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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)

**(1) RESIGNATION OF
INDEPENDENT NON-EXECUTIVE DIRECTOR AND
NON-COMPLIANCE WITH THE LISTING RULES; AND
(2) WITHDRAWAL OF RESOLUTION NUMBERED 4
AT THE ANNUAL GENERAL MEETING
TO BE HELD ON 23 MAY 2025**

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Fantasia Holdings Group Co., Limited (the “**Company**”) announces that Mr. Kwok Chi Shing (“**Mr. Kwok**”) has resigned as an independent non-executive Director, the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of each of the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company with effect from 22 May 2025 in order to devote more time to his other business commitments.

Mr. Kwok 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 “**Shareholders**”) and the Stock Exchange.

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

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

Following the resignation of Mr. Kwok, the Board comprises seven Directors including only two independent non-executive Directors. Accordingly, the Company is not in compliance with (i) Rules 3.10(1) and 3.10A of the Listing Rules which require that the Board must include at least three independent non-executive Directors and the number of independent non-executive Directors must represent at least one-third of the Board; (ii) Rule 3.21 of the Listing Rules which requires that the Audit Committee must comprise a minimum of three members and must be chaired by an independent non-executive Director; and (iii) Rule 3.27A of the Listing Rules which requires that the Nomination Committee must comprise a majority of independent non-executive Directors.

The Board will make best endeavours to identify a suitable candidate to be appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Nomination Committee as soon as practicable and in any event within three months as required under Rules 3.11 and 3.23 of the Listing Rules. The Company will publish further announcement as and when appropriate.

WITHDRAWAL OF RESOLUTION NUMBERED 4 AT THE ANNUAL GENERAL MEETING TO BE HELD ON 23 MAY 2025

References are made to the circular (the “**Circular**”) and the notice of the annual general meeting (the “**AGM Notice**”) of the Company both dated 30 April 2025 and the form of proxy (the “**Proxy Form**”) for use at the annual general meeting of the Company to be held on 23 May 2025 (the “**AGM**”).

As Mr. Kwok has resigned as an independent non-executive Director with effect from 22 May 2025, he will not offer himself for re-election at the AGM. Consequently, the ordinary resolution numbered 4 in respect of his re-election as an independent non-executive Director as set out in the AGM Notice and the Proxy Form, respectively, is no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM.

Save as disclosed in this announcement, all information and contents as set out in the Circular, the AGM Notice and the Proxy Form (including but not limited to the date, time and venue for holding the AGM) remain unchanged, and no revised documents will be despatched to the Shareholders. Proxy Form(s) lodged by the Shareholders will remain valid except that no poll will be conducted or counted for the ordinary resolution numbered 4 of the AGM. Shareholders are reminded to read the AGM Notice for details in respect of the other resolutions which remain scheduled for consideration and approval at the AGM.

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

Hong Kong, 22 May 2025

As at the date of this announcement, the executive directors of the Company are Ms. Cheng Jianli, Mr. Timothy David Gildner and Mr. Lin Zhifeng; the non-executive directors of the Company are Ms. Zeng Jie, Baby and Mr. Su Boyu; and the independent non-executive directors of the Company are Mr. Guo Shaomu and Mr. Ma Yu-heng.