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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, 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 控 股 集 團 有 限 公 司

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)

- (1) PROPOSED GENERAL MANDATES TO ISSUE AND
BUYBACK SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Fantasia Holdings Group Co., Limited to be held at Imagination Room, BOHUB, 5/F., Tower A, The Platinum Tower, No. 1 Tairan 7th Road, Futian District, Shenzhen, the PRC on Wednesday, 22 May 2024 at 10:00 a.m. is set out on pages 17 to 20 of this circular. Whether or not you are able to attend the Annual General Meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, 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 the holding of the Annual General Meeting (or any adjournment thereof). Such form of proxy is also published on the Stock Exchange's HKExnews website at www.hkexnews.hk and the Company's website at www.cnfantasia.com. 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 and in such event, the form of proxy shall be deemed to be revoked.

29 April 2024

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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 Imagination Room, BOHUB, 5/F., Tower A, The Platinum Tower, No. 1 Tairan 7th Road, Futian District, Shenzhen, the PRC on Wednesday, 22 May 2024 at 10:00 a.m. or any adjournment thereof, notice of which is set out on pages 17 to 20 of this circular
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to buyback Shares not exceeding 10% of the total number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Colour Life”	Colour Life Services Group Co., Limited, an exempted company incorporated in the Cayman Islands with limited liability under the laws of the Cayman Islands, a non-wholly owned subsidiary of the Company, shares of which are listed on the Main Board of the Stock Exchange (stock code: 1778)
“Companies Act”	the Companies Act, Cap. 22 of the Cayman Islands (as amended, supplemented, or otherwise modified from time to time)
“Company”	Fantasia Holdings Group Co., Limited, an exempted company incorporated in the Cayman Islands with limited liability under the laws of the Cayman Islands, shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Existing Articles”	the amended and restated articles of association of the Company currently in force

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”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with the Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	19 April 2024, 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
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as may be amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as may be amended, supplemented or otherwise modified from time to time
“%”	per cent.

LETTER FROM THE BOARD

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: 1777)

Executive Directors:

Ms. Cheng Jianli (*Chairman*)

Mr. Ke Kasheng

Mr. Timothy David Gildner

Mr. Lin Zhifeng

Non-executive Director:

Ms. Zeng Jie, Baby

Mr. Su Boyu

Independent non-executive Directors:

Mr. Guo Shaomu

Mr. Kwok Chi Shing

Mr. Ma Yu-heng

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business in

Hong Kong:

21/F.

CMA Building

64 Connaught Road Central

Hong Kong

29 April 2024

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED GENERAL MANDATES TO ISSUE AND
BUYBACK SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) 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 Buy-back Mandate; and (iii) the extension of the Issue Mandate to include Shares bought back pursuant to the Buy-back Mandate; and (iv) re-election of Directors.

LETTER FROM THE BOARD

PROPOSED GRANTING OF 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, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the resolution. Subject to the passing of the ordinary resolution granting the Issue Mandate and on the basis of 5,772,597,864 Shares in issue as at the Latest Practicable Date and that there is no change in the total number of issued Shares prior to the Annual General Meeting, the Company would be allowed under the Issue Mandate to issue a maximum of 1,154,519,572 Shares, being 20% of the total number of Shares in issue as at the date of passing of the resolution to approve the Issue Mandate. The Issue Mandate will end on the earliest of (i) the date of the next annual general meeting of the Company; or (ii) the date by which the next annual general meeting of the Company is required to be held by law or the New Articles; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

PROPOSED GRANTING OF GENERAL MANDATE TO BUYBACK 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 buyback issued Shares in such number not exceeding 10% of the total number of Shares in issue as at the date of passing of the resolution in relation thereto subject to the Listing Rules. The Buy-back Mandate will end on the earliest of (i) the date of the next annual general meeting of the Company; or (ii) the date by which the next annual general meeting of the Company is required to be held by law or the New Articles; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

