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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 the 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**

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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 Friday, 29 May 2020 at 3:30 p.m. is set out on pages 19 to 23 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, 17 April 2020

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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 29 May 2020 Friday at 3:30 p.m. or any adjournment thereof, notice of which is set out on pages 19 to 23 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”	10 April 2020, 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 the Cayman Islands with limited liability)*

**(Stock Code: 1777)**

*Executive Directors:*

Mr. Pan Jun (*Chairman and Chief Executive Officer*)  
Ms. Zeng Jie, Baby  
Mr. Ke Kasheng  
Mr. Zhang Huiming  
Mr. Chen Xinyu

*Registered office:*

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

*Non-executive Directors:*

Mr. Li Dong Sheng  
Mr. Liao Qian

*Principal place of business in*

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

*Independent non-executive Directors:*

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

17 April 2020

*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 5,767,670,304 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 1,153,534 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 30 March 2020 relating to the annual results of the Group for the year ended 31 December 2019, the Directors recommended the declaration of a final dividend at the rate of RMB5.00 cents per share, equivalent to HK5.50 cents payable on Friday, 24 July 2020, to all persons registered as holders of shares of the Company on Tuesday, 9 June 2020, 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.

The proposed final dividend shall be declared in RMB and distributed in Hong Kong dollars. The final dividend to be distributed in Hong Kong dollars will be converted from RMB at the average median parity rate of RMB1.00 to Hong Kong dollar 1.1006 as announced by the People's Bank of China on 30 March 2020.

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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 Friday, 29 May 2020, the register of members of the Company will be closed on Monday, 25 May 2020 to Friday, 29 May 2020, 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 Friday, 22 May 2020.
- (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 Thursday, 4 June 2020 to Tuesday, 9 June 2020, 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 Wednesday, 3 June 2020.

### PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 84 of the Articles, Mr. Pan Jun, Mr. Ke Kasheng, Mr. Zhang Huiming, Mr. Chen Xinyu, Mr. Li Dong Sheng, Mr. Liao Qian and Dr. Liao Jianwen (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 Dr. Liao Jianwen 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. 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 Dr. Liao Jianwen has made, the Board concluded that Dr. Liao Jianwen 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 Dr. Liao Jianwen 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 19 to 23 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 and return 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(l)(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 5,767,670,304 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 576,767,030 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 2019). 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 2019) 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:

	<b>Price Per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2019</b>		
April	1.65	1.49
May	1.50	1.14
June	1.43	1.23
July	1.46	1.29
August	1.29	1.13
September	1.27	1.14
October	1.21	1.15
November	1.36	1.25
December	1.47	1.27
<b>2020</b>		
January	1.64	1.39
February	1.52	1.39
March	1.80	1.25
April (up to and including the Latest Practicable Date)	1.41	1.36

**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 57.46% 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 63.84% 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. Mr. Pan Jun**

**Mr. PAN Jun (潘軍)** (“Mr. Pan”), aged 49, is the chairman of the Board, an executive director, the Chief Executive Officer, chairman of the nomination committee and a member of the remuneration committee of the Company respectively. He joined the Group in 1999 and is responsible for the overall operation of the Group’s projects, formulation of our development strategies, as well as supervising the project planning, business and operation management of the Group. He is also currently the president of Fantasia Group (China) Company Limited (“Fantasia China Group”), chairman of Shenzhen Fantasia Real Estate Group Limited and the director of a number of the Group’s subsidiaries including re-designating as an executive director from a non-executive director of Colour Life Services Group Co., Limited (whose shares are listed on the main board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (stock code: 1778) (“Colour Life”) on 19 September 2019. Prior to joining the Group, Mr. Pan was the project manager, manager of the marketing department, manager of the valuation department and assistant to general manager of World Union Real Estate Consultancy (Shenzhen) Ltd. (世聯地產顧問(深圳)有限公司). Mr. Pan obtained a Bachelor’s degree in Conservancy and Hydropower Engineering from Chengdu University of Science and Technology (成都科技大學), now known as Sichuan University (四川大學), in 1992 and holds an EMBA degree from Tsinghua University. Mr. Pan is also a registered property valuer in China and a member of the Shenzhen Institution of Real Estate Appraisers (深圳市不動產估價學會).

