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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Fantasia Holdings Group Co., Limited 花樣年控股集團有限公司, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES, RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice of the Annual General Meeting to be held at Pheasant to Stork 1/F., 5 Connaught Road, Central, Hong Kong on Wednesday, 14 May 2014 at 10:30 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk.

Whether or not you intend to attend and vote at the Annual General Meeting in person, please complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

Hong Kong, 2 April 2014

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Pheasant to Stork 1/F., 5 Connaught Road, Central, Hong Kong on Wednesday, 14 May 2014 at 10:30 a.m. or any adjournment thereof, notice of which is set out on pages 18 to 22 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company as may be amended from time to time
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law (2011 Revision) of the Cayman Islands for the time being in force
“Company”	Fantasia Holdings Group Co., Limited (花樣年控股集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, and the securities of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Fantasia Group (China)”	originally known as 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 20 January 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 is wholly-owned by the Company

DEFINITIONS

“Fantasy Pearl”	Fantasy Pearl International Limited, a limited liability company incorporated under the laws of the British Virgin Islands on 12 July 2007. It is 80% owned by Ice Apex Limited and 20% owned by Graceful Star Overseas Limited. Ice Apex Limited and Graceful Star Overseas Limited are ultimately owned by Ms. Zeng Jie, Baby and Mr. Pan Jun, respectively
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate to the Directors to allot and issue new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereto
“Latest Practicable Date”	27 March 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company as may be amended from time to time
“PRC”	The People’s Republic of China
“Repurchase Mandate”	the general and unconditional mandate to the Directors to exercise the power of the Company to repurchase the fully paid up Shares of up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereto
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time

DEFINITIONS

“Share(s)”	the ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases
“%”	per cent.

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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)

Executive Directors:

Mr. Pan Jun (*Chairman and Chief*

Executive Officer)

Ms. Zeng Jie, Baby

Mr. Lam Kam Tong

Mr. Zhou Jinquan

Mr. Wang Liang

Non-executive Directors:

Mr. Li Dong Sheng

Mr. Yuan Hao Dong

Independent non-executive Directors:

Mr. Ho Man

Mr. Liao Martin Cheung Kong, JP

Mr. Huang Ming

Mr. Xu Quan

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business in

Hong Kong:

Room 1103

Top Glory Tower

262 Gloucester Road

Causeway Bay

Hong Kong

2 April 2014

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES, RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the notice of the Annual General Meeting and further information regarding, among others, resolutions to be proposed at the Annual General Meeting relating to (i) the granting to the Directors the Issue Mandate; (ii) the granting to the Directors the Repurchase Mandate; (iii) the extension of the Issue Mandate to include Shares repurchased pursuant to the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to grant to the Directors a general and unconditional mandate to allot and issue new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation thereto. Subject to the passing of the ordinary resolution granting the Issue Mandate and on the basis of 5,757,333,824 Shares in issue as at the Latest Practicable Date and that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Issue Mandate to issue 1,151,466,764 Shares, being 20% of the issued share capital of the Company as at the date of passing of the resolution to approve the Issue Mandate. The Issue Mandate will end on the earliest of the date of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required to be held by law or the Articles, or the date upon which such authority is revoked or varied by an ordinary resolution of the Company in a general meeting.

GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares in the share capital of the Company subject to the criteria set out in this circular. In particular, Shareholders should note that the maximum number of shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation thereto subject to the Listing Rules. The Repurchase Mandate will end on the earliest of the date of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required to be held by law or the Articles, or the date upon which such authority is revoked or varied by an ordinary resolution of the Company in a general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement which is set out in Appendix I to this circular.

