

THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 花樣年控股集團有限公司, you should at once hand this supplemental circular, together with the enclosed second 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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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: 01777)

SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 26 MARCH 2013
RELATING TO THE RE-ELECTION OF DIRECTORS
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular issued by the Company to the Shareholders dated 26 March 2013 (the “Circular”) and the notice convening an annual general meeting of the Company (the “Annual General Meeting”) to be held at Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 10 May 2013 at 10:30 a.m. A second form of proxy (the “Second Proxy Form”) is also enclosed with this supplemental circular for use at the Annual General Meeting.

Whether or not you intend to attend and vote at the Annual General Meeting in person, please complete the Second Proxy Form enclosed in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company (the “Share Registrar”), 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 holding the Annual General Meeting. Completion and return of a valid Second Proxy Form will revoke and supersede the First Proxy Form, but will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

Hong Kong, 10 April 2013

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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: 01777)

Executive Directors:

Mr. Pan Jun (*Chairman*)

Ms. Zeng Jie, *Baby*

Mr. Lam Kam Tong

Mr. Zhou Jinquan

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Mr. Ho Man

Mr. Liao Martin Cheung Kong, JP

Mr. Huang Ming

Mr. Xu Quan

Principal place of business

in Hong Kong:

Room 1103

Top Glory Tower

262 Gloucester Road

Causeway Bay

Hong Kong

10 April 2013

To the Shareholders

Dear Sir/Madam,

SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 26 MARCH 2013
RELATING TO THE RE-ELECTION OF DIRECTORS
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This supplemental circular should be read together with the Circular which contains, among other matters, information relating to the re-election of Directors at the Annual General Meeting. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

LETTER FROM THE BOARD

The Company announced on 28 March 2013 that Mr. Zhou Jinqun (“**Mr. Zhou**”) has been appointed as an executive Director. In accordance with article 83(3) of the Articles of Association, Mr. Zhou will retire at the Annual General Meeting and, being eligible, will offer himself for re-election.

The purpose of this supplemental circular is to provide you with further information in relation to the re-election of the Director, and to give you a supplemental notice of the Annual General Meeting and the Second Proxy Form.

PROPOSED RE-ELECTION OF DIRECTOR

The Board appointed Mr. Zhou as an executive Director with effect from 28 March 2013. Details of such appointment were set out in the announcement of the Company dated 28 March 2013.

According to article 83(3) of the Articles of Association, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Zhou will retire at the Annual General Meeting and, being eligible, will offer himself for re-election.

Below is the biographical information of Mr. Zhou:

Mr. Zhou, aged 46, joined the Company in January 2013. He has been appointed as an executive Director on 28 March 2013. Mr. Zhou currently serves as the vice president of Fantasia Group (China) Co., Ltd., a wholly owned subsidiary of the Company, and is responsible for the management of its financial operation business, strategic management department, financial development department and information and data management center.

Mr. Zhou obtained a Bachelor’s degree in Finance from Renmin University of China in July 1989 and a Master’s degree in Finance from Renmin University of China in July 1992. Before joining the Company, Mr. Zhou worked in the capacity of deputy president of China Resources Bank of Zhuhai Head Office (珠海華潤銀行總行) from January 2011 to January 2013. He worked in the capacity of deputy president of Guangxi Beibu Gulf Bank Head Office (廣西北部灣銀行總行) from October 2008 to January 2011. He had been the assistant to the president of Guosen Securities Co., Ltd. (國信證券股份有限公司) from June 2004 to October 2008, and the general manager of International Department of Guoyuan Securities Co., Ltd. (國元證券有限公司) from September 2001 to June 2004. He had served as the deputy general manager of International Department, general manager of Business Department and Institution Department of Industrial and Commercial Bank Co., Ltd., Shenzhen Branch (工商銀行股份有限公司深圳分行) from April 1994 to September 2001, the staff member of General Office of Guangdong Provincial Government Institute of International Economic Technology (廣東省政府辦公廳國際經濟技術研究所) from July 1992 to April 1994, and the staff member of Industrial and Commercial Bank Co., Ltd., Beijing Branch, Haidian Office (工商銀行股份有限公司北京分行海澱分理處) from September 1989 to July 1990. Mr. Zhou did not hold any directorship in the last three years in public companies which are listed in Hong Kong or overseas.

