

ANNOUNCEMENT

Hong Kong – August 18, 2015 – Reference is made to the announcement of Fantasia Holdings Group Co., Limited (the “**Company**”) (Hong Kong Stock Code: 01777) dated July 27, 2015 (the “**Announcement**”) in relation of the solicitation of consents (the “**Consent Solicitation**”) to certain proposed amendments (the “**Proposals**”), as described therein, to:

- the indenture, dated as of May 27, 2013 (as supplemented or amended to the date hereof, the “**2016 Indenture**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and Citicorp International Limited, as trustee, governing its 7.875% Senior Notes Due 2016 (CMU Instrument Number CILHFN13009, Common Code 093560574, ISIN HK0000150760) (the “**2016 Notes**”);
- the indenture, dated as of September 27, 2012 (as supplemented or amended to the date hereof, the “**2017 Indenture**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and Citicorp International Limited, as trustee, governing its 13.75% Senior Notes Due 2017 (Common Code 083300086, ISIN XS0833000861) (the “**2017 Notes**”);
- the indenture, dated as of January 23, 2014 (as supplemented or amended to the date hereof, the “**2019 Indenture**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and Citicorp International Limited, as trustee, governing its 10.625% Senior Notes Due 2019 (Common Code 101760685, ISIN XS1017606853) (the “**2019 Notes**”); and
- the indenture, dated as of January 22, 2013 (as supplemented or amended to the date hereof, the “**2020 Indenture**” and, together with the 2016 Indenture, the 2017 Indenture and the 2019 Indenture, the “**Indentures**”), by and between the Company, the Subsidiary Guarantors (as defined therein) and Citicorp International Limited, as trustee, governing its 10.75% Senior Notes Due 2020 (Common Code 087618153, ISIN XS0876181537) (the “**2020 Notes**” and, together with the 2016 Notes, the 2017 Notes and the 2019 Notes, the “**Notes**” and each, a “**Series**”).

Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Announcement.

As indicated in the consent solicitation statements dated July 27, 2015 with respect to the 2017 Notes, the 2020 Notes and the 2019 Notes and the 2016 Notes, respectively, the consent solicitation period expired at 5:00 p.m. Central European Summer Time on August 10, 2015 with respect to the 2017 Notes, the 2020 Notes and the 2019 Notes, and 5:00 p.m. Hong Kong Time on August 17, 2015 with respect to the 2016 Notes.

The Company announces that it has received the requisite consents necessary for the Proposals to the each of the Indentures. As the requisite consents have been obtained, the Company and the Subsidiary Guarantors intend to execute a supplemental indenture with respect to each of the Indentures with the respective 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 announcement 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 its broad experience and capabilities, the Company has successfully expanded into, and currently focuses its real estate activities in the Chengdu-Chongqing Economic Zone, the Pearl River Delta region, the Yangtze River Delta region and the Beijing-Tianjin metropolitan region, four of the fastest-growing economic regions in China, and has recently expanded into and plans to also focus on Central China.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

FORWARD-LOOKING INFORMATION

Forward-looking statements in this announcement, including those statements relating to the Consent Solicitation, such as the payment of the consent fee and the execution of the supplemental indentures, 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 any Series of 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.

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

Hong Kong, August 18, 2015

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.