Subject to the passing of the aforesaid ordinary resolutions in relation to the Issue Mandate and the Repurchase Mandate, an ordinary resolution will also be proposed to authorise the Directors to extend the Issue Mandate to issue and allot Shares in an amount not exceeding the aggregate nominal amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such additional amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue as at the date of passing the resolutions in relation to the Issue Mandate and the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board appointed Mr. Wang Liang as an executive Director, and Mr. Li Dong Sheng and Mr. Yuan Hao Dong as non-executive Directors with effect from 6 January 2014. Details of such appointments were set out in the announcement of the Company dated 7 January 2014. According to Article 83(3), any Directors appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Wang Liang, Mr. Li Dong Sheng and Mr. Yuan Hao Dong will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Pursuant to Article 84, Mr. Liao Martin Cheung Kong, JP, Mr. Huang Ming and Mr. Xu Quan will retire from offices as Directors at the Annual General Meeting and, being eligible, will offer themselves for re-election as Directors. The biographical details of the retiring Directors are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 18 to 22 of this circular. Pursuant to the requirements of the Listing Rules, all votes to be taken at the Annual General Meeting will be by poll.

A form of proxy for the Annual General Meeting is enclosed herewith. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy and return it to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as practicable but in any event no later than 48 hours before the time appointed for holding the Annual General Meeting. Completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof in person should you so wish.

RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Repurchase Mandate to the Directors, the extension of the Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The information contained herein relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other matters not contained in this circular the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

By order of the Board of

FANTASIA HOLDINGS GROUP CO., LIMITED

Pan Jun

Chairman

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(l)(b) and other relevant provisions of the Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,757,333,824 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no outstanding share options of the Company are exercised and no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 575,733,382 Shares, being 10% of the entire issued share capital of the Company during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the date on which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

2. REASONS FOR SHARES REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstances in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as a whole as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and the Articles and the laws of the Cayman Islands. Any repurchase of Shares will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase or, if authorised by the Articles and subject to the Companies Law, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital. In accordance with the laws of the Cayman Islands, the shares so repurchased would be treated as cancelled.

The Directors consider that the exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital or gearing level of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 December 2013). The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 December 2013) which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date are as follows:

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2013		
April	1.27	1.08
May	1.34	1.18
June	1.33	0.99
July	1.39	1.24
August	1.37	1.19
September	1.30	1.20
October	1.34	1.20
November	1.56	1.33
December	1.46	1.26
2014		
January	1.43	1.25
February	1.47	1.27
March (up to the Latest Practicable Date)	1.12	1.06

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Memorandum and the Articles and the laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company or its subsidiaries, nor has undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

6. TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT

If a Shareholder's proportionate interest in the voting capital of the Company increases as a result of a share repurchase, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, Fantasy Pearl, a company indirectly owned as to 80% by Ms. Zeng Jie, Baby and as to 20% by Mr. Pan Jun, was beneficially interested in an aggregate of approximately 56.10% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the shareholding in the Company held by Fantasy Pearl would be increased to approximately 62.33% of the issued share capital of the Company. Accordingly, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will not exercise the Repurchase Mandate to such an extent as a result of such repurchase, the number of Shares held by the public would fall below 25% of the total number of Shares in issue.

7. SHARE REPURCHASES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company repurchased 313,488,000 Shares on the Stock Exchange at an aggregate consideration of HK\$470,690,256 before expenses. The repurchases were effected by the Directors for the enhancement of shareholder value in the long term. Details of the Share repurchases are as follows:

