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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)**

**ISSUANCE OF ADDITIONAL US\$100,000,000**

**7.375% SENIOR NOTES DUE 2021**

**(TO BE CONSOLIDATED AND FORM A SINGLE SERIES WITH  
THE US\$400,000,000 7.375% SENIOR NOTES DUE 2021 ISSUED  
ON 4 OCTOBER 2016)**

Reference is made to the announcement of the Company dated 28 September 2016 and 20 December 2016 in respect of the Original Notes and the Additional Notes Issue, respectively.

On 20 December 2016, the Company and the Subsidiary Guarantors entered into the Purchase Agreement with Guotai Junan International in connection with the Additional Notes Issue.

The estimated net proceeds of the Additional Notes Issue, after deduction of the underwriting discounts and commissions and other estimated expenses payable in connection with the offer of the Additional Notes, will amount to approximately US\$100.5 million and the Company intends to use the net proceeds to refinance certain of its existing indebtedness. The Company may adjust the foregoing plans in response to changing market conditions and, thus, reallocate the use of proceeds.

The Original Notes are listed on the SGX-ST. Approval in-principle has been received for the listing and quotation of the Additional Notes on the Official List of the SGX-ST. Approval in-principle from, admission to the Official List of, and listing and quotation of the Additional Notes on, the SGX-ST are not to be taken as an indication of the merits of the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any) or any other subsidiary or associated company of the Company, the Additional Notes, the Subsidiary Guarantees or the JV Subsidiary Guarantees (if any). SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained in this announcement. No listing of the Additional Notes has been sought in Hong Kong.

## **THE PURCHASE AGREEMENT**

**Date:** 20 December 2016

### **Parties to the Purchase Agreement**

- (a) the Company as the issuer;
- (b) the Subsidiary Guarantors; and
- (c) Guotai Junan International.

Guotai Junan International is the sole lead manager and sole bookrunner in respect of the offer and sale of the Additional Notes. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, Guotai Junan International is an independent third party and not a connected person of the Company.

The Additional Notes and the Subsidiary Guarantees have not been, and will not be registered, under the Securities Act or any state securities laws and, unless so registered, may not be offered or sold within the United States and may only be offered, sold or delivered outside the United States in offshore transactions in reliance on Regulation S under the Securities Act. Accordingly, the Additional Notes are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S. None of the Additional Notes will be offered to the public in Hong Kong and none of the Additional Notes will be placed with any connected persons of the Company.

### **Principal terms of the Additional Notes**

The principal terms of the Additional Notes are the same as the terms of the Original Notes as set forth in the announcement of the Company dated 28 September 2016, other than the following:

#### *Notes Offered*

Subject to certain conditions to completion, the Company will issue the Additional Notes in the aggregate principal amount of US\$100,000,000 which will mature on 4 October 2021, unless earlier redeemed pursuant to the terms thereof.

## *Offering Price*

The offering price of the Additional Notes will be 99.884% of the principal amount of the Additional Notes, plus accrued interest from (and including) 4 October 2016 to (but excluding) 29 December 2016.

## **Reasons for the Additional Notes Issue**

The Company intends to use the net proceeds of the Additional Notes to refinance certain of its existing indebtedness. The Company may adjust the foregoing plans in response to changing market conditions and, thus, reallocate the use of proceeds.

## **Listing**

The Original Notes are listed on the SGX-ST. Approval in-principle has been received for the listing and quotation of the Additional Notes on the Official List of the SGX-ST. Approval in-principle from, admission to the Official List of, and listing and quotation of the Additional Notes on, the SGX-ST are not to be taken as an indication of the merits of the Company, the Subsidiary Guarantors, the JV Subsidiary Guarantors (if any) or any other subsidiary or associated company of the Company, the Additional Notes, the Subsidiary Guarantees or the JV Subsidiary Guarantees (if any). SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained in this announcement. No listing of the Additional Notes has been sought in Hong Kong.

## **DEFINITIONS**

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

“Additional Notes”	the additional 7.375% senior notes due 2021 in the aggregate principal amount of US\$100,000,000 to be issued by the Company subject to the terms and conditions of the Purchase Agreement (to be consolidated and form a single series with the Original Notes)
“Additional Notes Issue”	the issue of the Additional Notes by the Company
“Board”	the board of Directors
“China” or “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
“Company”	Fantasia Holdings Group Co., Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange

“connected person”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”, “we”, “our” and “us”	the Company and its subsidiaries
“Guotai Junan International”	Guotai Junan Securities (Hong Kong) Limited, the sole lead manager and the sole bookrunner in respect of the offer and sale of the Additional Notes
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“JV Subsidiary Guarantees”	limited recourse guarantees given by the JV Subsidiary Guarantors on the Additional Notes
“JV Subsidiary Guarantors”	Subsidiary Guarantors that in the future provide JV Subsidiary Guarantees
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Original Notes”	the US\$400,000,000 7.375% senior notes due 2021 issued by the Company on 4 October 2016
“Purchase Agreement”	the purchase agreement dated 20 December 2016 entered into among the Company, the Subsidiary Guarantors and Guotai Junan International in relation to the Additional Notes Issue
“Securities Act”	the United States Securities Act of 1933, as amended
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantees”	the guarantees provided by the Subsidiary Guarantors in respect of the Additional Notes
“Subsidiary Guarantors”	the subsidiaries of the Company which guarantee the Additional Notes
“United States”	the United States of America

“US\$” United States dollar(s)

“%” per cent.

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

Hong Kong, 20 December 2016

*As at the date of this announcement, the executive Directors are Mr. Pan Jun, Ms. Zeng Jie, Baby, Mr. Lam Kam Tong and 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.*