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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this 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, you should at once hand this circular, together with the enclosed 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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花 樣 年

FANTASIA

**Fantasia Holdings Group Co., Limited**

**花樣年控股集團有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 1777)**

- (1) PROPOSED GENERAL MANDATES TO ISSUE AND BUYBACK SHARES;  
(2) PROPOSED PAYMENT OF FINAL DIVIDEND;  
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**
- 

A notice of the Annual General Meeting to be held at Ball Room, 6/F., 88-1 Meilong Road and Minzhi Road, Longhua District, Shenzhen, People's Republic of China on Wednesday, 22 May 2019 at 3:30 p.m. is set out on pages 15 to 19 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed. Such form of proxy is also published on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and of the Company at [www.cnfantasia.com](http://www.cnfantasia.com).

Whether or not you intend to attend and vote at the Annual General Meeting in person, please complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, 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 or any adjournment thereof. Completion and return of the form of proxy 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, 8 April 2019

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Ball Room, 6/F., 88-1 Meilong Road and Minzhi Road, Longhua District, Shenzhen, People’s Republic of China on 22 May 2019 (Wednesday) at 3:30 p.m. or any adjournment thereof, notice of which is set out on pages 15 to 19 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Buy-back Mandate”	the general and unconditional mandate to be granted to the Directors to exercise the power of the Company to buyback Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution
“Colour Life”	Colour Life Services Group Co., Limited (彩生活服務集團有限公司), (stock code: 1778) an exempted company incorporated in the Cayman Islands with limited liability, a non-wholly owned subsidiary of the Company, the shares of which are listed on the Main Board of the Stock Exchange
“Companies Law”	the Companies Law (2013 Revision) of the Cayman Islands for the time being in force
“Company”	Fantasia Holdings Group Co., Limited (花樣年控股集團有限公司), (stock code: 1777) a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Fantasy Pearl”	Fantasy Pearl International Limited, a limited liability company incorporated under the laws of the British Virgin Islands on 12 July 2007. It is 80% owned by Ice Apex Limited and 20% owned by Graceful Star Overseas Limited. Ice Apex Limited and Graceful Star Overseas Limited are ultimately owned by Ms. Zeng Jie, Baby and Mr. Pan Jun, respectively

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## DEFINITIONS

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“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution
“Latest Practicable Date”	3 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company
“PRC”	The People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong as amended from time to time
“%”	per cent.

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LETTER FROM THE BOARD

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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 Cayman Islands with limited liability)*

**(Stock Code: 1777)**

*Executive Directors:*

Mr. Pan Jun (*Chairman and Chief Executive Officer*)  
Ms. Zeng Jie, Baby  
Mr. Deng Bo

*Non-executive Directors:*

Mr. Li Dong Sheng  
Mr. Liao Qian  
Mr. Lam Kam Tong

*Independent non-executive Directors:*

Mr. Ho Man  
Mr. Huang Ming  
Dr. Liao Jianwen  
Ms. Wong Pui Sze, Priscilla, JP  
Mr. Guo Shaomu

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business in*

*Hong Kong:*  
Room 1202-03  
New World Tower 1  
16-18 Queen's Road Central  
Hong Kong

8 April 2019

*To the Shareholders*

Dear Sir/Madam,

- (1) PROPOSED GENERAL MANDATES TO ISSUE AND BUYBACK SHARES;  
(2) PROPOSED PAYMENT OF FINAL DIVIDEND;  
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the notice of the Annual General Meeting and further information regarding, among others, resolutions to be proposed at the Annual General Meeting relating to (i) the granting to the Directors the Issue Mandate; (ii) the granting to the Directors the Buy-back Mandate; (iii) the extension of the Issue Mandate to include Shares bought back pursuant to the Buy-back Mandate; and (iv) the re-election of the Retiring Directors.