Mr. Pan has entered into a service agreement with the Company for a term of three years commencing on 25 November 2009 subject to termination by not less than three months’ notice in writing served by either party on the other and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles. His service contract was renewed on 25 November 2018 for another term of three years. Mr. Pan’s emoluments are determined with reference to his duties and responsibilities with the Company and the Company’s remuneration policy. Mr. Pan 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 his position, and be reimbursed all reasonable expenses incurred in relation to the company car (including fuel, maintenance and insurance). Mr. Pan has received salary of RMB5,961,878.79 for year 2019.

As at the Latest Practicable Date, Mr. Pan, through his wholly owned corporation, Graceful Star Overseas Limited, has a 20% attributable interest in Fantasy Pearl, an associated corporation of the Company which is beneficially interested in an aggregate of approximately 57.46% of the issued share capital of the Company. As at the Latest Practicable Date, Mr. Pan is also interested in the share options granted by the Company to subscribe for 9,980,000 Shares. Save as disclosed above, Mr. Pan has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Pan is independent from and not related to any other Directors, senior management or substantial shareholders of the Company. Save as disclosed above, Mr. Pan 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. Pan and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

## 2. Mr. Ke Kasheng

**Mr. KE Kasheng** (柯卡生) (“Mr. Ke”), aged 56, is the executive director of the Company. Mr. Ke is currently the executive director of Fantasia China Group, and is responsible for the coordination and development of the investment business, financing business, capital operation-related businesses of the company.

Prior to joining the Company, Mr. Ke started his career at the Currency Issue Department of Guangdong Branch of People’s Bank of China in July 1984 and held various positions in People’s Bank of China and China Banking Regulatory Commission, including deputy chief and chief of the Currency Issue Department of Guangdong Branch of People’s Bank of China from June 1989 to April 1992, deputy director of the General Office of Guangdong Branch of People’s Bank of China from April 1992 to April 1996, director of the Comprehensive Planning Division of Guangdong Branch of People’s Bank of China from April 1996 to November 1996, president of Shantou Branch of People’s Bank of China from November 1996 to April 2000, director of the Internal Audit Division and vice president of Guangzhou Branch of People’s Bank of China from April 2000 to July 2003, member of the preparation team and deputy director of the Guangdong Office of China Banking Regulatory Commission from July 2003 to May 2006, and director of the Non-banking Financial Institution Regulatory Department of China Banking Regulatory Commission from May 2006 to October 2012, an executive director and the president of China Huarong Asset Management Co. Ltd. from October 2012 to September 2017. Mr. Ke i) has been serving as an

independent non-executive director of Yunnan Energy International Co. Limited (whose shares are listed on the Stock Exchange (stock code: 1298) and the Singapore Exchange Limited (stock code: T43) ) since 30 November 2018; ii) currently serves as an independent non-executive director of COFCO Trust Co., Ltd.; iii) serves as the director of the Education Foundation of Central University of Finance and Economics; and iv) serves as the president of Beijing Shengbao Tongda Electrical Engineering Co., Ltd. (北京盛寶通達電氣工程有限公司). Mr. Ke obtained a bachelor degree from the Central Institute of Finance and Economics (now known as the Central University of Finance & Economics) in July 1984, a master degree in business operation from the Aichi University of Japan in March 1995, and obtained a MBA degree for senior management from Cheung Kong Graduate School of Business in September 2007.

Mr. Ke has entered into a service contract with the Company for a term of three years commencing on 30 May 2019 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. Ke is entitled to receive an annual emolument of RMB4,200,000 and will be entitled to a discretionary bonus at the sole determination of the Board. The annual emolument of Mr. Ke 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. Ke does not hold any shares of the Company within the meaning of Part XV of the SFO. Mr. Ke does not have any relationship with any other Directors, the Company's senior management, substantial or controlling Shareholders. Save as disclosed above, Mr. Ke 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. Ke 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. Zhang Huiming**

**Mr. ZHANG Huiming** (張惠明) (“Mr. Zhang”), aged 41, is the executive director of the Company. Mr. Zhang is currently the executive director, vice president and chief financial officer of Fantasia China Group. He is responsible for the overall financial management, capital management, investment and operation management of the Company.