Date of repurchase	Number of ordinary Shares repurchased	Highest price paid per Share HK\$	Lowest price paid per Share HK\$	Aggregation consideration paid HK\$
28 October 2013	1,098,000	1.26	1.25	1,379,857.26
29 October 2013	3,529,500	1.27	1.25	4,446,111.15
30 October 2013	7,464,000	1.31	1.27	9,698,721.60
31 October 2013	5,953,500	1.32	1.30	7,856,238.60
1 November 2013	4,507,500	1.34	1.34	6,040,050.00
4 November 2013	273,000	1.36	1.36	371,280.00
5 November 2013	2,983,500	1.39	1.38	4,139,307.90
6 November 2013	9,097,500	1.42	1.39	12,869,323.50
7 November 2013	6,672,000	1.44	1.42	9,599,006.40
8 November 2013	8,340,000	1.47	1.43	12,052,134.00
11 November 2013	9,900,000	1.49	1.47	14,749,020.00
12 November 2013	7,506,000	1.51	1.47	11,263,503.60
13 November 2013	10,096,500	1.53	1.49	15,386,056.35
14 November 2013	9,855,000	1.56	1.52	15,187,540.50
15 November 2013	6,450,000	1.55	1.51	9,818,190.00
18 November 2013	26,617,500	1.55	1.48	40,924,406.25
19 November 2013	47,146,500	1.55	1.52	72,883,744.35
20 November 2013	69,999,000	1.55	1.53	107,644,462.20
21 November 2013	60,000,000	1.53	1.50	90,426,000.00
22 November 2013	15,999,000	1.50	1.47	23,955,302.70

The repurchased Shares were cancelled on 2 December 2013. The nominal value of the cancelled shares was transferred to the capital redemption reserve and the relevant aggregate consideration was paid out from the Company's retained profits.

Save as disclosed above, neither the Company nor any of its Subsidiaries had purchased, sold or redeemed any of the Shares during the previous six months immediately preceding the Latest Practicable Date.

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. Wang Liang (王亮), age 44, is the vice president of Fantasia Group (China) Company Limited. He is also the director and supervisor of a number of the Group's subsidiaries. Mr. Wang joined our Group in April 2006 and is primarily responsible for the investment management and internal control, senior housing and health businesses of the Group. Prior to joining our Group, he was the director of the financial management department of Huafu HK Co. Limited and the general manager of the financial management department of one of its subsidiaries from 2005 to 2006, the assistant to general manager of the financial management department of Shenzhen Feishang Industry Group Co., Ltd.* in 2005 and the deputy manager of the finance department of Shenzhen Southern Zhongji Containers Manufacture Co. Ltd.* from 1994 to 2001. Mr. Wang received a Bachelor's degree in business economics from Yangzhou Normal University* in 1992.

Mr. Wang has entered into a service contract with the Company in relation to his appointment as an executive Director with the term commencing from 6 January 2014 to 5 January 2017, subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Wang is entitled to an annual remuneration of RMB1,536,000 and a discretionary bonus as determined by the Board with reference to his duties and responsibilities as well as the performance of the Company.

As at the Latest Practicable Date, Mr. Wang is interested in the share options granted by the Company to subscribe for 6,580,000 Shares. Save as disclosed above, Mr. Wang has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Wang is independent from and not related to any other Directors, senior management or substantial shareholders of the Company. Save as disclosed above, Mr. Wang has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Wang and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

Mr. Li Dong Sheng (李東生), age 56, is a non-executive Director. He graduated from South China University of Technology in 1982 with a Bachelor degree in radio technology and has more than 18 years of experience in the information technology field. Mr Li. is the Chairman and CEO of TCL Corporation*, the Chairman of TCL Multimedia Technology Holdings Limited ("**TCL Multimedia**") and TCL Communication Technology Holdings Limited ("**TCL Communication**"), both of which are companies listed on the Stock Exchange, all of which produce consumer electronic products. Mr. Li is also an independent non-executive director of Tencent Holdings Limited, a company listed on the Stock Exchange, and an independent director of Legrand, a company listed on NYSE Euronext. On 2 January 2014, Mr. Li, was fined by the Eastern Magistrates' Court a total sum of HK\$10,000 and ordered to pay costs to the Securities and Futures Commission in respect of 16 summonses for late filing of disclosures of his interests in TCL Multimedia and TCL Communication under the Part XV of the SFO. The summonses related to disclosure of his interests of 4 share transactions which took place on various occasions during the period from 5 November 2008 to 22 June 2011. Mr. Li has informed and confirmed to the Board that the late filing mentioned above was solely caused by weakness in the procedures he had previously put in place for identifying and making disclosures. He had further put in place enhanced procedures for disclosure purposes and confirmed that the late filing was an isolated incident and will not affect his competence to discharge his duty as a non-executive Director.