In accordance with the Listing Rules, the Company is required to give the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant to the Directors of the Buy-back Mandate. The explanatory statement required by the Listing Rules 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 Buy-back Mandate, an ordinary resolution will also be proposed to authorise the Directors to extend the Issue Mandate to issue, allot and deal with Shares in an amount equal to the total number of Shares that have been bought back under the Buy-back Mandate.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 83 of the articles of association (the “Articles of Association”), Ms. Cheng Jianli and Mr. Lin Zhifeng, shall hold office until the upcoming Annual General Meeting and, being eligible, offer themselves for re-election at the Annual General Meeting. In accordance with Article 84 of the Articles of Association, Mr. Su Boyu, Mr. Guo Shaomu and Mr. Ma Yu-heng will retire by rotation and, being eligible, offer themselves for re-election at the upcoming Annual General Meeting.

The biographical details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice of the Annual General Meeting is set out on pages 17 to 20 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 or any adjournment thereof. Completion and return 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 and in such event, the form of proxy shall be deemed to be revoked.

RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Buy-back Mandate to the Directors, the extension of the Issue Mandate and the re-election of 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, 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 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 circular misleading.

Yours faithfully,
By Order of the Board
Fantasia Holdings Group Co., Limited
Cheng Jianli
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 Buy-back 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. SHARES IN ISSUE

As at the Latest Practicable Date, the Company had 5,772,597,864 Shares in issue.

Subject to the passing of the ordinary resolution granting the Buy-back Mandate and on the basis that there will be no change to the total number of issued Shares prior to the Annual General Meeting, the Company would be allowed under the Buy-back Mandate to buyback a maximum of 577,259,786 Shares, being 10% of the total number of Shares in issue as at the date of the Annual General Meeting, 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 New Articles 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 BUY-BACK

The Directors believe that the Buy-back 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 buyback 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 buybacks 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 buybacks in circumstances where they consider them to be in the best interests of the Company and the Shareholders as a whole.

3. FUNDING OF BUYBACKS

In buying-back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the laws of the Cayman Islands. Any buybacks 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 buyback or, if authorised by the Articles and subject to the Companies Act, out of capital and, in the case of any premium payable on the buyback, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company. In accordance with the laws of the Cayman Islands, the shares so bought back would be treated as cancelled.

The Directors consider that the exercise of the Buy-back Mandate in full may 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 2023) given the tight liquidity of the Group. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing level 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 HK\$	Lowest HK\$
2023		
January	*	*
February	*	*
March	*	*
April	*	*
May	*	*
June	*	*
July	*	*
August (up to and including the Latest Practicable Date)	0.090	0.069
September	0.118	0.063
October	0.088	0.065
November	0.074	0.066
December	0.064	0.053
2024		
January	0.057	0.042
February	0.043	0.039
March	0.040	0.029

* *Trading of Shares are suspended from 1 April 2022 to 10 August 2023*

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 buyback Shares pursuant to the Buy-back Mandate and in accordance with the Listing Rules and the applicable 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 close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the Buy-back 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 Buy-back 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 buyback, 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 57.41% of the total number of Shares in issue. In the event that the Buy-back Mandate is exercised in full, the shareholding in the Company held by Fantasy Pearl would be increased to approximately 63.79% 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 Buy-back Mandate to such an extent as a result of such buyback, the number of Shares held by the public would fall below 25% of the total number of Shares in issue.

7. SHARE BUYBACKS MADE BY THE COMPANY

The Company did not buy back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX II BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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

1. **Ms. Cheng Jianli**

Ms. Cheng, aged 51, is the vice president of the Group. She is responsible for the human resources, administrative and overall management of the urban renewal sector. Ms. Cheng first joined the Group in 2004. She has served as various roles in the Group during the period between 2004 and 2014 and her last position was general manager of Shanghai division of the Group. She worked in Henderson (China) Investment Company Limited between July 2014 and December 2019. Her last position was assistant president and was responsible for the human resources, administration and development of new businesses. She worked in Redco Group from January 2020 to January 2021 where she was the vice president and was responsible for the human resources and administration. Ms. Cheng re-joined the Group in 2021. Ms. Cheng has 27 years of experience in the comprehensive management in real estate industry and human resources and administration.