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## LETTER FROM THE BOARD

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### **PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to grant to the Directors a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the resolution in relation thereto. Subject to the passing of the ordinary resolution granting the Issue Mandate and on the basis of 5,765,252,224 Shares in issue as at the Latest Practicable Date and that there is no change in the total number of issued Shares prior to the Annual General Meeting, the Company would be allowed under the Issue Mandate to issue a maximum of 1,153,050,444 Shares, being 20% of the total number of Shares in issue as at the date of passing of the resolution to approve the Issue Mandate. The Issue Mandate will end on the earliest of the date of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required to be held by law or the Articles, or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

### **PROPOSED GRANTING OF GENERAL MANDATE TO BUYBACK SHARES**

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to buyback issued Shares in such number not exceeding 10% of the total number of Shares in issue as at the date of passing of the resolution in relation thereto subject to the Listing Rules. The Buy-back Mandate will end on the earliest of the date of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required to be held by law or the Articles, or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement which is set out in Appendix I to this circular.

Subject to the passing of the aforesaid ordinary resolutions in relation to the Issue Mandate and the Buy-back Mandate, an ordinary resolution will also be proposed to authorise the Directors to extend the Issue Mandate to issue, allot and deal with Shares in an amount equal to the total number of Shares that have been bought back under the Buy-back Mandate.

### **PROPOSED FINAL DIVIDEND**

As stated in the announcement issued by the Company dated 27 March 2019 relating to the annual results of the Group for the year ended 31 December 2018. The Directors recommended the declaration of a final dividend at HK4.00 cents per share, payable on Friday, 28 June 2019, to all persons registered as holders of shares of the Company on Thursday, 30 May 2019, subject to the approval of the shareholders at the Annual General Meeting. The aggregate amount shall be paid out of the Company's share premium account.

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## LETTER FROM THE BOARD

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The register of members of the Company will be closed for the following periods:

- (a) For the purpose of determining shareholders of the Company who are entitled to attend and vote at the forthcoming AGM to be held on Wednesday, 22 May 2019, the register of members of the Company will be closed on Thursday, 16 May 2019 to Wednesday, 22 May 2019, both days inclusive. In order to qualify for attending and voting at the AGM, all transfer documents should be lodged for registration with Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 15 May 2019.
- (b) For the purpose of determining shareholders of the Company who qualify for the final dividend, the register of members of the Company will be closed on Tuesday, 28 May 2019 to Thursday, 30 May 2019, both days inclusive. In order to qualify for the final dividend, all transfer documents should be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 27 May 2019.

### PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 84 of the Articles, Ms. Zeng Jie, Baby, Mr. Deng Bo, Mr. Liao Qian and Mr. Ho Man (the “**Retiring Directors**”) will retire from offices as Directors at the Annual General Meeting and, being eligible, will offer themselves for re-election as Retiring Directors. The biographical details of the Retiring Directors are set out in Appendix II to this circular.

Recommendation to the Board for the proposed re-election of Mr. Ho Man as Independent Non-executive Director (“**INED**”) was made by the Nomination Committee of the Company, after reviewing his suitability based on the assessment criteria as set out in the Terms of Reference of Nomination Committee adopted by the Company and the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr. Ho Man has more than 19 years of experience in private equity investment and finance and has rich experience in directorship of listed companies in Hong Kong. It is considered that his professional background and skills can bring valuable insights and perspectives to the Company. Having regard to the confirmation, the satisfactory attendance record to meetings and the actual contributions that Mr. Ho has made, the Board concluded that Mr. Ho is able to discharge his responsibilities as an INED of the Company and can devote sufficient time to the Board.

Thus, the Board, having taken into account of his past contributions to the Company and his individual attributes in enhancing the Board's diversity, accepted the recommendation from the Nomination Committee of the Company for the proposed re-election of Mr. Ho Man as an INED of the Company at the AGM.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice of the Annual General Meeting is set out on pages 15 to 19 of this circular. Pursuant to the requirements of the Listing Rules, all votes to be taken at the Annual General Meeting will be by poll.

A form of proxy for the Annual General Meeting is enclosed herewith. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy and return it to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as practicable but in any event no later than 48 hours before the time appointed for holding the Annual General Meeting. Completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof in person should you so wish.

### RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Buy-back Mandate to the Directors, the extension of the Issue Mandate and the re-election of the Retiring Directors 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 circular, for which the Directors 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this 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 circular misleading.

