

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.*

*This announcement is not, and does not form any part of, an offer to buy or sell or the solicitation of an offer to buy or sell any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, and may not be offered, sold or otherwise transferred within the United States absent registration or an exemption from registration. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and will contain detailed information about the Company and management, as well as financial statements. The Company does not intend to register any part of any offering referred to herein in the United States.*



**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)**

## **UPDATE ON THE PROPOSED RESTRUCTURING OF OFFSHORE DEBTS NOTICE OF SCHEME MEETING**

This announcement is made by Fantasia Holdings Group Co., Limited (the “Company”, together with its subsidiaries, the “Group”) on a voluntary basis.

Reference is made to the previous announcements of the Company dated 13 January 2023, 30 November 2023, 2 January 2024, 1 February 2024, 29 February 2024, 15 March 2024, 1 April 2024, 15 April 2024, 21 April 2024, 24 April 2024, 26 April 2024, 29 April 2024, 21 May 2024, 29 May 2024, 31 March 2025, 30 April 2025, 1 June 2025, 16 June 2025, 22 June 2025, 25 June 2025, 27 June 2025, 3 July 2025, 11 July 2025, 18 July 2025, 25 July 2025, 4 August 2025, 3 September 2025, 23 September 2025, 3 October 2025, 8 October 2025, 8 January 2026, the 16 January Announcement, 22 January 2026 and 26 January 2026 (the “**26 January Announcement**”) (together, the “**Announcements**”) in relation to the Proposed Restructuring. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

## 1. NOTICE OF SCHEME MEETING

As stated in the 16 January Announcement, by an order made on 16 January 2026, the Hong Kong Court has directed that the Hong Kong Scheme Meeting shall be convened for the purpose of considering and, if thought fit, approving the Hong Kong Scheme.

As stated in the 26 January Announcement, by an order made on 23 January 2026, the Cayman Court has directed that the Cayman Scheme Meeting shall be convened for the purpose of considering and, if thought fit, approving the Cayman Scheme.

The Hong Kong Scheme Meeting and the Cayman Scheme Meeting (together, the “**Scheme Meeting**”) will be convened at 7:00 p.m. Hong Kong time / 6:00 a.m. Eastern Standard time on 20 February 2026 at the offices of Linklaters at 11th Floor, Alexandra House, Chater Road, Hong Kong. The Scheme Meeting is subject to any adjournment as may be appropriate (in which case any changes in arrangements relating to the Scheme Meeting shall be communicated to each Scheme Creditor in advance of the Scheme Meeting). The Notices of the Scheme Meeting in respect of the Hong Kong Scheme and the Cayman Scheme are set out in the appendix to this announcement.

## 2. SCHEME CREDITOR FORMS

In order to vote in respect of each of the Hong Kong Scheme and the Cayman Scheme (together, the “**Schemes**” and each a “**Scheme**”) at the Scheme Meeting, Scheme Creditors should ensure:

- (a) in the case of a Scheme Creditor who is an Existing Noteholder (as defined in each Scheme):
  - (i) a valid Custody Instruction to block its Existing Notes (each as defined in each Scheme) in Euroclear or Clearstream in accordance with the standard practices and procedures required by Euroclear or Clearstream prior to the Custody Instruction Deadline (as defined in each Scheme), i.e. 5:00 p.m. Hong Kong time / 4:00 a.m. Eastern Standard time on 10 February 2026; and
  - (ii) an Account Holder Letter (as defined in each Scheme) is validly completed, executed and submitted to the Information Agent via the Transaction Website (as defined in each Scheme) (<https://clients.dflkingltd.com/fantasia>) by the Voting Instruction Deadline (as defined in each Scheme), i.e. 5:00 p.m. Hong Kong time / 4:00 a.m. Eastern Standard time on 12 February 2026; and
- (b) in the case of a Scheme Creditor who is an Existing ADI Creditor (as defined in each Scheme), an ADI Creditor Proxy Form (as defined in each Scheme) is validly completed, executed and submitted to the Information Agent via the Transaction Website (<https://clients.dflkingltd.com/fantasia>) by the Voting Instruction Deadline, i.e. 5:00 p.m. Hong Kong time / 4:00 a.m. Eastern Standard time on 12 February 2026.

Further information and documents regarding the Scheme, including copies of the Explanatory Statement, the Scheme and the Solicitation Packet (for information purposes), are available for download at the Transaction Website (<https://clients.dflkingltd.com/fantasia>), subject to eligibility confirmation and registration. Scheme Creditors are encouraged to register at the Transaction Website to obtain further information regarding the Scheme, if they have not already done so.