Prior to joining the Company, Mr. Zhang worked in CITIC Group from July 1999 to January 2014, successively served as deputy general manager of the Planning and Headquarters Finance Department of CITIC Real Estate, assistant general manager of Guangzhou Company, and project general manager; he worked in Agile Group Holdings Limited from February 2014 to February 2019, successively served as assistant to chairman and president, director of the finance center of the real estate group, vice president of the real estate group and general manager of the financial center and strategic investment center, in charge of the finance, strategy, investment, and urban renewal businesses. Mr. Zhang obtained a bachelor’s degree in economics from University of International Business and Economics in 2002.

Mr. Zhang 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. Zhang will receive annual emolument of RMB4,000,000. Mr. Zhang’s emolument was determined by the Board with reference to his duties and responsibilities and the prevailing market rate.

As at the Latest Practicable Date, Mr. Zhang 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. Zhang that need to be brought to the attention of the shareholders of the Company.

**4. Mr. Chen Xinyu**

**Mr. CHEN Xinyu** (陳新禹) (“Mr. Chen”), aged 51, the executive director and chief financial officer of the Company, responsible for capital operation and planning management, listed company’s investor relations and information disclosure management-related business. Mr. Chen was also re-designated from a non-executive director of Colour Life to an executive director of Colour Life on 19 September 2019. Mr. Chen is also the executive director, and is concurrently the general managers, and in charge of the finance and capital center and the investment management department of Fantasia China Group.

Prior to joining the Group, Mr. Chen was the deputy general manager of the Finance Department of Country Garden Holdings Company Limited from 2015 to 2019. Before this, Mr. Chen was the investment director of China Overseas Qingyi Care Services Co., Ltd. (中海親頤養老服務有限公司); and later served as an analyst of Seagate Global Advisors LLC., Redondon Beach and as the manager of bond trading portfolio of Godesk LLC., Elsegando in USA. Mr. Chen once served as the director of the Finance Department of China State Construction Engineering Corporation Limited. Mr. Chen graduated from Shijiazhuang Tiedao Institute in financial accounting and holds a master’s degree in corporate finance from Xi’an Jiaotong University and a master’s degree in business administration from the University of Illinois in Chicago. Mr. Chen has nearly 30 years of experience in investment, capital market and corporate financing related activities.

Mr. Chen has entered into a service contract with the Company for a term of three years commencing on 30 May 2019 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. Chen is entitled to receive an annual emolument of HKD4,000,000 and will be entitled to a discretionary bonus at the sole determination of the Board. The annual emolument of Mr. Chen 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. Chen did not hold any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Chen does not have any relationship with any other Directors, the Company’s senior management, substantial or controlling Shareholders. Save as disclosed above, Mr. Chen 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. Chen and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

**5. Mr. Li Dong Sheng**

**Mr. LI Dong Sheng** (李東生), aged 62, is a non-executive Director of the Company. He graduated from South China University of Technology in 1982 with a Bachelor's degree in Radio Technology and has more than 19 years of experience in the information technology sector. Mr. Li resigned as an executive director and Chairman of TCL Multimedia Technology Holdings Limited, a company listed on the Stock Exchange, since September 2017. He is currently an independent non-executive director of Tencent Holdings Limited, a company listed on the Stock Exchange, and an independent director of Legrand, a company listed on NYSE Euronext.

The Company has entered into a letter of appointment with Mr. Li in relation to his appointment as a non-executive Director. Mr. Li has been appointed for a term of three years commencing on 6 January 2014 and is subject to retirement by rotation and re-election in accordance with the Articles. His appointment was renewed on 6 January 2020 for another term of three years. Mr. Li is entitled to a director's fee of RMB240,000 per annum, which has been approved by the Board having considered his responsibilities and duties, the Company's remuneration policy and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Li has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. He is independent from and not related to any other Directors, senior management or substantial shareholders of the Company. Save as disclosed above, Mr. Li 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. Li and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

**6. Mr. Liao Qian**

**Mr. LIAO Qian** (廖騫先生) (“**Mr. Liao**”), aged 39, 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.

As at the Latest Practicable Date, 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.