Yours faithfully,  
By order of the Board of  
**FANTASIA HOLDINGS GROUP CO., LIMITED**  
**Pan Jun**  
*Chairman*



This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Buy-back Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

### **1. SHARES IN ISSUE**

As at the Latest Practicable Date, the Company had 5,765,252,224 Shares in issue.

Subject to the passing of the ordinary resolution granting the Buy-back Mandate and on the basis that there will be no change to the total number of issued Shares prior to the Annual General Meeting, the Company would be allowed under the Buy-back Mandate to buyback a maximum of 576,525,222 Shares, being 10% of the total number of Shares in issue as at the date of the Annual General Meeting, during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the date on which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

### **2. REASONS FOR SHARES BUY-BACK**

The Directors believe that the Buy-back Mandate is in the best interests of the Company and its Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstances in which the Directors might think it appropriate to buyback Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as a whole as such buybacks may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such buybacks in circumstances where they consider them to be in the best interests of the Company and the Shareholders as a whole.

### **3. FUNDING OF BUYBACKS**

In buying-back Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and the Articles and the laws of the Cayman Islands. Any buybacks of Shares will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the buyback or, if authorised by the Articles and subject to the Companies Law, out of capital and, in the case of any premium payable on the buyback, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company. In accordance with the laws of the Cayman Islands, the shares so bought back would be treated as cancelled.

The Directors consider that the exercise of the Buy-back Mandate in full will not have a material adverse impact on the working capital or gearing level of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 December 2018). The Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 December 2018) which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date are as follows:

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2018</b>		
April	1.78	1.46
May	1.56	1.42
June	1.52	1.25
July	1.27	1.18
August	1.22	1.06
September	1.04	0.94
October	0.95	0.75
November	0.95	0.82
December	0.96	0.87
<b>2019</b>		
January	1.14	0.88
February	1.27	1.10
March	1.56	1.29
April (up to and including the Latest Practicable Date)	1.62	1.59

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to buyback Shares pursuant to the Buy-back Mandate and in accordance with the Listing Rules, the Memorandum and the Articles and the laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company or its subsidiaries, nor has undertaken not to do so, in the event that the Buy-back Mandate is granted by the Shareholders.

## **6. TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT**

If a Shareholder's proportionate interest in the voting capital of the Company increases as a result of a share buyback, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, Fantasy Pearl, a company indirectly owned as to 80% by Ms. Zeng Jie, Baby and as to 20% by Mr. Pan Jun, was beneficially interested in an aggregate of approximately 57.51% of the total number of Shares in issue. In the event that the Buy-back Mandate is exercised in full, the shareholding in the Company held by Fantasy Pearl would be increased to approximately 63.9% of the issued share capital of the Company. Accordingly, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will not exercise the Buy-back Mandate to such an extent as a result of such buyback, the number of Shares held by the public would fall below 25% of the total number of Shares in issue.

## **7. SHARE BUYBACKS MADE BY THE COMPANY**

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The biographical details of the Retiring Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

**1. Ms. Zeng Jie, Baby**

**Ms. ZENG Jie, Baby (曾寶寶) (“Ms. Zeng”)**, is an executive Director of the Company. She is also a member of the Company’s nomination committee. Ms. Zeng is one of the controlling shareholders and the largest shareholder of the Company.

Ms. Zeng has entered into a service agreement with the Company for a term of three years and subject to termination by not less than three months’ notice in writing served by either party on the other and is subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the Articles. Ms. Zeng’s emoluments are determined with reference to her duties and responsibilities with the Company and the Company’s remuneration policy. She is entitled to participate in the Company’s retirement scheme, share option scheme and accident insurance scheme, and is also entitled to use a company car which is, in the opinion of the Board, suitable to her position, and be reimbursed all reasonable expenses incurred in relation to the company car (including fuel, maintenance and insurance). Ms. Zeng has received salary of RMB5,885,000 for the year ended 31 December 2018.

Ms. Zeng, through her wholly-owned corporation, Ice Apex Limited, has a 80% attributable interest in Fantasy Pearl, which is beneficially interested in 3,314,090,500 Shares.