### **3. CONTACT DETAILS**

#### **The information agent**

D.F. King Ltd. as the Information Agent, is available to answer any queries regarding the Proposed Restructuring. The Information Agent can be contacted as follows:

Transaction Website: <https://clients.dfkingltd.com/fantasia>  
Address: Suite 1601, 16/F, Central Tower  
28 Queen's Road, Central, Hong Kong  
Telephone: +852 5803 1716 (Hong Kong) / +44 20 4578 1565 (UK)  
Email: fantasia@dfkingltd.com

#### **Request for further information**

Any request from any Scheme Creditor for further information about the Proposed Restructuring can be directed to the Company's financial adviser as follows:

**Alvarez & Marsal Corporate Finance Limited, as Restructuring Financial Adviser to the Company**

Room 405-7, 4/F, St. George's Building,  
2 Ice House Street, Central, Hong Kong  
Email: fantasia@alvarezandmarsal.com

#### 4. GENERAL

**The Proposed Restructuring is subject to acceptance by the requisite majority of Scheme Creditors and compliance with applicable laws and regulations and the Listing Rules, and may or may not proceed in its current form. Shareholders and other investors are reminded to exercise caution when dealing in any of the securities of the Company. When in doubt, shareholders and other investors are advised to seek professional advice from their own professional or financial advisers.**

Further announcement(s) will be made by the Company to inform shareholders and other investors of the Company of any material development about the Proposed Restructuring as and when appropriate.

By order of the Board

**Fantasia Holdings Group Co., Limited**

**CHENG Jianli**

*Chairman*

Hong Kong, 30 January 2026

*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. Leung Yiu Cho, Mr. Guo Shaomu and Mr. Ma Yu-heng.*

**APPENDIX**  
**Part I**  
**Notice of Scheme Meeting – Hong Kong Scheme**  
**NOTICE OF SCHEME MEETING**

**HCMP 1763 / 2025**  
**IN THE HIGH COURT OF THE**  
**HONG KONG SPECIAL ADMINISTRATIVE REGION**  
**COURT OF FIRST INSTANCE**  
**MISCELLANEOUS PROCEEDINGS NO. 1763 OF 2025**

---

**IN THE MATTER OF FANTASIA HOLDINGS**  
**GROUP CO., LIMITED (花樣年控股集團有限公司)**

**and**

**IN THE MATTER OF section 670 of the**  
**Companies Ordinance, Chapter 622 of the**  
**Laws of Hong Kong**

**FANTASIA HOLDINGS GROUP CO., LIMITED (花樣年控股集團有限公司)**

Unless otherwise defined herein, terms used in this Notice have the same meanings as defined in the explanatory statement (the "**Explanatory Statement**") relating to the proposed scheme of arrangement between Fantasia Holdings Group Co., Limited (花樣年控股集團有限公司) (the "**Company**") and the Scheme Creditors (as defined therein) under (i) sections 670, 673 and 674 of the Hong Kong Companies Ordinance (the "**Hong Kong Scheme**"); and (ii) section 86 of the Companies Act (2025 Revision) of the Cayman Islands (the "**Cayman Scheme**", and together with the Hong Kong Scheme, the "**Schemes**"). For the avoidance of doubt, references to "**Scheme Creditors**" in this Notice shall exclude any Sanctioned Scheme Creditors, who are not entitled to vote in the Scheme Meeting and who are required to notify the Company of their status instead.

Copies of the Schemes, the Explanatory Statement and the Solicitation Packet are available for download from the Transaction Website (<https://clients.dfkingsltd.com/fantasia>) subject to eligibility confirmation and registration.

**NOTICE IS HEREBY GIVEN** that

- (i) by an order made on 16 January 2026 (the "**Hong Kong Scheme Convening Order**"), the High Court of the Hong Kong Special Administrative Region (the "**Hong Kong Court**") has directed that a single meeting of Scheme Creditors (the "**Hong Kong Scheme Meeting**") be convened for the purpose of considering and, if thought fit, approving the Hong Kong Scheme (with or without modification, addition or condition approved or imposed by the Hong Kong Court); and
- (ii) by an order made on 23 January 2026 (the "**Cayman Scheme Convening Order**", together with the Hong Kong Scheme Convening Order, the "**Scheme Convening Orders**"), the Grand Court of the Cayman Islands (the "**Cayman Court**") has directed that a single meeting of Scheme Creditors (the "**Cayman Scheme Meeting**") be convened for the purpose of considering and, if thought fit, approving the Cayman Scheme (with or without modification, addition or condition approved or imposed by the Cayman Court);

## **Details of Scheme Meeting**

The Hong Kong Scheme Meeting and the Cayman Scheme Meeting of the Schemes (collectively, the **“Scheme Meeting”**) will be convened at **7 p.m. Hong Kong time / 6 a.m. Cayman time on 20 February 2026**.

