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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: 1777)

(1) CHANGE OF DIRECTORS
(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES
AND
(3) RE-COMPLIANCE WITH RULES 3.10(1), 3.10A,
3.21 AND 3.27A OF THE LISTING RULES

This announcement is made by Fantasia Holdings Group Co., Limited (the “**Company**”) under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors of the Company (the “**Board**”) is pleased to announce that, effective from 3 August 2023, Mr. Ma Yu-heng (“**Mr. Ma**”) has been appointed as an independent non-executive director of the Company.

The biographical details of Mr. Ma are set out below:

Mr. Ma, aged 53, 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 announcement, 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.

Save as disclosed above and as at the date of this announcement, Mr. Ma (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) of the Company; (ii) is not interested in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); 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 announcement.

Mr. Ma has entered into an appointment letter with the Company as an independent non-executive director of the Company for a term of three years commencing 3 August 2023, 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.

Mr. Ma will hold office until the first general meeting of the members of the Company after his appointment and be subject to re-election at such meeting.

Mr. Ma has confirmed his compliance with the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, Mr. Ma confirms there is no information that is required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the holders of securities of the Company.

The Board would like to extend its warmest welcome to Mr. Ma in joining the Board.

(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES

Mr. Ma has been appointed as a member of each of the audit committee, remuneration committee and nomination committee of the Board with effect from 3 August 2023.

(3) RESIGNATION OF EXECUTIVE DIRECTOR

Mr. Zhu Guogang (“**Mr. Zhu**”) has tendered his resignation as an executive director of the Company with effect from 3 August 2023 in order to devote more time for his personal endeavours.

Mr. Zhu has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its gratitude to Mr. Zhu for his contribution to the Company during the tenure of his office.

(4) RE-COMPLIANCE WITH RULES 3.10(1), 3.10A, 3.21 AND 3.27A OF THE LISTING RULES

The Company is pleased to announce that, following the change of director and composition of the board committees as described above, the Company has re-complied with Rules 3.10(1), 3.10A, 3.21 and 3.27A of the Listing Rules.

At the request of the Company, the trading in the shares of the Company on the Stock Exchange was suspended with effect from 9:00 a.m. on 1 April 2022. Trading in the shares of the Company will remain suspended until further notice.

Holders of the Company's securities and potential investors are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
Fantasia Holdings Group Co., Limited
Pan Jun
Chairman

Hong Kong, 3 August 2023

As at the date of this announcement, the executive directors of the Company are Mr. Pan Jun, Ms. Zeng Jie, Baby, Mr. Ke Kasheng, Mr. Chen Xinyu and Mr. Timothy David Gildner; the non-executive director of the Company is Mr. Su Boyu; and the independent non-executive directors of the Company are Mr. Guo Shaomu, Mr. Kwok Chi Shing and Mr. Ma Yu-heng.