As at the Latest Practicable Date, Ms. Zeng is interested in the share options granted by the Company to subscribe for 9,980,000 Shares. Save as aforesaid, Ms. Zeng has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, Ms. Zeng is independent from and not related to any other Directors, the Company’s senior management, other substantial or controlling Shareholders. Ms. Zeng has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed herein, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Ms. Zeng and there are no other matters that need to be brought to the attention of the Shareholders in relation to her re-election.

**2. Mr. Deng Bo**

**Mr. DENG Bo** (鄧波) (“**Mr. Deng**”), aged 51, is an executive Director of Company. Mr. Deng currently serves as vice chief executive of Fantasia Group (China) Company Limited, a wholly-owned subsidiary of the Company, and is responsible for asset management department, audit and monitoring department, information department, mass data Company Soushe Development Research Institute (搜社發展研究院) and Hehenian Company. Prior to joining the Company, Mr. Deng held the position of investment development director of Oceanwide Real Estate Group from December 1998 to April 2010; from May 1997 to November 1998, he served as a design director of Shenzhen Grand Field Real Estate Development Co., Limited (深圳市鈞濠房地產開發有限公司); from July 1995 to May 1997, he served as an architectural designer of Shenzhen Nanyou Engineering Design Limited Company; and from August 1990 to March 1992, he served as an architectural designer of Changsha Institute of Architectural Design. Mr. Deng graduated from Hunan University in June 1989 with a Bachelor’s degree in Architectural Studies. He also earned a Master’s degree in Architectural Studies from the same university in July 1995. Mr. Deng has not held any directorships in any companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Deng has entered into a service contract with the Company for a term of three which could be terminated by either party giving three months’ prior written notice and 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. Mr. Deng is entitled to receive an annual emolument of RMB2,072,000 and will be entitled to a discretionary bonus at the sole determination of the Board. The annual emolument of Mr. Deng was determined by the Board with reference to his duties and responsibilities as well as the prevailing market conditions.

As at the Latest Practicable Date, Mr. Deng is interested in the share options granted by the Company to subscribe for 2,310,000 Shares. Mr. Deng’s spouse held 53,241 shares of Colour Life.

Save as disclosed herein, Mr. Deng has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Deng does not have any relationship with any other Directors, the Company’s senior management, substantial or controlling Shareholders. Save as disclosed above, Mr. Deng has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed herein, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Deng and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

### 3. Mr. Liao Qian

**Mr. LIAO Qian** (廖騫先生) (“**Mr. Liao**”), aged 38, is a non-executive Director of the Company and the secretary of the board of directors and vice chairman of the investment management committee of TCL Corporation (“**TCL Corporation**”), the shares of which are listed on Shenzhen Stock Exchange (Stock Code: 000100). He joined TCL Corporation in March 2014 as the officer of the board of directors. Mr. Liao was subsequently appointed as the secretary of the board of directors of TCL Corporation in April 2014, and a member of the executive committee of TCL Corporation in December 2014. Mr. Liao is also the chairman, non-executive director, chairman of the nomination committee and a member of the remuneration committee of China Display Optoelectronics Technology Holdings Limited, the shares of which are listed on Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (Stock Code: 334); and chairman and non-executive director of Tonly Electronics Holdings Limited, the shares of which are listed on Main Board of the Stock Exchange (Stock Code: 1249).

