by one of our subsidiaries, Shenzhen Fantasia Colour
- “Shenzhen Kangnian”** Shenzhen Kangnian Technology Co., Ltd. (深圳市康年科技有限公司), a limited liability company established under the laws of the PRC on February 9, 2007 and in which we have a 100% equity interest
- “Shenzhen Liantang Management”** Shenzhen Liantang Property Management Co., Ltd. (深圳市蓮塘物業管理有限公司), a limited liability company established under the laws of the PRC on November 16, 1999 and in which we have an attributable equity interest of 70%. It is wholly owned by one of our other subsidiaries, Shenzhen Fantasia Colour
- “Shenzhen Meijiangnan”** Shenzhen Meijiangnan Investment Development Co., Ltd. (深圳梅江南投資發展有限公司), a limited liability company established under the laws of the PRC on April 16, 2004 and holds 62.5% equity interest of our associate, Dongguan Zuoting Youyuan

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“Shenzhen Tiankuo”	Shenzhen Tiankuo Investment Co., Ltd. (深圳市天闊投資有限公司), a limited liability company established under the laws of the PRC and owned by Ms. Zeng and Mr. Pan as to 80% and 20%, respectively. Shenzhen Tiankuo is an associate of Ms. Zeng
“Shenzhen Xingyanhang”	Shenzhen Xingyanhang Property Co., Ltd. (深圳市星彥行置業有限公司), a limited liability company established under the laws of the PRC on April 23, 2007 and in which we have an attributable equity interest of 72.25%. It is owned as to 85% by one of our other subsidiaries, Xingyan Property Consultancy with the remaining 15% equity interest owned by Lu Ying (路瑩)
“Shenzhen Yahao”	Yahao Technology Development (Shenzhen) Co., Ltd. (雅浩科技發展(深圳)有限公司), a limited liability company established under the laws of the PRC on August 25, 2005 and in which we have a 100% equity interest
“Shenzhen Zhifu”	Shenzhen Zhifu Real Estate Investment Development Co., Ltd. (深圳置富房地產投資開發有限公司), a limited liability company established under the laws of the PRC on July 1, 1994 and subsequently renamed as Shenzhen Zhifu Investment Development Co., Ltd. (深圳置富擔保有限公司), in 2004 and subsequently renamed as Shenzhen Zhifu Real Estate Development Co., Ltd. (深圳置富房地產開發有限公司) in 2008 and in which we have a 100% equity interest
“Sichuan Zhong Xu”	Sichuan Zhong Xu Investment Co., Ltd. (四川中旭投資有限公司), a limited liability company established under the laws of the PRC on March 12, 2001, holder of a 10% equity interest of Fantasia Chengdu Development
“Sichuan Ximei”	Sichuan Ximei Real Estate Development Co., Ltd. (四川西美房地產開發有限公司), a company established under the laws of the PRC on June 7, 2004 and subsequently renamed as Sichuan Ximei Investment Co., Ltd. (四川西美投資有限公司) in 2005 and in which we have a 100% equity interest
“Stabilizing Manager”	Goldman Sachs (Asia)
“Stock Borrowing Agreement”	the stock borrowing agreement in the agreed form to be entered into between Fantasy Pearl and the Stabilizing Manager on or about the Price Determination Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	a subscription agreement dated December 12, 2007 (as amended on December 19, 2007, January 16, 2008, February 28, 2008 and by the Restructuring Deed) entered into by and among the Company, the Investors and the Controlling Shareholders relating to the subscription of an aggregate of 12,900 Shares and the subscription of the Bonds by the Investors for a total consideration of US\$200,000,000, details of

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which are described in the section entitled “History, Reorganization and Group Structure — Pre-IPO Investment” of this prospectus