LETTER FROM THE BOARD

Mr. Zhou has entered into a service contract with the Company for a term of three years which could be terminated by either party giving three months' prior written notice. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the articles of association of the Company. Mr. Zhou is entitled to receive an annual emolument of HKD1,428,480 and will be entitled to a discretionary bonus at the sole determination of the Board. The annual emolument of Mr. Zhou was determined by the Board with reference to his duties and responsibilities as well as the prevailing market conditions.

As at 5 April 2013, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein, Mr. Zhou did not hold any shares of the Company within the meaning of Part XV of the SFO and he did not have any relationship with any other directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company. Save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to the appointment of Mr. Zhou that need to be brought to the attention of the shareholders of the Company.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since both the notice of the Annual General Meeting and the form of proxy (the "**First Proxy Form**") sent together with the Circular do not contain the proposed resolution for the re-election of Mr. Zhou as a Director, a supplemental notice of the Annual General Meeting has been set out on pages 6 to 7 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolution.

Whether or not you intend to attend and vote at the Annual General Meeting in person, please complete the Second Proxy Form enclosed in accordance with the instructions printed thereon and return it to the Share Registrar, 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 holding the Annual General Meeting.

Special arrangements about completion and submission of the Second Proxy Form are also set out in the Appendix to this supplemental circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the Annual General Meeting are requested to pay particular attention to the special arrangements set out herein.

Completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors also consider that the proposed re-election of Mr. Zhou as a Director as set out in this supplemental circular 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.

RESPONSIBILITY STATEMENT

This supplemental circular, for which the directors of the issuer 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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental 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 supplemental circular misleading.

Yours faithfully,

By order of the Board of

FANTASIA HOLDINGS GROUP CO., LIMITED

Pan Jun

Chairman

SPECIAL ARRANGEMENT ABOUT COMPLETION AND SUBMISSION OF THE SECOND PROXY FORM

A Shareholder who has not yet lodged the First Proxy Form with the Share Registrar is requested to lodge the Second Proxy Form if the Shareholder wishes to appoint proxy/proxies to attend the Annual General Meeting on its/his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

- (i) if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder will be entitled to vote at its/his/her discretion or to abstain from voting on any resolution properly put to the Annual General Meeting including the resolution for the re-election of Mr. Zhou as a Director set out in this supplemental circular;
- (ii) if the Second Proxy Form is lodged with the Share Registrar 48 hours prior to the time appointed for holding the Annual General Meeting (the “**Closing Time**”), the Second Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by the Shareholder; and
- (iii) if the Second Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder under the First Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar.

Completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude you from attending and voting at the Annual General Meeting if you so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the Annual General Meeting are requested to pay attention to the special arrangements set out above.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “AGM Notice”) dated 26 March 2013 by FANTASIA HOLDINGS GROUP CO., LIMITED (the “Company”) to convene the annual general meeting (the “Annual General Meeting”) of the Company at Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 10 May 2013 at 10:30 a.m.

Details of the proposed resolutions to be considered at the Annual General Meeting were stated in the AGM Notice. Unless otherwise defined, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 26 March 2013. Apart from the amendments stated below, all the information contained in the AGM Notice remains valid and effective.

Due to the matters as set out in the supplemental circular of the Company dated 10 April 2013, **SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the Annual General Meeting will be held at Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 10 May 2013 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution of the Company (with or without modifications), in addition to the resolutions set out in the AGM Notice:

As Ordinary Business

4A. To re-elect Mr. Zhou Jinquan, a retiring Director, as an executive Director.

By Order of the Board
FANTASIA HOLDINGS GROUP CO., LIMITED

Pan Jun
Chairman

Hong Kong, 10 April 2013

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A second form of proxy (the “**Second Proxy Form**”) is enclosed with the supplemental circular of the Company dated 10 April 2013 (the “**Supplemental Circular**”). Please refer to the appendix to the Supplemental Circular for special arrangements about completion and submission of the Second Proxy Form.
2. Please refer to the AGM Notice for details of the other ordinary resolutions to be passed at the Annual General Meeting, closure of the register of members of the Company and eligibility for attending the Annual General Meeting, proxy and other relevant matters.

As at the date of this notice, the executive Directors are Mr. Pan Jun, Ms. Zeng Jie, Baby, Mr. Lam Kam Tong and Mr. Zhou Jinquan; the independent non-executive Directors are Mr. Ho Man, Mr. Liao Martin Cheung Kong, JP, Mr. Huang Ming and Mr. Xu Quan.