He served as a director of TCL Communication Technology Holdings Limited (whose shares were listed on the Stock Exchange during the period from 27 September 2004 up to 30 September 2016 (former stock code: 2618) and this company is currently a wholly-owned subsidiary of TCL Corporation) since May 2015, director of TCL Financial Holding (Shenzhen) Co. Ltd.\* (TCL金融控股(深圳)有限公司) in September 2015, director of TCL Smart Home Technologies Co., Limited in November 2015, director of Highly Information Industry Co. Ltd (a subsidiary of TCL Corporation) and Huizhou Kuyou Network and Technology Co. Ltd.\* (惠州酷友網絡科技有限公司) respectively in March 2016, director of Speedex Logistics Co. Ltd.\* (速必達希傑物流有限公司, a non-wholly owned subsidiary of TCL Corporation) in July 2016, director of Shenzhen Hawk Internet Co. Ltd.\* (深圳豪客互聯網有限公司, a non-wholly owned subsidiary of TCL Corporation) and TCL Culture and Media (Shenzhen) Co. Ltd\* (TCL文化傳媒(深圳)有限公司), a non-wholly owned subsidiary of TCL Corporation) in August 2016 and independent director of Shenzhen Jiawei Photovoltaic Lighting Co., Ltd. in November 2016. Prior to joining TCL Corporation, from August 2006 to February 2014, Mr. Liao had worked for Guotai Junan Securities Co. Ltd. as senior manager and general manager of its financial advisory department and the director of corporate accounts department of Guotai Junan Securities Co. Ltd. (Shenzhen headquarters), responsible for the investment banking business of capital markets between Hong Kong and the People’s Republic of China. Mr. Liao graduated from Fuzhou University with a bachelor degree in economics in 2002, and obtained a master degree of laws from Yunnan University in 2006. Mr. Liao also holds a Chinese legal professional qualification certificate.

Mr. Liao has entered into an appointment letter with the Company for a term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. The appointment letter can be terminated by either party by giving three months’ notice to the other party. Mr. Liao will receive annual emolument of RMB240,000. Mr. Liao’s emolument was determined by the Board with reference to his duties and responsibilities and the prevailing market rate.

Save as disclosed herein, Mr. Liao 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 herein, 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. Liao that need to be brought to the attention of the shareholders of the Company.

#### 4. Mr. Ho Man

**Mr. HO Man (何敏)** (“**Mr. Ho**”), aged 49, is an independent non-executive Director of the Company, the chairman of the audit committee and a member of each of the remuneration committee and nomination committee of the Company respectively. Mr. Ho has over 19 years of working experience in private equity investment and finance and is currently the managing director of an investment holding company. Prior to that, Mr. Ho served as an executive partner representative of a Chengdu-based private equity investment fund from December 2011 to May 2014. Mr. Ho worked for a Hong Kong-based private fund management company during January 2010 to December 2013 and was the managing director and head of China growth and expansion capital of CLSA Capital Partners from August 1997 to October 2009. Mr. Ho was the non-executive director of SCUD Group Limited (stock code: 1399) from December 2006 to October 2009) and Shanghai Tonva Petrochemical Co., Ltd. (stock code 1103, previous stock code: 8251, currently known as Shanghai Dasheng Agriculture Finance Technology Co., Ltd) from September 2008 to October 2009, both being companies listed on the Main Board of the Stock Exchange. He was the independent director of Shenzhen Forms Syntron Information Co. Ltd (stock code: 300468.SZ), a company listed on the ChiNext of Shenzhen Stock Exchange, from February 2012 to February 2018.

Mr. Ho has been an independent non-executive director of Fu Shou Yuan International Group Limited (stock code: 1448), since December 2013; an independent non-executive director of CIMC-TianDa Holdings Company Limited, (stock code: 445) since July 2015; an independent nonexecutive director of Momentum Financial Holdings Limited (stock code: 1152) since November 2016; an independent non-executive director of Midas International Holdings Limited (Magnus Concordia Group Ltd) (stock code: 1172) since January 2018; and an independent non-executive director of Wanjia Group Holdings Limited (stock code: 401) since February 2018, all being companies listed on the Main Board of the Stock Exchange.

Mr. Ho has been a director of Shenzhen Daixiang Space Construction Co., Ltd., (stock code: 836604), a company listed on the National Equities Exchange and Quotations, since September 2015.

Mr. Ho was awarded an Executive Master of Business Administration degree from Tsinghua University and a master's degree in finance from the London Business School. He is also a Chartered Financial Analyst.

Mr. Ho entered into an appointment letter with the Company for a term of three years commencing and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Ho's emoluments are determined by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Mr. Ho is entitled to receive an annual fee of RMB240,000. As at the Latest Practicable Date, Mr. Ho is interested in the share options granted by the Company to subscribe for 1,600,000 Shares. Save as disclosed above, Mr. Ho has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Ho is independent from and not related to any other Directors, the Company's senior management, substantial or controlling Shareholders.