The Company has entered into a letter of appointment with Mr. Li in relation to his appointment as a non-executive Director. Mr. Li has been appointed for a term commencing on 6 January 2014 until the next following annual general meeting of the Company, subject to retirement by rotation and re-election in accordance with the Articles. Mr. Li is entitled to a director's fee of RMB240,000 per annum, which has been approved by the Board having considered his responsibilities and duties, the Company's remuneration policy and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Li has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Li is independent from and not related to any other Directors, senior management or substantial shareholders of the Company. Save as disclosed above, Mr. Li has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Li and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

Mr. Yuan Hao Dong (袁浩東), age 41, is a non-executive Director. He graduated from Huazhong University of Science and Technology in December 2000 with a Master degree in Business Administration and Management and has more than 10 years of working experience in financial management, corporate finance and merger and acquisition areas. Mr. Yuan joined TCL Corporation in 2000 as the senior manager of the strategic development department and between 2002 and 2009, was the finance manager of various subsidiaries of TCL Corporation and the vice general manager of the strategic investment centre, where he was generally responsible for planning and carrying out reorganisation and merger and acquisition activities. Since 2012, he has been the general manager of the investment banking department of TCL Corporation. He is generally responsible for building capital platforms, implementing capital finance strategies, carrying out investments and acquisition and disposal of assets. Mr. Yuan was also the chief financial officer of Shenzhen Huaxing Electric Technology Co., Ltd.* in 2009.

The Company has entered into a letter of appointment with Mr. Yuan in relation to his appointment as a non-executive Director. Mr. Yuan has been appointed for a term commencing on 6 January 2014 until the next following annual general meeting of the Company, subject to retirement by rotation and re-election in accordance with the Articles. Mr. Yuan is entitled to a director's fee of RMB240,000 per annum, which has been approved by the Board having considered his responsibilities and duties, the Company's remuneration policy and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Yuan has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Yuan is independent from and not related to any other Directors, senior management or substantial shareholders of the Company. Save as disclosed above, Mr. Yuan has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Yuan and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

Mr. Liao Martin Cheung Kong, JP (廖長江), aged 56, is an independent non-executive Director. He is also a member of each of our Company's audit committee, remuneration committee and nomination committee, respectively. Mr. Liao was appointed a Justice of the Peace in 2004. He is elected Deputy (representing Hong Kong SAR) to the 12th National People's Congress of the PRC. In Hong Kong, Mr. Liao serves as a member of the Legislative Council of the Hong Kong SAR, chairman of the Hong Kong Council for Accreditation of Academic and Vocational Qualifications, a Council and a Court member

of the University of Hong Kong, a director of the Hong Kong Sports Institute Limited and chairman of the Anti-Money Laundering and Counter-Terrorist Financing (Financial Institutions) Review Tribunal. Mr. Liao graduated with a Bachelor of Economic Science (Hons) degree and a Master of Laws degree from University College London. Mr. Liao was Called to the Bar in England and Wales in 1984 and was Called to the Bar in Hong Kong in 1985 and has been a practising barrister in Hong Kong since 1985. Mr. Liao is also an advocate and solicitor admitted in Singapore since 1992. Mr. Liao was appointed as an independent non-executive Director on 22 October 2009.

Mr. Liao has entered into an appointment letter with the Company for a term of three years commencing on 25 November 2012 and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles. His emoluments are determined by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Mr. Liao is entitled to receive an annual fee of RMB240,000.