- “**Subsidiary**” has the meaning ascribed to it under Section 2 of Companies Ordinance
- “**Suzhou Huawanli**” Suzhou Huawanli Real Estate Development Co., Ltd. (蘇州市花萬里房地產開發有限公司), a limited liability company established under the laws of the PRC on September 9, 2009 and in which CITIC Shenzhen (Group) Limited (中信深圳(集團)有限公司) has a 90% equity interest and the remaining 10% equity interest owned by CITIC Shenzhen Group Real Estate Development Co., Ltd. (中信深圳集團房地產開發有限公司)
- “**Suzhou LKN**” Suzhou LKN Real Estate Development Co., Ltd. (蘇州林甲岩房產發展有限公司), a limited liability company established under the laws of the PRC on September 5, 1994 and in which CITIC Shenzhen (Group) Limited (中信深圳(集團)有限公司) has a 90% equity interest and the remaining 10% equity interest owned by Suzhou CITIC Investment Co., Ltd. (蘇州中信投資有限公司)
- “**Talent Bright**” Talent Bright International Limited, a company incorporated under the laws of the BVI on June 17, 2009 and in which we have a 100% equity interest
- “**Tang Xue Bin (唐學斌)**” TANG Xue Bin (唐學斌), holder of a 13% equity interest in Shenzhen Fantasia Colour, one of our subsidiaries. He is the general manager and a director of Shenzhen Fantasia Management and also a director of our other subsidiaries, Shenzhen Fantasia Colour, Shenzhen Colour Life Network, Shenzhen Kaiyuan, Shenzhen Liantang Management, Shenzhen Caiyue Hotel Management and Shenzhen Caiyue Hotel
- “**Tianjin Fantasia Investment**” Tianjin Fantasia Investment Co., Ltd. (天津市花樣年投資有限公司), a limited liability company established under the laws of the PRC on June 12, 2006 and in which we have a 100% equity interest
- “**Tianjin Fuda**” Tianjin Fuda Property Transaction Co., Ltd. (天津福大房地產銷售有限公司), a company established under the laws of the PRC on October 18, 2004 and in which we have a 100% equity interest
- “**Tianjin Songjiang-Fantasia**” Tianjin Songjiang-Fantasia Real Estate Co., Ltd. (天津松江花樣年置業有限公司), a limited liability company established under the laws of the PRC on May 29, 2006 and in which we have a 60% equity interest with the remaining 40% equity interest owned by Tianjin Songjiang Group
- “**Tianjin Songjiang Group**” Tianjin Songjiang Group Co., Ltd. (天津松江集團有限公司), holder of 40% equity interests in the registered capital of one of our subsidiaries, Tianjin Songjiang-Fantasia

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“Track Record Period”	the financial period comprising the three years ended December 31, 2008 and the six months ended June 30, 2009
“Underwriters”	collectively, the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.”	the United States of America
“U.S. Exchange Act”	the United States Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“US\$” or “U.S. dollar”	U.S. dollars, the lawful currency of United States
“Wellluck”	Wellluck Properties Ltd (駿運物業有限公司), a company incorporated in the BVI on February 5, 2007 with limited liability and a majority owned subsidiary of HSBC NF China Investors Limited, which is the general partner of the HSBC NF China Real Estate Fund L.P.
“White Form eIPO”	the application for Hong Kong Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Winning Sky”	Winning Sky International Limited, a limited liability company established under the laws of the BVI on March 8, 2006 and in which we have a 100% equity interest
“Wisdom Regal”	Wisdom Regal Limited, a limited liability company incorporated under the laws of the BVI on September 3, 2007 and in which we have a 100% equity interest
“WTO”	the World Trade Organization
“Xi Fu Hui”	Shenzhen Xi Fu Hui Private Club Management Co., Ltd. (深圳喜福會私人會所管理有限公司), a limited liability company established in the PRC on March 4, 2004. It is 75% owned by Shenzhen Tiankuo and 25% equity interest owned by HK Sunyeer, both of which are ultimately owned by Ms. Zeng and Mr. Pan
“Xi Fu Hui Tenancy Agreement”	tenancy agreement dated August 31, 2008 in relation to a community club between Shenzhen Fantasia Investment and Xi Fu Hui
“Xingyan Property Consultancy”	Shenzhen Xingyan Real Estate Agency and Valuation Co., Ltd. (深圳市星彥房地產經紀評估有限公司), a limited liability company

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established in the PRC on February 21, 2000 and subsequently renamed as Shenzhen Xingyan Property Consultancy Co., Ltd. (深圳市星彥地產顧問有限公司) in 2003 and in which we have a 85% equity interest with the remaining 15% equity interest owned by Lu Ying (路瑩)

“Xinshengji Construction”

Ningxia Hui Nationality Autonomous Region Xingshengji Construction Co., Ltd. (寧夏回族自治區新聖基建築工程有限公司), a company established under the laws of the PRC on July 22, 2009 and in which we have a 100% equity interest

“Yixing Jiangnan Shuixiang”

Yixing Jiangnan Shuixiang Tourism Resort Co., Ltd. (宜興市江南水鄉度假村有限公司), a company established under the laws of the PRC on April 19, 2005 and in which we have a 60% equity interest with the remaining 40% equity interest owned by Jing Liu (敬柳)

“%”

per cent