Registration at the Scheme Meeting will commence at **6 p.m. Hong Kong time / 5 a.m. Cayman time on 20 February 2026**.

The Scheme Meeting will be held at the offices of Linklaters at 11th Floor Alexandra House, Chater Road, Hong Kong (“**Linklaters Hong Kong Office**”), at which place Scheme Creditors are requested to attend. The Scheme Meeting is subject to any adjournment as may be necessary or appropriate (in which case any changes in arrangements relating to the Scheme Meeting shall be communicated to Scheme Creditors in advance of the Scheme Meeting (i) on the Transaction Website, (ii) by way of notice through the Clearing Systems, and (iii) by email to Scheme Creditors, Account Holders and Intermediaries, for whom the Information Agent has valid contact details).

Scheme Creditors will be able to attend the Scheme Meeting and vote either in person, by a duly authorised representative (if a corporation), or by proxy provided that an Account Holder Letter (and Custody Instruction), ADI Creditor Proxy Form or Blocked Scheme Creditor Form (as applicable) has been validly submitted in relation to their Existing Debt Instruments by the Voting Instruction Deadline.

Scheme Creditors do not have to personally attend the Scheme Meeting in order to express their vote, provided that they validly complete and submit their Account Holder Letter (and Custody Instruction), ADI Creditor Proxy Form or Blocked Scheme Creditor Form (as applicable) by the Voting Instruction Deadline, and appoint the Chairperson as their proxy, or a proxy other than the Chairperson (who attends the Scheme Meeting on their behalf) for the purposes of expressing their vote.

Telephone and video conference facilities will also be made available to Scheme Creditors upon request to (i) the Information Agent at [fantasia@dfkingltd.com](mailto:fantasia@dfkingltd.com) (for Scheme Creditors who are not Blocked Scheme Creditors); or (ii) the Blocked Scheme Creditor Tabulation Agent at [agent.asia@glas.agency](mailto:agent.asia@glas.agency) (for Blocked Scheme Creditors), in each case, at least two (2) Business Days before the Scheme Meeting. Scheme Creditors who dial in by telephone or video conference facilities will only be able to observe the Scheme Meeting (but not cast any vote). Scheme Creditors will be sent instructions for dialing in via telephone or video conference upon providing the Information Agent or Blocked Scheme Creditor Tabulation Agent (as applicable) with satisfactory evidence of their identity and/or their authority (in the case of a corporation) to represent the Scheme Creditor.

For the avoidance of doubt, Scheme Creditors, their duly authorised representatives (if a corporation), or their proxies will not be able to cast their vote at the Scheme Meeting should they only observe the Scheme Meeting via telephone or video conference rather than attend in person. Should Scheme Creditors wish to vote, they will need to attend the Scheme Meeting in person or by proxy (including appointing the Chairperson as proxy) at the Linklaters Hong Kong Office. Scheme Creditors who have validly completed and submitted their Account Holder Letter (and Custody Instruction), ADI Creditor Proxy Form or Blocked Scheme Creditor Form (as applicable) appointing the Chairperson as proxy or a proxy other than the Chairperson (who attends the Scheme Meeting on their behalf) to express their vote, may in addition, request for the telephone and video conference facilities to observe the Scheme Meeting.

## **Completion of voting forms**

Scheme Creditors may vote in person (or, if a corporation, appoint a duly authorised representative) or appoint the Chairperson as their proxy or appoint a proxy other than the Chairperson to attend and vote in their place. A Scheme Creditor should indicate whether it wishes to attend and vote at the Scheme Meeting in person (or if a corporation, by a duly authorised representative), or to appoint a proxy to vote on its behalf at the Scheme Meeting in (i) Part 2 (*Voting and Appointment of Proxy*)

of the Account Holder Letter or Part 2 (*Voting and Appointment of Proxy*) of the ADI Creditor Proxy Form for Scheme Creditors who are not Blocked Scheme Creditors; or (ii) Part 2 (*Voting and Appointment of Proxy*) of the Blocked Scheme Creditor Form for Blocked Scheme Creditors (as applicable).