Save as disclosed, as at the date of this circular, Ms. Cheng (i) does not have any relationship with any directors of the Company, senior management or substantial shareholders or controlling Shareholders (as defined in the Listing Rules); (ii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iii) does not hold any position in the Company or any subsidiary of the Company, nor any directorship in other listed public companies in Hong Kong or overseas in the last three years preceding the date of this circular.

The Company has entered into a director's service agreement with Ms. Cheng for a term of three years commencing from 25 September 2023. Ms. Cheng will hold office until the Company's first annual general meeting after her appointment and shall then be eligible for re-election pursuant to the New Articles. Under the director's service agreement, Ms. Cheng is not entitled to any director's fee. Ms. Cheng is entitled to a remuneration of approximately RMB1,200,000 per annum for her role as the vice president of the Group.

Save as disclosed above and as at the Latest Practicable Date, Ms. Cheng does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Ms. Cheng does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

APPENDIX II BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Ms. Cheng that needs to be brought to the attention of the holders of securities or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

2. **Mr. Lin Zhifeng**

Mr. Lin, aged 38, re-joined the Group as the general manager of the finance and capital department of the Group in February 2023. Prior to joining the Group, Mr. Lin served as the regional head of the finance and capital department of Datang Group Holdings Limited from February 2021 to February 2023, the shares of which are listed on the Main Board of Stock Exchange. Mr. Lin has served as various roles in the Group from February 2012 to April 2018. His last position was the person in charge of the finance department of the Group's Shanghai division. Mr. Lin has over 15 years of experience in financial management.

Mr. Lin obtained a bachelor's degree in management from Harbin University of Commerce in 2008. He is a Certified Management Accountant (CMA) accredited by the Institute of Certified Management Accountants United States of America.

Save as disclosed, as at the date of this circular, Mr. Lin (i) does not have any relationship with any directors of the Company, senior management or substantial shareholders or controlling Shareholders (as defined in the Listing Rules); (ii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iii) does not hold any position in the Company or any subsidiary of the Company, nor any directorship in other listed public companies in Hong Kong or overseas in the last three years preceding the date of this circular.

The Company has entered into a director's service agreement with Mr. Lin for a term of three years commencing from 25 September 2023. Mr. Lin will hold office until the Company's first annual general meeting after his appointment and shall then be eligible for re-election pursuant to the New Articles. Under the director's service agreement, Mr. Lin is not entitled to any director's fee. Mr. Lin is entitled to a remuneration of approximately RMB1,272,000 per annum for his role as the chief financial officer of the Group.

Save as disclosed above and as at the Latest Practicable Date, Mr. Lin does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

APPENDIX II BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above and as at the Latest Practicable Date, Mr. Lin does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Lin that needs to be brought to the attention of the holders of securities or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

3. **Mr. Su Boyu**

Mr. Su, aged 46, has been the non-executive Director since 27 September 2021. Mr. Su is the General Manager of TCL Technology Industrial Park Co., Ltd, which is a group company of T.C.L. Industries Holdings (H.K.) Limited. Mr. Su was the Assistant General Manager and Deputy General Manager of Strategy and Investment Management Center of TCL Technology Group Corporation (the shares of which are listed on the Shenzhen Stock Exchange, stock code: 000100.SZ, hereinafter “TCL Technology”) from March 2012 to August 2016, head of Property Operation Management of TCL Technology from August 2016 to October 2017 and the Executive Deputy General Manager of TCL Technology Industrial Park Co., Ltd from October 2017 to August 2023. Currently, he is also the Deputy General Manager of Shenzhen TCL Real Estate Co., Ltd since March 2017, the General Manager of TCL Optoelectronic Tech (Shenzhen) Co., Ltd since May 2017 and the General Manager of Keshi Huishang Technology Development (Guangdong) Co., Ltd since May 2021. T.C.L. Industries Holdings (H.K.) Limited is a substantial shareholder of the Company.

