

THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular, together with the enclosed second 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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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)

SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 23 MARCH 2017
RELATING TO THE RE-ELECTION OF DIRECTORS
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular issued by the Company to the Shareholders on 23 March 2017 and the notice convening an annual general meeting of the Company (the “**Annual General 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. A second form of proxy (the “**Second Proxy Form**”) is also enclosed with this supplemental circular for use at the Annual General Meeting.

Whether or not you intend to attend and vote at the Annual General Meeting in person, please complete the Second Proxy Form enclosed in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company (the “**Share Registrar**”), 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. Completion and return of a valid Second Proxy Form will revoke and supersede the First Proxy Form, but 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, 11 April 2017

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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)

Executive Directors:

Mr. Pan Jun (*Chairman and Chief Executive Officer*)

Ms. Zeng Jie, Baby

Mr. Lam Kam Tong

Mr. Deng Bo

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive Directors:

Mr. Li Dong Sheng

Mr. Liao Qian

Principal place of business

in Hong Kong:

Room 1202-03

New World Tower 1

16-18 Queen's Road Central

Hong Kong

Independent non-executive Directors:

Mr. Ho Man

Mr. Huang Ming

Dr. Liao Jianwen

Ms. Wong Pui Sze, Priscilla, JP

Mr. Guo Shaomu

11 April 2017

To the Shareholders

Dear Sir/Madam,

SUPPLEMENTAL CIRCULAR

TO

THE CIRCULAR TO SHAREHOLDERS DATED 23 MARCH 2017

RELATING TO THE RE-ELECTION OF DIRECTORS

AT THE ANNUAL GENERAL MEETING

AND

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 23 March 2017 (the "Circular") which contains, among other matters,

LETTER FROM THE BOARD

information relating to the re-election of Directors at the Annual General Meeting. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

The Company announced on 31 March 2017 that Mr. Liao Qian (“**Mr. Liao**”) has been appointed as a non-executive Director. In accordance with article 83(3) of the Articles of Association, Mr. Liao will retire at the Annual General Meeting and, being eligible, will offer himself for re-election.

The purpose of this supplemental circular is to provide you with further information in relation to the re-election of Mr. Liao as a non-executive Director, and to give you a supplemental notice of the Annual General Meeting and the Second Proxy Form.

PROPOSED RE-ELECTION OF DIRECTOR

The Board appointed Mr. Liao as a non-executive Director with effect from 31 March 2017. Details of such appointment were set out in the announcement of the Company dated 31 March 2017.

According to article 83(3) of the Articles of Association, any Director 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. Liao will retire at the Annual General Meeting and, being eligible, will offer himself for re-election.

Set out below is the biographical information of Mr. Liao:

Mr. Liao, aged 36, is currently the secretary of the board of directors and the vice chairman of investor relations committee of TCL Corporation (“**TCL Corporation**”), the shares of which are listed on Shenzhen Stock Exchange (Stock Code: 000100). He joined TCL Corporation as the officer of the board of directors in March 2014. Mr. Liao was subsequently appointed as the secretary of the board of directors of TCL Corporation in April 2014, a member of the executive committee of TCL Corporation in December 2014. Mr. Liao is also the chairman, a non-executive director, the chairman of the nomination committee and a member of the remuneration committee of China Display Optoelectronics Technology Holdings Limited, the shares of which are listed on main board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (Stock Code: 334); and the chairman and a non-executive director of Tonly Electronics Holdings Limited, the shares of which are listed on main board of the Stock Exchange (Stock Code: 1249).

He served as a director of TCL Communication Technology Holdings Limited (whose shares were during 27 September 2004 up to 30 September 2016 listed on the Stock Exchange (former stock code: 2618) and currently a wholly owned subsidiary of TCL Corporation) since May 2015, a director of TCL Financial Holding (Shenzhen) Co. Ltd.* (TCL金融控股(深圳)有限公司) since September 2015, a director of TCL Smart Home Technologies Co., Limited since November 2015, a director of Highly Information

LETTER FROM THE BOARD

Industry Co. Ltd (a subsidiary of TCL Corporation) and Huizhou Kuyou Network and Technology Co. Ltd.* (惠州酷友網絡科技有限公司) respectively since March 2016, a director of Speedex Logistics Co. Ltd.* (速必達希杰物流有限公司, a non-wholly owned subsidiary of TCL Corporation) since July 2016, a director of Shenzhen Hawk Internet Co. Ltd.* (深圳豪客互聯網有限公司, a non-wholly owned subsidiary of TCL Corporation) and TCL Culture and Media (Shenzhen) Co. Ltd* (TCL文化傳媒(深圳)有限公司, a non-wholly owned subsidiary of TCL Corporation) since August 2016 and an independent director of Shenzhen Jiawei Photovoltaic Lighting Co.,Ltd. since November 2016.