#### Scheme Creditors (who are not Blocked Scheme Creditors)

In order to vote on the Schemes and attend the Scheme Meeting (in person, by a duly authorised representative (if a corporation) or by proxy), a Scheme Creditor must ensure that:

- (i) in respect of the Existing Noteholders only, a Custody Instruction is submitted on its behalf via the Clearing Systems by the **Custody Instruction Deadline** (being **5 p.m. Hong Kong time / 4 a.m. Cayman time on 10 February 2026**) and in any event prior to submitting an Account Holder Letter (in accordance with the instructions set out in the Account Holder Letter and Solicitation Packet); and
- (ii) the Account Holder Letter or the ADI Creditor Proxy Form (as applicable) has been validly completed and submitted on its behalf to and received by the Information Agent via the Transaction Website: <https://clients.dfkingsltd.com/fantasia> (in accordance with the instructions set out in the Account Holder Letter or the ADI Creditor Proxy Form, and Solicitation Packet) by no later than the **Voting Instruction Deadline** (being **5 p.m. Hong Kong time / 4 a.m. Cayman time on 12 February 2026**).

#### Blocked Scheme Creditors

Blocked Scheme Creditors are Scheme Creditors that are not entitled, able or permitted (whether directly or through a custodian) to submit instructions or settle through the Clearing Systems as a result of any Applicable Sanctions affecting the Scheme Creditor or its custodian, and who do not have a sanctions license in respect of the Applicable Sanctions which would allow that Scheme Creditor to freely deal in the Scheme Consideration Entitlement and submit instructions or settle through the Clearing Systems.

In order to vote on the Schemes and attend the Scheme Meeting (in person, by a duly authorised representative (if a corporation) or by proxy), a Blocked Scheme Creditor must ensure the Blocked Scheme Creditor Form (including the required supporting evidence to establish their identity, status as a Scheme Creditor and the value of their holding) has been validly completed and submitted to and received by the Blocked Scheme Creditor Tabulation Agent via email at [agent.asia@glas.agency](mailto:agent.asia@glas.agency) (in accordance with the instructions set out in the Blocked Scheme Creditor Form and Solicitation Packet) by no later than the **Voting Instruction Deadline** (being **5 p.m. Hong Kong time / 4 a.m. Cayman time on 12 February 2026**).

#### **Registration prior to Scheme Meeting**

Registration at the Scheme Meeting will commence at **6 p.m. Hong Kong time / 5 a.m. Cayman time on 20 February 2026**.

Each Scheme Creditor (or, if a corporation, its duly authorised representative) or its proxy intending to attend the Scheme Meeting in person at the Linklaters Hong Kong Office: (i) will be required to register its attendance at the Scheme Meeting no later than half an hour prior to the scheduled start time of the Scheme Meeting; and (ii) must produce a duplicate copy of the Account Holder Letter, ADI Creditor Proxy Form or Blocked Scheme Creditor Form (as applicable) validly completed and submitted by or on behalf of that Scheme Creditor or Blocked Scheme Creditor (as applicable) together with evidence of corporate authority (in the case of a corporation) (for example, a valid power of attorney and/or board resolutions) and evidence of personal identity (being a valid original passport or other original government-issued photographic identification) at the registration desk. If the appropriate personal identification and authorisation evidence is not produced, that person may not be permitted to attend, or vote at, the Scheme Meeting. If a Scheme Creditor appoints the Chairperson as its proxy, there is no need for the Chairperson to take the Account Holder Letter, the ADI Creditor Proxy Form or the Blocked Scheme Creditor Form (as applicable) to the Scheme Meeting.

## **Chairperson of Scheme Meeting**

Pursuant to the Scheme Convening Orders, the Hong Kong Court and the Cayman Court have appointed Mat Ng, a Managing Director of Grant Thornton Recovery & Reorganisation Limited or Denny Tse, a Director of Grant Thornton Recovery & Reorganisation Limited, or such other representative of Grant Thornton Recovery & Reorganisation Limited to act as the Chairperson of the Scheme Meeting and have directed the Chairperson, in their capacity as the Chairperson of the Scheme Meeting, to report the results of the Scheme Meeting to the Hong Kong Court and Cayman Court within seven (7) days of the date of the Scheme Meeting. The results of the Scheme Meeting will be made available on the Transaction Website, by way of notice through the Clearing Systems, and by email to Scheme Creditors, Account Holders and Intermediaries, for whom the Information Agent has valid contact details.