Prior to joining the TCL Group, Mr. Su served as the manager of Investment Department of Vantone Innovation Industrial Resource Investment Co., Ltd. from January 2011 to February 2012; Industrial Real Estate Manager of South China Region of JLL from April 2008 to January 2011; South China Logistics Manager of ZIM Logistics (China) Co., Ltd. from December 2005 to April 2008; Director of Freight Rate Center, Assistant General Manager at the subsidiary level and Marketing Manager of China Shipping South China Logistics Co., Ltd. from October 2002 to December 2005; Marketing Officer and Marketing Manager of China Merchants Logistics (Guangzhou) Co., Ltd. from April 2000 to October 2002. Mr. Su obtained a master’s degree in real estate management from University of Greenwich in 2012.

APPENDIX II BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

The Company has entered into an appointment letter with Mr. Su for a term of three years commencing 28 September 2021, subject to retirement by rotation and re-election at the 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. Su will receive annual emolument of RMB1. Mr. Su's emolument was determined by the Board with reference to his duties and responsibilities and the prevailing market rate.

Save as disclosed above and as at the Latest Practicable Date, Mr. Su does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Su does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Su that needs to be brought to the attention of the holders of securities or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

4. Mr. Guo Shaomu

Mr. Guo, aged 58, is an independent non-executive director of the Company. He is also the chairman of the remuneration committee and a member of each of the audit committee and nomination committee of the Company. He has over 13 years of experience in investment banking industry in Hong Kong. From February 2000 to February 2001, Mr. Guo served as an associate director of corporate finance of Salomon Smith Barney, an investment bank principally engaged in providing financial services (an investment banking arm of Citigroup Inc.), where he was primarily responsible for supporting the marketing and execution works of the China team. From March 2001 to September 2005, Mr. Guo served as an associate director of global investment banking of HSBC Investment Banking, an investment bank principally engaged in providing financial services, where he was primarily responsible for the execution of China-related transactions. From October 2005 to April 2007, Mr. Guo served as a vice president and director of the real estate team of J.P. Morgan Investment Banking Asia, an investment bank principally engaged in providing financial services, where he was primarily responsible for the marketing works covering the real estate sector in China. From April 2007 to April 2013, Mr. Guo served as a director and managing director of the real estate team of Morgan Stanley Investment Banking Asia, an investment bank principally engaged in providing financial services, where he was one of the key members responsible for the business in the real estate sector in the Greater China region.

APPENDIX II BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Currently, Mr. Guo is an independent director of GalaxyCore Inc., a company listed on the Shanghai Stock Exchange (stock code: 688728). He is also an independent non-executive director of Yida China Holdings Limited (stock code: 3639), Shanghai Heartcare Medical Technology Corporation Limited (stock code: 6609) and Sunkwan Properties Group Limited (stock code: 6900), all of which are listed on the Main Board of the Stock Exchange. From June 2020 to December 2023, Mr. Guo served as an independent non-executive director of Ganglong China Property Group Ltd (stock code: 6968), a company listed on the Main Board of the Stock Exchange.

Mr. Guo obtained a bachelor's degree in electrical engineering from Zhejiang University in July 1989, a master's degree in computer engineering from University of Southern California in May 1993 and a master's degree in business administration from the School of Management of Yale University in May 1998.

Mr. Guo has entered into a letter of re-appointment with the Company for a term of three years commencing from 17 February 2024, subject to retirement by rotation and re-election at the annual general meeting in accordance with the Existing Articles of the Company. The annual remuneration of Mr. Guo from 1 January 2024 to 31 December 2024 is RMB200,000; and the annual remuneration from 1 January 2025 will be RMB240,000, which was determined with reference to his qualification, level of duties and responsibilities undertaken in the Company and the prevailing market conditions.

Save as disclosed above and as at the Latest Practicable Date, Mr. Guo does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Guo does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Guo that needs to be brought to the attention of the holders of securities or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

