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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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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 RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Fantasia Holdings Group Co., Limited 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 Friday, 23 May 2025 at 10:00 a.m. is set out on pages 15 to 18 of this circular. Whether or not you are able to attend the Annual General Meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjournment thereof). Such form of proxy is also published on the Stock Exchange's HKExnews website at www.hkexnews.hk and the Company's website at www.cnfantasia.com. 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 and in such event, the form of proxy shall be deemed to be revoked.

30 April 2025

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DEFINITIONS

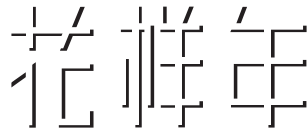
In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Imagination Room, BOHUB, 5/F., Tower A, The Platinum Tower, No. 1 Tairan 7th Road, Futian District, Shenzhen, the PRC on Friday, 23 May 2025 at 10:00 a.m. or any adjournment thereof, notice of which is set out on pages 15 to 18 of this circular
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed 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 (excluding treasury shares) as at the date of passing the relevant resolution at the Annual General Meeting
“Colour Life”	Colour Life Services Group Co., Limited, an exempted company incorporated in the Cayman Islands with limited liability under the laws of the Cayman Islands, a non-wholly owned subsidiary of the Company, shares of which are listed on the Main Board of the Stock Exchange (stock code: 1778)
“Companies Act”	the Companies Act, Cap. 22 of the Cayman Islands (as amended, supplemented, or otherwise modified from time to time)
“Company”	Fantasia Holdings Group Co., Limited, an exempted company incorporated in the Cayman Islands with limited liability under the laws of the Cayman Islands, shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“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

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) not exceeding 20% of the total number of Shares in issue (excluding treasury shares) as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	23 April 2025, 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
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as may be amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.10 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 and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as may be amended, supplemented or otherwise modified from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

LETTER FROM THE BOARD



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:

Ms. Cheng Jianli (*Chairman*)

Mr. Timothy David Gildner

Mr. Lin Zhifeng

Non-executive Director:

Ms. Zeng Jie, Baby

Mr. Su Boyu

Independent non-executive Directors:

Mr. Guo Shaomu

Mr. Kwok Chi Shing

Mr. Ma Yu-heng

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business in

Hong Kong:

21/F.

CMA Building

64 Connaught Road Central

Hong Kong

30 April 2025

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE AND
BUYBACK SHARES;**

**(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND**

(3) NOTICE OF ANNUAL GENERAL MEETING

1. 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; and (iii) the extension of the Issue Mandate to include Shares bought back pursuant to the Buy-back Mandate; and (iv) re-election of Directors.

LETTER FROM THE BOARD

2. 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 and/or to resell treasury shares of the Company (if permitted under the Listing Rules) not exceeding 20% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of the resolution. Subject to the passing of the ordinary resolution granting the Issue Mandate and on the basis of 5,772,597,864 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 1,154,519,572 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 (i) the date of the next annual general meeting of the Company; or (ii) the date by which the next annual general meeting of the Company is required to be held by law or the Articles; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. The Company did not have any treasury shares as at the Latest Practicable Date.

3. 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 buy back issued Shares in such number not exceeding 10% of the total number of Shares in issue (excluding treasury shares) 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 (i) the date of the next annual general meeting of the Company; or (ii) the date by which the next annual general meeting of the Company is required to be held by law or the Articles; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

In accordance with the Listing Rules, the Company is required to give the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Buy-back Mandate. The explanatory statement required by the Listing Rules 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 and/or to resell treasury shares of the Company (if permitted under the Listing Rules) in an amount equal to the total number of Shares that have been bought back under the Buy-back Mandate.

LETTER FROM THE BOARD

4. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles, Mr. Kwok Chi Shing (an independent non-executive Director), Mr. Timothy David Gildner (an executive Director) and Ms. Cheng Jianli (an executive Director) shall retire from office by rotation and, being eligible, offer themselves for re-election at the forthcoming AGM.

Pursuant to the code provision B.2.3 in part 2 of the Corporate Governance Code as set out in Appendix C2 to the Listing Rules, if an independent non-executive director has served more than nine years, such director's further appointment should be subject to a separate resolution to be approved by shareholders.

Mr. Guo Shaomu ("**Mr. Guo**") was appointed as an independent non-executive Director on 17 February 2015 and has served the Company for more than nine years. His further appointment as an independent non-executive Director will therefore be subject to a separate resolution to be approved by the Shareholders at the Annual General Meeting. In accordance with the nomination policy of the Company, the Nomination Committee and the Board, considered Mr. Guo's past contributions to the Company and his expertise and professional qualifications. Having considered that Mr. Guo has extensive experience in corporate governance matters of the listed companies in Hong Kong, it is believed that his continuous directorship in the Company can continue to bring valuable contributions and diversity to the Board. Mr. Guo has also devoted sufficient time and commitment as an independent non-executive Director and has provided independent views and advice to the Company during his tenure of office.

The Company has received annual confirmation from Mr. Guo on his independence with reference to the independence guidelines set out in Rule 3.13 of the Listing Rules. In assessing the independence of Mr. Guo, the Nomination Committee and the Board noted that Mr. Guo (i) does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) is not involved in any relationships or circumstances which would interfere with the exercise of his independent judgment as an independent non-executive Director; and (iii) has been providing objective and independent views to the Company as mentioned above during his tenure of office.

Based on the above, it is believed that Mr. Guo's long service will not affect his exercise of independent judgment or his independence as an independent non-executive Director. In this regard, the Nomination Committee and the Board believes that the re-election of Mr. Guo as an independent non-executive Director is in the best interests of the Company and the Shareholders as a whole, and therefore recommended his re-election at the Annual General Meeting.