## **Sanction Hearing**

The respective Schemes, if approved at the Scheme Meeting, will be subject to the subsequent approval and sanction of each of the Hong Kong Court and the Cayman Court. The Hong Kong Scheme Sanction Hearing is presently listed to be heard at **10 a.m. Hong Kong time on 12 March 2026**. The Cayman Scheme Sanction hearing is presently listed to take place at **9:30 a.m. Cayman time on 12 March 2026**. Any Scheme Creditor is entitled (but not obliged) to attend the Hong Kong Scheme Sanction Hearing and/or the Cayman Scheme Sanction Meeting, through legal counsel, to support or oppose the sanction of the Hong Kong Scheme and/or the Cayman Scheme.

## **Further information**

For further information, please contact the Information Agent (for Scheme Creditors who are not Blocked Scheme Creditors), the Blocked Scheme Creditor Tabulation Agent (for Blocked Scheme Creditors) or the Company's financial advisor or legal advisor (as applicable), in each case, using the contact details below:

### **Information Agent**

#### **D.F. King**

Address: Suite 1601, 16/F, Central Suite 1601, 16/F, Central Tower 28 Queen's Road Central, Hong Kong

Telephone: +852 5803 1716 (Hong Kong) / +44 20 4578 1565 (UK)

Transaction Website (document posting website and for submission of the Account Holder Letter or the ADI Creditor Proxy Form): <https://clients.dfkingltd.com/fantasia>

Email: [fantasia@dfkingltd.com](mailto:fantasia@dfkingltd.com)

### **Blocked Scheme Creditor Tabulation Agent**

#### **GLAS Agency (Hong Kong) Limited**

Address: Suite 1603, 16/F Central Tower, 28 Queen's Road Central, Hong Kong

Email: [agent.asia@glas.agency](mailto:agent.asia@glas.agency)

### **Financial Advisor to the Company**

#### **Alvarez & Marsal Corporate Finance Limited**

Address: Room 405-7, 4/F, St. George's Building, 2 Ice House Street, Central, Hong Kong

Email: [fantasia@alvarezandmarsal.com](mailto:fantasia@alvarezandmarsal.com)

**Legal Advisor to the Company**

**Linklaters**

Address: 11th Floor, Alexandra House, Chater Road, Hong Kong SAR

Phone: +852 2842 4888

Email: [dlprojectone2025@linklaters.com](mailto:dlprojectone2025@linklaters.com)

**Cayman Islands Legal Advisor to the Company**

**Appleby**

Address

In the Cayman Islands: 9th Floor, 60 Nexus Way Camana Bay, Grand Cayman PO Box 190, KY1-1104

In Hong Kong: Suites 3505-06, 35/F, Two Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong

Phone: Cayman Islands: +1 345 949 4900 / Hong Kong +852 2523 8123

Email: [ApplebyProjectOne@applebyglobal.com](mailto:ApplebyProjectOne@applebyglobal.com)

**FANTASIA HOLDINGS GROUP CO., LIMITED (花樣年控股集團有限公司)**

Dated: 29 January 2026

**Part II**  
**Notice of Scheme Meeting – Cayman Scheme**

**IN THE GRAND COURT OF THE CAYMAN ISLANDS**

**FINANCIAL SERVICES DIVISION**

**CAUSE NO. FSD 004 OF 2026 (MRHJ)**

**IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2025 REVISION)**

**AND**

**IN THE MATTER OF FANTASIA HOLDINGS GROUP CO., LIMITED (花樣年控股集團有限公司)**

**NOTICE OF SCHEME MEETING**

Unless otherwise defined herein, terms used in this Notice have the same meanings as defined in the explanatory statement (the "**Explanatory Statement**") relating to the proposed scheme of arrangement between Fantasia Holdings Group Co., Limited (花樣年控股集團有限公司) (the "**Company**") and the Scheme Creditors (as defined therein) under: (i) section 86 of the Companies Act (2025 Revision) of the Cayman Islands (the "**Cayman Scheme**") and (ii) sections 670, 673 and 674 of the Companies Ordinance (Cap. 622) of Hong Kong (the "**Hong Kong Scheme**", and together with the Cayman Scheme, the "**Schemes**"). For the avoidance of doubt, references to "**Scheme Creditors**" in this Notice shall exclude any Sanctioned Scheme Creditors, who are not entitled to vote in the Scheme Meeting and who are required to notify the Company of their status instead.

