



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)**

**PROXY FORM FOR ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 25 SEPTEMBER 2023**

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s) (Note 2) of HK\$0.10 each (the "Share")  
in the issued share capital of FANTASIA HOLDINGS GROUP CO., LIMITED (the "Company") hereby appoint the chairman of the annual general meeting  
of the Company (the "Meeting"), or failing him/her (Note 3) \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Imagination Room, BOHUB, 5/F., Tower A, The Platinum  
Tower, No. 1 Tairan 7th Road, Futian District, Shenzhen, the PRC on Monday, 25 September 2023 at 10:00 a.m. (and at any adjournment thereof), in respect  
of the resolutions set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS (Note 4)		For (Note 5)	Against (Note 5)
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 2021.		
2.	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 2022.		
3.	To re-elect Mr. Ke Kasheng as an executive director of the Company.		
4.	To re-elect Mr. Chen Xinyu as an executive director of the Company.		
5.	To re-elect Mr. Timothy David Gildner as an executive director of the Company.		
6.	To re-elect Mr. Su Boyu as a non-executive director of the Company.		
7.	To re-elect Mr. Kwok Chi Shing as an independent non-executive director of the Company.		
8.	To re-elect Mr. Ma Yu-heng as an independent non-executive director of the Company.		
9.	To authorise the board of directors to fix the remuneration of the directors of the Company.		
10.	To re-appoint Prism Hong Kong and Shanghai Limited as auditor of the Company 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 auditor.		
11.	To grant a general mandate to the directors of the Company to allot, issue and deal with the Company's additional Shares not exceeding 20% of the total number of Shares in issue at the date of passing this resolution.		
12.	To grant a general mandate to the directors of the Company to buyback the Shares not exceeding 10% of the total number of Shares at the date of passing this resolution.		
13.	To extend the mandate granted to the directors of the Company to issue, allot and deal with Shares by the number of Shares bought back.		
14.	To consider, ratify and confirm the failure to hold the 2021 annual general meeting of the Company in accordance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (and non-compliances resulted therefrom) and to effect the matters required by the articles of association of the Company at such annual general meeting (including but not limited to the rotation of the directors of the Company and the appointment of auditors).		
SPECIAL RESOLUTION		For (Note 5)	Against (Note 5)
15.	To adopt the second amended and restated articles of association.		

Date: \_\_\_\_\_

Signed: (Note 6) \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the issued share capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete "the Chairman of the meeting" and insert the name and address of the desired proxy in the space provided. **(ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.)**
- The above description of the proposed ordinary resolutions is by way of summary only. The full text appears in the notice of the Meeting.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding, the first named being the senior.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 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 or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting if you so wish, in which case this form of proxy shall be deemed to be revoked.