Prior to joining TCL Corporation, Mr. Liao had worked for Guotai Junan Securities Co. Ltd. as the senior manager and general manager of financial advisory department and Guotai Junan Securities Co. Ltd. (Shenzhen headquarters) as the director of corporate accounts in relation to the capital market of investment banking business in between Hong Kong and the People's Republic of China during August 2006 to February 2014.

Mr. Liao graduated from Fuzhou University with a bachelor degree in economics in 2002, and Yunnan University with a master degree of laws in 2006. Mr. Liao also holds a Chinese legal professional qualification certificate.

Mr. Liao has entered into an appointment letter with the Company for a term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. The appointment letter can be terminated by either party by giving three months' notice to the other party. Mr. Liao will receive annual emolument of RMB240,000. Mr. Liao's emolument was determined by the Board with reference to his duties and responsibilities and the prevailing market rate.

As at 7 April 2017, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein, Mr. Liao did not hold any shares of the Company within the meaning of Part XV of the SFO and he did not have any relationship with any other directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company. Save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to the appointment of Mr. Liao that need to be brought to the attention of the shareholders of the Company.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since both the notice of the Annual General Meeting and the form of proxy (the "First Proxy Form") sent together with the Circular do not contain the proposed resolution for the re-election of Mr. Liao as a non-executive Director, a supplemental notice of the Annual General Meeting has been set out on pages 6 to 7 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolution.

LETTER FROM THE BOARD

Whether or not you intend to attend and vote at the Annual General Meeting in person, please complete the Second Proxy Form enclosed in accordance with the instructions printed thereon and return it to the Share Registrar 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.

Special arrangements about completion and submission of the Second Proxy Form are also set out in the Appendix to this supplemental circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the Annual General Meeting are requested to pay particular attention to the special arrangements set out herein.

Completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude you from attending and voting at the Annual General Meeting if you so wish.

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors also consider that the proposed re-election of Mr. Liao as a non-executive Director as set out in this supplemental circular 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.

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

Yours faithfully,
By order of the Board of
FANTASIA HOLDINGS GROUP CO., LIMITED
Pan Jun
Chairman

* *for identification purpose only*

SPECIAL ARRANGEMENT ABOUT COMPLETION AND SUBMISSION OF THE SECOND PROXY FORM

A Shareholder who has not yet lodged the First Proxy Form with the Share Registrar is requested to lodge the Second Proxy Form if the Shareholder wishes to appoint proxy/proxies to attend the Annual General Meeting on its/his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

- (i) if no Second Proxy Form 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 Annual General Meeting including the resolution for the re-election of Mr. Liao as a non-executive Director set out in this supplemental circular;
- (ii) if the Second Proxy Form is lodged with the Share Registrar 48 hours prior to the time appointed for holding the Annual General Meeting (the “**Closing Time**”), the Second Proxy Form, 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 the Second Proxy Form 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 the Second Proxy Form 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 Proxy Form was lodged with the Share Registrar.

Completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude you from attending and voting at the Annual General Meeting if you so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the Annual General Meeting are requested to pay attention to the special arrangements set out above.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “AGM Notice”) dated 23 March 2017 by FANTASIA HOLDINGS GROUP CO., LIMITED (the “Company”) to convene the annual general meeting (the “Annual General Meeting”) of the Company 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.

Details of the proposed resolutions to be considered at the Annual General Meeting were stated in the AGM Notice. Unless otherwise defined, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 23 March 2017. Apart from the amendments stated below, all the information contained in the AGM Notice remains valid and effective.

Due to the matters as set out in the supplemental circular of the Company dated 11 April 2017, **SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the Annual General Meeting will 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. for the purpose of considering and, if thought fit, passing the following resolution of the Company (with or without modifications), in addition to the resolutions set out in the AGM Notice:

As Ordinary Business

5A. To re-elect Mr. Liao Qian, a retiring Director, as a non-executive Director.

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

Hong Kong, 11 April 2017

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A second form of proxy (the “**Second Proxy Form**”) is enclosed with the supplemental circular of the Company dated 11 April 2017 (the “**Supplemental Circular**”). Please refer to the appendix to the Supplemental Circular for special arrangements about completion and submission of the Second Proxy Form.
2. Please refer to the AGM Notice for details of the other ordinary resolutions to be passed at the Annual General Meeting, closure of the register of members of the Company and eligibility for attending the Annual General Meeting, proxy and other relevant matters.

As at the date of this notice, the executive Directors are Mr. Pan Jun, Ms. Zeng Jie, Baby, Mr. Lam Kam Tong and Mr. Deng Bo; the non-executive Directors are Mr. Li Dong Sheng and Mr. Liao Qian 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.