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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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms which are not expressly defined in this notice shall bear the same meaning as those defined in the circular to the shareholders of the Company dated 29 April 2026 (the “**Circular**”).

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (“**EGM**”) 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 at 10 a.m. on Friday, 15 May 2026 for the purposes of considering and, if thought fit, passing the following resolutions (with or without modifications):

### **ORDINARY RESOLUTIONS**

1. “**THAT**, conditional upon the satisfaction of all conditions of the issuance of the Scheme Creditor Shares:

- (a) the issuance of the Scheme Creditor Shares (being 5,143,723,515 new Existing Shares) to the Subscribers at the issue price of HK\$1.52 per Existing Share and the transactions contemplated thereunder, details of which are set out in the Circular, be and are hereby approved, confirmed and ratified; and
  - (b) any one director of the Company be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary, appropriate, desirable or expedient for the purpose of or in connection with or to give effect to the issuance of the Scheme Creditor Shares and the transactions contemplated thereunder.”
2. **“THAT**, conditional upon the satisfaction of all conditions of the issuance of the MCB:
- (a) the issuance of the MCB (in the principal amount of USD501,183,055 (equivalent to approximately HK\$3,909,227,829)) to the Subscribers with the MCB Conversion Price of HK\$1.52 per new Existing Share (subject to adjustments as described in the Circular) and the transactions contemplated thereunder, details of which are set out in the Circular, be and are hereby approved, confirmed and ratified;
  - (b) the issuance of MCB Conversion Shares (being a total of 2,571,858,330 new Existing Shares upon full conversion of the MCB based on the initial MCB Conversion Price) in accordance with the terms and conditions of the MCB be and is hereby approved, confirmed and ratified; and
  - (c) any one director of the Company be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary, appropriate, desirable or expedient for the purpose of or in connection with or to give effect to the issuance of the MCB and the transactions contemplated thereunder.”

3. **“THAT**, conditional upon the satisfaction of all conditions of the issuance of the STN:
  - (a) the issuance of the STN (in the principal amount of USD632,473,681 (equivalent to approximately HK\$4,933,294,712)) to the Subscribers and the transactions contemplated thereunder, details of which are set out in the Circular, be and are hereby approved, confirmed and ratified; and
  - (b) any one director of the Company be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary, appropriate, desirable or expedient for the purpose of or in connection with or to give effect to the issuance of the STN and the transactions contemplated thereunder.”
  
4. **“THAT**, conditional upon the satisfaction of all conditions of the issuance of the LTN:
  - (a) the issuance of the LTN (in the principal amount of USD809,603,733 (equivalent to approximately HK\$6,314,909,117)) to the Subscribers and the transactions contemplated thereunder, details of which are set out in the Circular, be and are hereby approved, confirmed and ratified; and
  - (b) any one director of the Company be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary, appropriate, desirable or expedient for the purpose of or in connection with or to give effect to the issuance of the LTN and the transactions contemplated thereunder.”

5. “**THAT**, conditional upon the satisfaction of all conditions of the issuance of the Scheme Fee Shares:

(a) the issuance of the Scheme Fee Shares (being 1,537,826,767 new Existing Shares) to the Subscribers at the issue price of HK\$0.1 per new Existing Share and the transactions contemplated thereunder, details of which are set out in the Circular, be and are hereby approved, confirmed and ratified; and

(b) any one director of the Company be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary, appropriate, desirable or expedient for the purpose of or in connection with or to give effect to the issuance of the Scheme Fee Shares and the transactions contemplated thereunder.”

6. “**THAT**, conditional upon the satisfaction of all conditions of the issuance of the Capitalisation Shares:

(a) the issuance of the Capitalisation Shares (being 4,376,483,544 new Existing Shares) to the Subscriber at the issue price of HK\$0.3 per new Existing Share and the transactions contemplated thereunder, details of which are set out in the Circular, be and are hereby approved, confirmed and ratified; and

(b) any one director of the Company be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary, appropriate, desirable or expedient for the purpose of or in connection with or to give effect to the issuance of the Capitalisation Shares and the transactions contemplated thereunder.”

7. **“THAT**, conditional upon the passing of resolutions 1, 2, 5 and 6:
- (a) the authorised share capital of the Company be increased from HK\$800,000,000 divided into 8,000,000,000 Existing Shares to HK\$3,000,000,000 divided into 30,000,000,000 Existing Shares by creating an additional 22,000,000,000 unissued Existing Shares, and for such Shares to rank pari passu in all respects; and
  - (b) any one director of the Company be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary, appropriate, desirable or expedient for the purpose of or in connection with or to give effect to the Increase in Authorised Share Capital and the transactions contemplated thereunder.”
8. **“THAT**, conditional upon the satisfaction of all conditions of the Share Consolidation, with effect from the date as set out in the Circular (or such other date as the Board may think fit):
- (a) every five (5) issued and unissued Existing Shares of par value of HK\$0.10 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.50 each in the share capital of the Company, and such Consolidated Shares shall rank pari passu in all respects with each other and shall have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;
  - (b) any fractional Consolidated Shares in the issued share capital of the Company arising from the Share Consolidation will be disregarded and will not be allocated to the Shareholders otherwise entitled thereto, but will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the Directors may think fit;

- (c) conditional upon the Increase in Authorised Share Capital having become effective and immediately following the Share Consolidation, the authorised share capital of the Company be changed from HK\$3,000,000,000 divided into 30,000,000,000 Existing Shares to HK\$3,000,000,000 divided into 6,000,000,000 Consolidated Shares; and
- (d) any one director of the Company be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary, appropriate, desirable or expedient for the purpose of or in connection with or to give effect to the Share Consolidation and the transactions contemplated thereunder.”

By Order of the Board  
**Fantasia Holdings Group Co., Limited**  
**LIN Zhifeng**  
*Executive Director*

Hong Kong, 29 April 2026

*Notes:*

1. Any member of the Company entitled to attend and vote at the EGM 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, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the EGM 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 EGM 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 Tuesday, 12 May 2026 to Friday, 15 May 2026, 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 EGM. 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 11 May 2026. The record date for determining the Shareholders' eligibility to attend and vote at the EGM is Friday, 15 May 2026.
6. A form of proxy for use at the EGM is enclosed.

*As at the date of this announcement, the executive directors of the Company are Mr. Lin Zhifeng and Mr. Timothy David Gildner; 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.*