#### 7. Dr. Liao Jianwen

**Dr. LIAO Jianwen** (廖建文) ("Dr. Liao"), aged 52, is an independent non-executive director of the Company. He is also a member of each of the audit committee, remuneration committee and nomination committee of the Company respectively. Dr. Liao has extensive business research and teaching experience in United States, Hong Kong and the People's Republic of China (the "PRC"). He is well-known for his cross-discipline research, teaching and consultancy in relation to the strategy, innovation and entrepreneurship disciplines, extensive working experience encompassing North American and Asian regions, and has pioneering experience in biotechnology industry during his early years. Dr. Liao has been an associate dean and professor of managerial practice in strategy and innovation at Cheung Kong Graduate School of Business (長江商學院) since January 2012. Prior to that, he was an associate professor at Stuart School of Business in Illinois Institute of Technology from 2006 to 2012. In 2001, he was also a visiting professor at Hong Kong University of Science and Technology. He received a Doctorate degree in business administration from Southern Illinois University at Carbondale (USA) in August 1996, a Master's degree in economics from Renmin University of China (中國人民大學) in February 1991, and a Bachelor's degree in industry engineering from Northeastern University (東北大學) (formerly known as Northeastern Institute of Technology (東北工學院)) in July 1988. Dr. Liao served as an independent non-

executive director of Qihoo 360 whose shares are traded at New York Stock Exchange and an independent non-executive director of China Mengniu Dairy Company Limited whose shares are traded on the Main Board of the Stock Exchange. He is currently an independent non-executive director of Fantasia Holdings Group Co., Limited, Colour Life and 361 Degrees International Limited, 3 companies are listed on the Main Board of the Stock Exchange; an independent director of China Merchants Shekou Industrial Zone Holdings Co., Ltd., a company listed on the Shenzhen Stock Exchange; and chief strategy officer of JD Group, a company listed on NASDAQ Stock Exchange.

Dr. Liao has entered into an appointment letter with the Company for a term of three years commencing on 17 February 2015 and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles. His service contract was renewed on 17 February 2018 to another terms of three year. His 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, Dr. Liao is entitled to receive an annual fee of RMB240,000.

As at the Latest Practicable Date, Dr. Liao does not hold any shares of the Company within the meaning of Part XV of the SFO. However, he is interested in 710,000 share options of Colour Life. Save as disclosed above, Dr. Liao has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Dr. Liao is independent from and not related to any other Directors, senior management or substantial shareholders of the Company. Save as disclosed above, Dr. Liao 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 Dr. Liao 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 控 股 集 團 有 限 公 司

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 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 29 May 2020 (Friday) 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 2019.
2. To declare a final dividend of HK5.50 cents per Share for the year ended 31 December 2019.
3. To re-elect Mr. Pan Jun, a retiring Director, as an Executive Director.
4. To re-elect Mr. Ke Kasheng, a retiring Director, as an Executive Director.
5. To re-elect Mr. Zhang Huiming, a retiring Director, as an Executive Director.
6. To re-elect Mr. Chen Xinyu, a retiring Director, as an Executive Director.
7. To re-elect Mr. Li Dong Sheng, a retiring Director, as Non-executive Director.
8. To re-elect Mr. Liao Qian, a retiring Director, as Non-executive Director.
9. To re-elect Dr. Liao Jianwen, a retiring Director, as an Independent Non-executive Director.

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## NOTICE OF ANNUAL GENERAL MEETING

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10. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
11. 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.

### As Special Business

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

12. “**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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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; 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).”

13. “**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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.”

14. “**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, 17 April 2020

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 of the Company who are entitled to attend and vote at the forthcoming AGM to be held on Friday, 29 May 2020, the register of members of the Company will be closed on Monday, 25 May 2020 to Friday, 29 May 2020, 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 Friday, 22 May 2020.
  - (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 Thursday, 4 June 2020 to Tuesday, 9 June 2020, 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 Wednesday, 3 June 2020.
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.
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, Mr. Ke Kasheng, Mr. Zhang Huiming and Mr. Chen Xinyu; the non-executive Directors are Mr. Li Dong Sheng and Mr. Liao Qian; and the independent non-executive Directors are Mr. Ho Man, Dr. Liao Jianwen, Ms. Wong Pui Sze, Priscilla, JP and Mr. Guo Shaomu.*