Copies of the Schemes, the Explanatory Statement and the Solicitation Packet are available for download from the Transaction Website (<https://clients.dfkingsltd.com/fantasia>) subject to eligibility confirmation and registration.

**TAKE NOTICE** that on 6 January 2026, a Petition was presented to the Grand Court of the Cayman Islands (the "**Cayman Court**") for sanction pursuant to section 86 of the Companies Act (2025 Revision) of a proposed Scheme of Arrangement between the Company and the Scheme Creditors (as defined in the Cayman Scheme).

**NOTICE IS HEREBY GIVEN** that,

- (i) by an order made on 23 January 2026 (the "**Cayman Scheme Convening Order**"), the Cayman Court directed that a single meeting of Scheme Creditors (the "**Cayman Scheme Meeting**") be convened for the purpose of considering and, if thought fit, approving the Cayman Scheme (with or without modification, addition or condition approved or imposed by the Cayman Court); and
- (ii) by an order made on 16 January 2026 (the "**Hong Kong Scheme Convening Order**"), together with the Cayman Scheme Convening Order, the "**Scheme Convening Orders**", the High Court of the Hong Kong Special Administrative Region (the "**Hong Kong Court**") has directed that a single meeting of Scheme Creditors (the "**Hong Kong Scheme Meeting**") be convened for the purpose of considering and, if thought fit, approving the Hong Kong Scheme (with or without modification, addition or condition approved or imposed by the Hong Kong Court).

**Details of Scheme Meeting**

The Cayman Scheme Meeting and the Hong Kong Scheme Meeting of the Schemes (collectively, the "**Scheme Meeting**") will be held together and convened at **7 p.m. Hong Kong time / 6 a.m. Cayman time on 20 February 2026**.

Registration at the Scheme Meeting will commence at **6 p.m. Hong Kong time / 5 a.m. Cayman time on 20 February 2026.**

The Scheme Meeting will be held at the offices of Linklaters at 11th Floor Alexandra House, Chater Road, Hong Kong ("Linklaters Hong Kong Office"), at which place Scheme Creditors are requested to attend. The Scheme Meeting is subject to any adjournment as may be necessary or appropriate (in which case any changes in arrangements relating to the Scheme Meeting shall be communicated to Scheme Creditors in advance of the Scheme Meeting (i) on the Transaction Website, (ii) by way of notice through the Clearing Systems, and (iii) by email to Scheme Creditors, Account Holders and Intermediaries, for whom the Information Agent has valid contact details).

Scheme Creditors will be able to attend the Scheme Meeting and vote either in person, by a duly authorised representative (if a corporation), or by proxy provided that an Account Holder Letter (and Custody Instruction), ADI Creditor Proxy Form or Blocked Scheme Creditor Form (as applicable) has been validly submitted in relation to their Existing Debt Instruments by the Voting Instruction Deadline.

Scheme Creditors do not have to personally attend the Scheme Meeting in order to express their vote, provided that they validly complete and submit their Account Holder Letter (and Custody Instruction), ADI Creditor Proxy Form or Blocked Scheme Creditor Form (as applicable) by the Voting Instruction Deadline, and appoint the Chairperson as their proxy, or a proxy other than the Chairperson (who attends the Scheme Meeting on their behalf) for the purposes of expressing their vote.

Telephone and video conference facilities will also be made available to Scheme Creditors upon request to (i) the Information Agent at [fantasia@dfkingltd.com](mailto:fantasia@dfkingltd.com) (for Scheme Creditors who are not Blocked Scheme Creditors); or (ii) the Blocked Scheme Creditor Tabulation Agent at [agent.asia@glas.agency](mailto:agent.asia@glas.agency) (for Blocked Scheme Creditors), in each case, at least two (2) Business Days before the Scheme Meeting. Scheme Creditors who dial in by telephone or video conference facilities will only be able to observe the Scheme Meeting (but not cast any vote). Scheme Creditors will be sent instructions for dialing in via telephone or video conference upon providing the Information Agent or Blocked Scheme Creditor Tabulation Agent (as applicable) with satisfactory evidence of their identity and/or their authority (in the case of a corporation) to represent the Scheme Creditor.

For the avoidance of doubt, Scheme Creditors, their duly authorised representatives (if a corporation), or their proxies will not be able to cast their vote at the Scheme Meeting should they only observe the Scheme Meeting via telephone or video conference rather than attend in person. Should Scheme Creditors wish to vote, they will need to attend the Scheme Meeting in person or by proxy (including appointing the Chairperson as proxy) at the Linklaters Hong Kong Office. Scheme Creditors who have validly completed and submitted their Account Holder Letter (and Custody Instruction), ADI Creditor Proxy Form or Blocked Scheme Creditor Form (as applicable) appointing the Chairperson as proxy or a proxy other than the Chairperson (who attends the Scheme Meeting on their behalf) to express their vote, may in addition, request for the telephone and video conference facilities to observe the Scheme Meeting.