Save as disclosed above, Mr. Ho has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Ho and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.



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## NOTICE OF ANNUAL GENERAL MEETING

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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 Cayman Islands with limited liability)*

**(Stock Code: 1777)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of FANTASIA HOLDINGS GROUP CO., LIMITED (the “**Company**”) will be held at Ball Room, 6/F., 88-1 Meilong Road and Minzhi Road, Longhua District, Shenzhen, People’s Republic of China on 22 May 2019 (Wednesday) at 3:30 p.m. for the purposes of considering and, if thought fit, passing the following resolutions (with or without modifications):

### **As Ordinary Business**

1. To receive, consider and adopt the report of the directors of the Company, the audited consolidated financial statements of the Company and the report of the independent auditor of the Company for the year ended 31 December 2018.
2. To declare a final dividend of HK4.00 cents per Share for the year ended 31 December 2018.
3. To re-elect Ms. Zeng Jie, Baby, a retiring Director, as an Executive Director.
4. To re-elect Mr. Deng Bo, a retiring Director, as an Executive Director.
5. To re-elect Mr. Liao Qian, a retiring Director, as a Non-executive Director.
6. To re-elect Mr. Ho Man, a retiring Director, as an Independent Non-executive Director.
7. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
8. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company (the “**Auditors**”) to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix the remuneration of the Auditors.

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## NOTICE OF ANNUAL GENERAL MEETING

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### As Special Business

To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

9. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.1 each in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) any share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the total number of shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company’s articles of association to be held; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

10. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buyback shares of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buyback its shares at a price determined by the Directors;
- (c) the total number of the shares which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company’s articles of association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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11. “**THAT** conditional upon the passing of the resolutions nos. 9 and 10 as set out in the notice convening the meeting of which these resolutions form part (the “**Notice**”), the general mandate granted to the Directors pursuant to the resolution no. 9 as set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company bought back by the Company under the authority granted pursuant to the resolution no. 10 as set out in the Notice, provided that such amount shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing this resolution.”

By Order of the Board  
**FANTASIA HOLDINGS GROUP CO., LIMITED**  
**Pan Jun**  
*Chairman*

Hong Kong, 8 April 2019

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on behalf of him. A proxy need not be a shareholder of the Company.
2. A form of proxy for the annual general meeting is enclosed. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any), under which the form is signed must be deposited at the Company’s branch 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 meeting.
3. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the meeting or any adjourned meeting or upon the poll concerned if the shareholders of the Company so wish. In such event, the instrument appointing the proxy shall be deemed to be revoked.
4. The Register of Members of the Company will be closed for the following periods:
  - (a) For the purpose of determining shareholders who are entitled to attend and vote at the forthcoming annual general meeting to be held on Wednesday, 22 May 2019 (the “**Meeting**”), the register of members of the Company will be closed on from Thursday, 16 May 2019 to Wednesday, 22 May 2019, both days inclusive. In order to qualify for attending and voting at the Meeting, all transfer documents should be lodged for registration with Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 15 May 2019.
  - (b) For the purpose of determining shareholders who qualify for the final dividend, the register of members of the Company will be closed from Tuesday, 28 May 2019 to Thursday, 30 May 2019, both days inclusive. In order to qualify for the final dividend, all transfer documents should be lodged for registration with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 27 May 2019.
5. With respect to the resolution set out in resolution no. 10 of the notice, approval is being sought from shareholders of the Company for a general mandate to be given to the directors to buy back shares of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. With respect to the resolutions set out in resolution nos. 9 and 10 of the notice, approval is being sought from shareholders of the Company for general mandates to be given to the directors to allot, issue and deal with shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

*As at the date of this notice, the Executive Directors are Mr. Pan Jun, Ms. Zeng Jie, Baby and Mr. Deng Bo; the Non-executive Directors are Mr. Li Dong Sheng and Mr. Liao Qian and Mr. Lam Kam Tong; and the Independent Non-executive Directors are Mr. Ho Man, Mr. Huang Ming, Dr. Liao Jianwen, Ms. Wong Pui Sze, Priscilla, JP and Mr. Guo Shaomu.*