As at the Latest Practicable Date, Mr. Liao is interested in the share options granted by the Company to subscribe for 1,600,000 Shares. Save as disclosed above, Mr. Liao has no interests in the Shares within the meaning of Part XV of the SFO. Mr. Liao is independent from and not related to any other Directors, senior management or substantial shareholders of the Company. Mr. Liao has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Liao and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

Mr. Huang Ming (黃明), aged 49, is an independent non-executive Director. He is also the chairman of the Company's remuneration committee and a member of each of the Company's audit committee and nomination committee. He has been a Professor of Finance at the Johnson Graduate School of Management at Cornell University since July 2005 and the Head of School of Finance of Shanghai University of Finance & Economics from 2006 to April 2009. Mr. Huang was an Assistant Professor of Finance at Stanford University, Graduate School of Business from 1998 to 2002. Mr. Huang was also the Associate Dean and visiting Professor of Finance and the Professor of Finance at the Cheung Kong Graduate School of Business (長江商學院) from 2004 to 2005 and from 2008 to 2010 respectively. Since July 2010, Mr. Huang has been a Professor of Finance at

the China Europe International Business School (中歐國際工商學院). Mr. Huang graduated from Peking University in 1985 majoring in Physics. Mr. Huang then obtained a Ph.D in Physics and a Ph.D in Business from Cornell University and Stanford University respectively. Mr. Huang is a non-executive director of the Annuity Fund Management Board of China National Petroleum Corporation (中國石油天然氣集團年金理事會) and Yingli Green Energy Holdings Co Ltd (英利綠色能源控股有限公司) since 2007 and 2008 respectively. He has also been appointed as a non-executive director of Qihoo 360 Technology Co., Ltd. (奇虎360科技有限公司), a company listed on the New York Stock Exchange, in 2011. Mr. Huang is currently a non-executive director of 360buy Group (京東商城集團), Guosen Securities Company Limited (國信證券有限公司), and Tebon Securities Co., Ltd. (德邦證券有限公司).

Mr. Huang has entered into an appointment letter with the Company for a term of three years commencing on 25 November 2012 and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles. His emoluments are determined by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Mr. Huang is entitled to receive an annual fee of RMB240,000.

As at the Latest Practicable Date, Mr. Huang is interested in the share options granted by the Company to subscribe for 1,600,000 Shares. Save as disclosed above, Mr. Huang has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Huang is independent from and not related to any other Directors, senior management or substantial shareholders of the Company. Save as disclosed above, Mr. Huang has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Huang and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

Mr. Xu Quan (許權), aged 71, is an independent non-executive Director. He is also a member of each of the Company's audit committee, remuneration committee and nomination committee. Mr. Xu is a qualified real estate senior engineer and real estate valuer. Mr. Xu has obtained a Postgraduate Programme Diploma in Shenzhen Real Property at Jinan University (暨南大學) in 1992. In 1993, Mr. Xu was qualified as a real estate senior engineer (房地產高級工程師) and later in 1995, obtained his qualification as an individual member (個人會員) in the Guangdong Real Property Valuer Association (廣東省房地產估價師學會). Since 2003, Mr. Xu has been the Chairman of Shenzhen Real Estate Association (深圳市房地產業協會). Mr. Xu was appointed as an independent non-executive Director on 12 October 2009.

Mr. Xu has entered into an appointment letter with the Company for a term of three years commencing on 25 November 2012 and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles. His emoluments are determined by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Mr. Xu is entitled to receive an annual fee of RMB240,000.

As at the Latest Practicable Date, Mr. Xu is interested in the share options granted by the Company to subscribe for 1,600,000 Shares. Save as disclosed above, Mr. Xu has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Xu is independent from and not related to any other Directors, senior management or substantial shareholders of the Company. Mr. Xu has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Xu and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN that the annual general meeting of FANTASIA HOLDINGS GROUP CO., LIMITED (the “Company”) will be held at Pheasant to Stork 1/F., 5 Connaught Road, Central, Hong Kong on Wednesday, 14 May 2014 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions (with or without modifications):