### **Completion of voting forms**

Scheme Creditors may vote in person (or, if a corporation, appoint a duly authorised representative) or appoint the Chairperson as their proxy or appoint a proxy other than the Chairperson to attend and vote in their place. A Scheme Creditor should indicate whether it wishes to attend and vote at the Scheme Meeting in person (or if a corporation, by a duly authorised representative), or to appoint a proxy to vote on its behalf at the Scheme Meeting in (i) Part 2 (*Voting and Appointment of Proxy*) of the Account Holder Letter or Part 2 (*Voting and Appointment of Proxy*) of the ADI Creditor Proxy Form for Scheme Creditors who are not Blocked Scheme Creditors; or (ii) Part 2 (*Voting and Appointment of Proxy*) of the Blocked Scheme Creditor Form for Blocked Scheme Creditors (as applicable).

### Scheme Creditors (who are not Blocked Scheme Creditors)

In order to vote on the Schemes and attend the Scheme Meeting (in person, by a duly authorised representative (if a corporation) or by proxy), a Scheme Creditor must ensure that:

- (i) in respect of the Existing Noteholders only, a Custody Instruction is submitted on its behalf via the Clearing Systems by the **Custody Instruction Deadline** (being **5 p.m. Hong Kong time / 4 a.m. Cayman time on 10 February 2026**) and in any event prior to submitting an Account Holder Letter (in accordance with the instructions set out in the Account Holder Letter and Solicitation Packet); and
- (ii) the Account Holder Letter or the ADI Creditor Proxy Form (as applicable) has been validly completed and submitted on its behalf to and received by the Information Agent via the Transaction Website: <https://clients.dfkingsltd.com/fantasia> (in accordance with the instructions set out in the Account Holder Letter or the ADI Creditor Proxy Form, and Solicitation Packet) by no later than the **Voting Instruction Deadline** (being **5 p.m. Hong Kong time / 4 a.m. Cayman time on 12 February 2026**).

### Blocked Scheme Creditors

Blocked Scheme Creditors are Scheme Creditors that are not entitled, able or permitted (whether directly or through a custodian) to submit instructions or settle through the Clearing Systems as a result of any Applicable Sanctions affecting the Scheme Creditor or its custodian, and who do not have a sanctions license in respect of the Applicable Sanctions which would allow that Scheme Creditor to freely deal in the Scheme Consideration Entitlement and submit instructions or settle through the Clearing Systems.

In order to vote on the Schemes and attend the Scheme Meeting (in person, by a duly authorised representative (if a corporation) or by proxy), a Blocked Scheme Creditor must ensure the Blocked Scheme Creditor Form (including the required supporting evidence to establish their identity, status as a Scheme Creditor and the value of their holding) has been validly completed and submitted to and received by the Blocked Scheme Creditor Tabulation Agent via email at [agent.asia@glas.agency](mailto:agent.asia@glas.agency) (in accordance with the instructions set out in the Blocked Scheme Creditor Form and Solicitation Packet) by no later than the **Voting Instruction Deadline** (being **5 p.m. Hong Kong time / 4 a.m. Cayman time on 12 February 2026**).

### **Registration prior to Scheme Meeting**

Registration at the Scheme Meeting will commence at **6 p.m. Hong Kong time / 5 a.m. Cayman time on 20 February 2026**.

Each Scheme Creditor (or, if a corporation, its duly authorised representative) or its proxy intending to attend the Scheme Meeting in person at the Linklaters Hong Kong Office: (i) will be required to register its attendance at the Scheme Meeting no later than half an hour prior to the scheduled start time of the Scheme Meeting; and (ii) must produce a duplicate copy of the Account Holder Letter, ADI Creditor Proxy Form or Blocked Scheme Creditor Form (as applicable) validly completed and submitted by or on behalf of that Scheme Creditor or Blocked Scheme Creditor (as applicable) together with evidence of corporate authority (in the case of a corporation) (for example, a valid power of attorney and/or board resolutions) and evidence of personal identity (being a valid original passport or other original government-issued photographic identification) at the registration desk. If the appropriate personal identification and authorisation evidence is not produced, that person may not be permitted to attend, or vote at, the Scheme Meeting. If a Scheme Creditor appoints the Chairperson as its proxy, there is no need for the Chairperson to take the Account Holder Letter, the ADI Creditor Proxy Form or the Blocked Scheme Creditor Form (as applicable) to the Scheme Meeting.

