



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)

SECOND FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON 10 MAY 2013

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 Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central Hong Kong on Friday, 10 May 2013 at 10:30 a.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.

RESOLUTIONS		For (Note 4)	Against (Note 4)
1.	To receive, consider and adopt the report of the directors of the Company (the "Directors"), the audited consolidated financial statements and the independent auditor's report for the year ended 31 December 2012.		
2.	To declare a final dividend for the year ended 31 December 2012 of HK\$5.5 cents per Share in the aggregate amount of HK\$286,397,196 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 21 May 2013, 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. Lam Kam Tong, a retiring director, as an executive Director.		
4.	To re-elect Ms. Zeng Jie, Baby, a retiring director, as an executive Director.		
4A.	To re-elect Mr. Zhou Jinquan, a retiring director, as an executive Director.		
5.	To re-elect Mr. Ho Man, a retiring director, as an independent non-executive Director.		
6.	To authorise the board of Directors (the "Board") of the Company to fix the remuneration of the Directors.		
7.	To re-appoint the auditors of the Company (the "Auditors") and to authorise the Board to fix the remuneration of the Auditors.		
Ordinary Resolutions			
8.	Special Business – to grant a general mandate to the Directors to repurchase the Shares not exceeding 10 per cent. of the existing issued share capital of the Company at the date of passing this Resolution.		
9.	Special Business – to grant a general mandate to the Directors to allot and issue new Shares not exceeding 20 per cent. of the existing issued share capital of the Company at the date of passing this Resolution.		
10.	Special Business – to include the amount of the Shares repurchased by the Company under Resolution 8 to the mandate granted to the Directors under Resolution 9.		

Date: \_\_\_\_\_

Signed: (Note 5) \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- 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).
- 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.**)
- 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.
- 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.
- 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.
- 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.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- 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 26 MARCH 2013 (THE "FIRST PROXY FORM")**

- 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. Zhou Jinquan as a Director set out in the supplemental circular of the Company dated 10 April 2013;
- 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
- 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.