As Ordinary Business

1. To receive, consider and adopt the report of the directors of the Company (the “Directors”), the audited consolidated financial statements of the Company and the report of the independent auditor of the Company for the year ended 31 December 2013.
2. To declare a final dividend for the year ended 31 December 2013 of HK\$6.68 cents per Share in the aggregate amount of HK\$384,288,320 to be paid out of the Company’s share premium account to the existing shareholders of the Company whose names appeared on the register of members of the Company at the close of business on Tuesday, 20 May 2014 to Wednesday, 21 May 2014 (both days inclusive), pursuant to the articles of association of the Company, with such dividend to be paid in such manner as determined by the Directors to be appropriate.
3. To re-elect Mr. Wang Liang, a retiring Director, as an executive Director.
4. To re-elect Mr. Li Dong Sheng, a retiring Director, as a non-executive Director.
5. To re-elect Mr. Yuan Hao Dong, a retiring Director, as a non-executive Director.
6. To re-elect Mr. Liao Martin Cheung Kong, JP, a retiring Director, as an independent non-executive Director.
7. To re-elect Mr. Huang Ming, a retiring Director, as an independent non-executive Director.
8. To re-elect Mr. Xu Quan, a retiring Director, as an independent non-executive Director.

NOTICE OF ANNUAL GENERAL MEETING

9. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
10. To re-appoint the auditors of the Company (the “**Auditors**”) to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix the remuneration of the Auditors.

As Special Business

To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

11. “**THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.1 each in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) any share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company’s articles of association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

12. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued shares of HK\$0.1 each in the capital of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the shares which are authorised to be purchased by the Directors pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company’s articles of association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

13. “**THAT** conditional upon the passing of the resolutions nos. 11 and 12 as set out in the notice convening the meeting of which these resolutions form part (the “**Notice**”), the general mandate granted to the Directors pursuant to the resolution no. 11 as set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company purchased by the Company under the authority granted pursuant to the resolution no. 12 as set out in the Notice, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

By Order of the Board
FANTASIA HOLDINGS GROUP CO., LIMITED
Pan Jun
Chairman

Hong Kong, 2 April 2014

Notes:

- 1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on behalf of him. A proxy need not be a shareholder of the Company.
- 2. A form of proxy for the annual general meeting is enclosed. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any), under which the form is signed must be deposited at the Company’s branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
- 3. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the meeting or any adjourned meeting or upon the poll concerned if the shareholders of the Company so wish. In such event, the instrument appointing the proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

4. The Register of Members of the Company will be closed for the following periods:
 - (a) For the purpose of determining shareholders who are entitled to attend and vote at the forthcoming annual general meeting to be held on 14 May 2014 (the “**Meeting**”), the register of members of the Company will be closed on Thursday, 8 May 2014 to Wednesday, 14 May 2014, both days inclusive. In order to qualify for attending and voting at the Meeting, all transfer documents should be lodged for registration with Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 7 May 2014.
 - (b) For the purpose of determining shareholders who qualify for the final dividend, the register of members of the Company will be closed on Tuesday, 20 May 2014 to Wednesday, 21 May 2014, both days inclusive. In order to qualify for the final dividend, all transfer documents should be lodged for registration with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 19 May 2014.
5. With respect to the resolution set out in resolution no. 12 of the notice, approval is being sought from shareholders of the Company for a general mandate to be given to the directors to repurchase shares of the Company.
6. With respect to the resolutions set out in resolution nos. 11 and 13 of the notice, approval is being sought from shareholders of the Company for general mandates to be given to the directors to allot, issue and deal with shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

As at the date of this notice, the executive Directors are Mr. Pan Jun, Ms. Zeng Jie, Baby, Mr. Lam Kam Tong, Mr. Zhou Jinqun and Mr. Wang Liang, the non-executive Directors are Mr. Li Dong Sheng and Mr. Yuan Hao Dong, the independent non-executive Directors are Mr. Ho Man, Mr. Liao Martin Cheung Kong, JP, Mr. Huang Ming and Mr. Xu Quan.