### **Chairperson of Scheme Meeting**

Pursuant to the Scheme Convening Orders, the Cayman Court and Hong Kong Court have each appointed Mat Ng, a Managing Director of Grant Thornton Recovery & Reorganisation Limited or

Denny Tse, a Director of Grant Thornton Recovery & Reorganisation Limited, or such other representative of Grant Thornton Recovery & Reorganisation Limited to act as the Chairperson of the Scheme Meeting and pursuant to the Cayman Scheme Convening Order, the Chairperson has been directed, in their capacity as the Chairperson of the Scheme Meeting, to report the results of the Scheme Meeting to the Cayman Court and Hong Kong Court within seven (7) days of the date of the Scheme Meeting. The results of the Scheme Meeting will be made available on the Transaction Website, by way of notice through the Clearing Systems, and by email to Scheme Creditors, Account Holders and Intermediaries, for whom the Information Agent has valid contact details.

### **Sanction Hearing**

The respective Schemes, if approved at the Scheme Meeting, will be subject to the subsequent approval and sanction of each of the Cayman Court and the Hong Kong Court. The Hong Kong Scheme Sanction Hearing is presently listed to be heard at **10 a.m. Hong Kong time on 12 March 2026**. The Cayman Scheme Sanction hearing is presently listed to take place at **9:30 a.m. Cayman time on 12 March 2026**. Any Scheme Creditor is entitled (but not obliged) to attend the Cayman Scheme Sanction Hearing and/or the HK Scheme Sanction Hearing, through legal counsel, to support or oppose the sanction of the Cayman Scheme and/or the Hong Kong Scheme.

If any Scheme Creditor of the Company desires to obtain a copy of the Petition, this may be obtained free of charge from the Company's legal representatives by making an email request to [ApplebyProjectOne@applebyglobal.com](mailto:ApplebyProjectOne@applebyglobal.com).

### **Further information**

For further information, please contact the Information Agent (for Scheme Creditors who are not Blocked Scheme Creditors), the Blocked Scheme Creditor Tabulation Agent (for Blocked Scheme Creditors) or the Company's financial advisor or legal advisor (as applicable), in each case, using the contact details below:

#### **Information Agent**

##### **D.F. King**

Address: Suite 1601, 16/F, Central Suite 1601, 16/F, Central Tower 28 Queen's Road Central, Hong Kong

Telephone: +852 5803 1716 (Hong Kong) / +44 20 4578 1565 (UK)

Transaction Website (document posting website and for submission of the Account Holder Letter or the ADI Creditor Proxy Form): <https://clients.dfkingltd.com/fantasia>

Email: [fantasia@dfkingltd.com](mailto:fantasia@dfkingltd.com)

#### **Blocked Scheme Creditor Tabulation Agent**

##### **GLAS Agency (Hong Kong) Limited**

Address: Suite 1603, 16/F Central Tower, 28 Queen's Road Central, Hong Kong

Email: [agent.asia@glas.agency](mailto:agent.asia@glas.agency)

#### **Financial Advisor to the Company**

##### **Alvarez & Marsal Corporate Finance Limited**

Address: Room 405-7, 4/F, St. George's Building, 2 Ice House Street, Central, Hong Kong

Email: [fantasia@alvarezandmarsal.com](mailto:fantasia@alvarezandmarsal.com)

**Legal Advisor to the Company**

**Linklaters**

Address: 11th Floor, Alexandra House, Chater Road, Hong Kong SAR

Phone: +852 2842 4888

Email: [dlprojectone2025@linklaters.com](mailto:dlprojectone2025@linklaters.com)

**Cayman Islands Legal Advisor to the Company**

**Appleby**

Address

In the Cayman Islands: 9th Floor, 60 Nexus Way Camana Bay, Grand Cayman PO Box 190, KY1-1104

In Hong Kong: Suites 3505-06, 35/F, Two Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong

Phone: Cayman Islands: +1 345 949 4900 / Hong Kong +852 2523 8123

Email: [ApplebyProjectOne@applebyglobal.com](mailto:ApplebyProjectOne@applebyglobal.com)

**FANTASIA HOLDINGS GROUP CO., LIMITED (花樣年控股集團有限公司)**

Dated: 29 January 2026