



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: 1777)

**SECOND FORM OF PROXY FOR ANNUAL GENERAL MEETING
TO BE HELD ON 24 MAY 2017**

I/We (Note 1) _____
of _____
being the registered holder(s) of _____ share(s) (Note 2) of HK\$0.1 each (the "Share") in the issued share capital of FANTASIA HOLDINGS GROUP CO., LIMITED (the "Company") hereby appoint the chairman of the annual general meeting of the Company (the "Meeting"), or failing him/her (Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Garden Rooms, Level 2, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 24 May 2017 at 2:00 p.m. (or at any adjournment thereof), in respect of the resolutions set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS (Note 4)		For (Note 5)	Against (Note 5)
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 2016.		
2.	To declare a final dividend of HK5.00 cents per Share for the year ended 31 December 2016.		
3.	To re-elect Mr. Pan Jun, a retiring Director, as an executive Director.		
4.	To re-elect Mr. Lam Kam Tong, a retiring Director, as an executive Director.		
5.	To re-elect Mr. Deng Bo, a retiring Director, as an executive Director.		
5A.	To re-elect Mr. Liao Qian, a retiring Director, as a non-executive Director.		
6.	To re-elect Mr. Ho Man, a retiring Director, as an independent non-executive Director.		
7.	To re-elect Dr. Liao Jianwen, a retiring Director, as an independent non-executive Director.		
8.	To authorise the board of Directors (the "Board") to fix the remuneration of the Directors.		
9.	To re-appoint Deloitte Touche Tohmatsu as 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.		
10.	Special Business – to grant a general mandate to the Directors to allot, issue and deal with new Shares not exceeding 20 per cent. of the total number of shares of the Company in issue at the date of passing this Resolution.		
11.	Special Business – to grant a general mandate to the Directors to buyback the Shares not exceeding 10 per cent. of the total number of shares of the Company at the date of passing this Resolution.		
12.	Special Business – to include such number of the Shares bought back by the Company under Resolution 11 to the mandate granted to the Directors under Resolution 10.		

Date: _____

Signed: (Note 6) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this second form of proxy will be deemed to relate to all the Shares in the issued share capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, delete "the Chairman of the meeting" and insert the name and address of the desired proxy in the space provided. **(ANY ALTERATION MADE TO THIS SECOND FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.)**
4. The above description of the proposed ordinary resolutions is by way of summary only. The full text appears in the notice of the Meeting.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
6. This second form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding, the first named being the senior.
8. In order to be valid, this second form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong (the "**Share Registrar**"), Computershare Hong Kong Investor Services Limited at 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 or any adjournment thereof.
9. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
10. Completion and return of this second form of proxy will not preclude you from attending and voting in person at the meeting if you so wish, in which case this second form of proxy shall be deemed to be revoked.

IMPORTANT: A SHAREHOLDER OF THE COMPANY (THE "SHAREHOLDER") WHO HAS ALREADY LODGED THE PROXY FORM WHICH WAS SENT TOGETHER WITH THE NOTICE OF THE MEETING DATED 23 MARCH 2017 (THE "FIRST PROXY FORM")

- (i) if no second form of proxy is lodged with the Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder will be entitled to vote at its/his/her discretion or to abstain from voting on any resolution properly put to the Meeting including the resolution for the re-election of Mr. Liao Qian as a non-executive Director set out in the supplemental circular of the Company dated 11 April 2017;
- (ii) if this second form of proxy is lodged with the Share Registrar 48 hours prior to the time appointed for holding the Meeting (the "**Closing Time**"), such second form of proxy, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by the Shareholder; and
- (iii) if this second form of proxy is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under this second form of proxy will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder under the First Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no second form of proxy was lodged with the Share Registrar.