5. Mr. Ma Yu-heng

Mr. Ma, aged 53, has been an independent non-executive Director, a member of each of the audit committee, the remuneration committee and nomination committee since 3 August 2023. Mr. Ma has over 25 years of experience in financing, banking and corporate finance. He was the chief financial officer of China Grand Star Luxury Investment Holdings Limited from September 2019 to May 2022. Since September 2022, Mr. Ma has acted as the chief financial officer of Guardforce AI Co., Ltd., a company listed on the NASDAQ in the United States of America (stock code: GFAI). As at the date of this circular, Mr. Ma has been the independent non-executive director of China Anchu Energy Storage Group Limited (stock code: 2399) since March 2022, Summi (Group) Holdings Limited (stock code: 756) since September 2022 and China Overseas Nuoxin International Holdings Limited (stock code: 464) since July 2023, all of which are companies listed on the Main Board of the Stock Exchange. Mr. Ma was an independent non-executive director of China U-Ton Future Space Industrial Group Holdings Ltd. from May 2022 to April 2023, a company formerly listed on the Main Board of the Stock Exchange. Mr. Ma is currently a member of CPA Australia. Mr. Ma obtained a bachelor's degree in business administration from Soochow University, Taiwan (台灣東吳大學) in June 1993 and a master's degree in business administration from Da-Yeh University, Chung Hua, Taiwan (台灣大葉大學) in June 1995.

Mr. Ma has entered into an appointment letter with the Company as an independent nonexecutive director of the Company for a term of three years commencing 3 August 2023, subject to retirement by rotation and re-election at the annual general meeting in accordance with the Existing Articles of the Company, and he will be entitled to a director's fee of HK\$180,000 per annum which was determined with reference to his background, qualification, experience, duties and responsibilities to the Company and the prevailing market situation.

Save as disclosed above and as at the Latest Practicable Date, Mr. Ma does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Ma does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Ma that needs to be brought to the attention of the holders of securities or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

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: 1777)

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Fantasia Holdings Group Co., Limited (the “**Company**”) will be held at Imagination Room, BOHUB, 5/F., Tower A, The Platinum Tower, No. 1 Tairan 7th Road, Futian District, Shenzhen, the PRC on Wednesday, 22 May 2024 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions (with or without modifications):

1. To receive, consider and adopt the report of the directors of the Company, the audited consolidated financial statements of the Company and the report of the independent auditor of the Company for the year ended 31 December 2023;
2. To re-elect Ms. Cheng Jianli as an executive director of the Company;
3. To re-elect Mr. Lin Zhifeng as an executive director of the Company;
4. To re-elect Mr. Su Boyu as a non-executive director of the Company;
5. To re-elect Mr. Guo Shaomu as an independent non-executive director of the Company;
6. To re-elect Mr. Ma Yu-heng as an independent non-executive director of the Company;
7. To authorise the board of directors to fix the remuneration of the directors of the Company;
8. To re-appoint Prism Hong Kong and Shanghai Limited as auditors of the Company 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;

NOTICE OF ANNUAL GENERAL MEETING

and, as special business, to consider and, if thought fit, pass the following resolutions, with or without modification, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

9. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company 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 of the Company 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 of the Company 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% of the total number of shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (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

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company 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 of the Company 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).”

10. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buyback shares 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 (the “**Listing Rules**”) 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 of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to buyback its shares at a price determined by the directors of the Company;
- (c) the total number of the shares which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (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.”

NOTICE OF ANNUAL GENERAL MEETING

11. “**THAT** conditional upon ordinary resolutions nos. 9 and 10 above being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to ordinary resolution no. 9 above be and is hereby extended by the addition thereto the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the total number of shares of the Company bought back by the Company under the authority granted to the directors of the Company pursuant to the ordinary resolution no. 10 above, provided that such an amount shall not exceed 10% of the total number of shares of the Company as at the date of passing this resolution.”

By Order of the Board
Fantasia Holdings Group Co., Limited
Cheng Jianli
Chairman

Hong Kong, 29 April 2024

Notes:

1. Any member of the Company entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxies (if holding two or more shares) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
3. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the annual general meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the annual general meeting or any adjourned meeting thereof should he so wishes and in such event, the form of proxy shall be deemed to be revoked.
4. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
5. The register of members of the Company will be closed from Friday, 17 May 2024 to Wednesday, 22 May 2024, both days inclusive, during which period no transfer of shares will be effected for the purpose of ascertaining the shareholders entitled to attend and vote at the annual general meeting. All completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Thursday, 16 May 2024.
6. A form of proxy for use at the annual general meeting is enclosed.