The biographical details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix II to this circular.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice of the Annual General Meeting is set out on pages 15 to 18 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 or any adjournment thereof. 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 and in such event, the form of proxy shall be deemed to be revoked.

6. 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 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.

7. 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
Fantasia Holdings Group Co., Limited
Cheng Jianli
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 5,772,597,864 Shares in issue and the Company did not have any treasury shares.

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 577,259,786 Shares, being 10% of the total number of Shares in issue (excluding treasury shares) 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 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. When exercising the Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchases, resolve to cancel the Shares bought back following settlement of any such buy-back or hold them as treasury shares. Shares bought back for cancellation 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. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles, and the laws of the Cayman Islands. 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 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 Act, 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.

The Directors consider that the exercise of the Buy-back Mandate in full may 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 2024) given the tight liquidity of the Group. However, 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 requirements of the Company or the gearing level 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>
2024		
April	0.036	0.025
May	0.095	0.036
June	0.076	0.057
July	0.059	0.053
August	0.054	0.046
September	0.102	0.044
October	0.223	0.12
November	0.134	0.107
December	0.119	0.1
2025		
January	0.108	0.093
February	0.097	0.086
March	0.099	0.08
April (up to and including the Latest Practicable Date)	0.08	0.06

5. CONFIRMATIONS

The Directors will exercise the powers of the Company to buy back Shares pursuant to the Buy-back Mandate and in accordance with the Listing Rules and the applicable 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 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.

Neither this explanatory statement nor the proposed Share buy-back has any unusual features.

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 International Limited, 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 57.41% 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 International Limited would be increased to approximately 63.79% 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 mandatory offer obligation under Rule 26 of the Takeovers Code would be triggered or 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 did not buy back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX II BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

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

1. **Ms. Cheng Jianli**

Ms. Cheng, aged 52, is an executive Director and the vice president of the Group. She is the chairperson of the Nomination Committee and a member of the remuneration committee of the Company (the “**Remuneration Committee**”). She was appointed as an executive Director on 25 September 2023. She is responsible for the human resources, administrative and overall management of the urban renewal sector. Ms. Cheng first joined the Group in 2004. She has served as various roles in the Group during the period between 2004 and 2014 and her last position was general manager of Shanghai division of the Group. She worked in Henderson (China) Investment Company Limited between July 2014 and December 2019. Her last position was assistant president and was responsible for the human resources, administration and development of new businesses. She worked in Redco Group from January 2020 to January 2021 where she was the vice president and was responsible for the human resources and administration. Ms. Cheng re-joined the Group in 2021. Ms. Cheng has 29 years of experience in the comprehensive management in real estate industry and human resources and administration.

The Company has entered into a director’s service agreement with Ms. Cheng for a term of three years commencing from 25 September 2023, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The director’s fee of Ms. Cheng Jianli has been changed to HK\$480,000 per annum, effective from 1 October 2024. Ms. Cheng is not entitled to any director’s fee. Ms. Cheng is entitled to a remuneration of approximately RMB1,200,000 per annum for her role as the vice president of the Group.

Save as disclosed, as at the Latest Practicable Date, Ms. Cheng (i) did not have any relationship with any directors, senior management or substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) was not interested in the Shares within the meaning of Part XV of the SFO; and (iii) did not hold any position in the Company or any subsidiary of the Company, nor any directorship in other listed public companies in Hong Kong or overseas in the last three years preceding the date of this circular.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Ms. Cheng that needs to be brought to the attention of the holders of securities of the Company or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

2. Mr. Timothy David Gildner

Mr. Timothy David Gildner (“**Mr. Gildner**”), aged 55, is an executive Director and the vice president of the Group. Mr. Gildner was appointed as an executive Director on 28 June 2023. He is responsible for managing the asset management department of the Group. Mr. Gildner has extensive knowledge and experience in finance and management. Prior to joining the Group, he was a director of Gottardo Advisory Limited between January 2012 and April 2022. He was also a visiting scholar at the City University of Hong Kong between January 2017 and June 2019 for graduate level courses in real estate investment in China and real estate financing; and for fintech related courses at The Hong Kong University of Science and Technology between June 2015 and January 2017.

Mr. Gildner obtained a bachelor of art degree in Journalism from Michigan State University, a master’s degree in international affairs and a master’s degree of business administration from Columbia University in 2002.

The Company has entered into a service contract with Mr. Gildner for a term of three years. He is entitled to an annual emolument of HK\$240,000 which was determined with reference to his background, qualification, experience, duties and responsibilities to the Company and the prevailing market situation.

Save as disclosed above and as at the Latest Practicable Date, Mr. Gildner (i) did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) was not interested in the Shares within the meaning of Part XV of the SFO; and (iii) did not hold any position in the Company or any subsidiary of the Company, nor any directorship in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Gildner that needs to be brought to the attention of the holders of securities of the Company or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

3. Mr. Kwok Chi Shing

Mr. Kwok Chi Shing (郭志成) (“**Mr. Kwok**”), aged 63, was appointed as an independent non-executive Director, the chairman of the audit committee and a member of each of the remuneration committee and nomination committee of the Company on 12 November 2021. Mr. Kwok is the chairman of LKKC CPA Limited. Currently, Mr. Kwok is also an independent non-executive director of listed companies including, Bonjour Holdings Limited (stock code: 653); DTXS Silk Road Investment Holdings Company Limited (stock code: 620); and ChemPartner PharmaTech Co Ltd. (睿智醫藥科技股份有限公司)(formerly Quantum Hi-Tech (China) Biotechnology Co., Ltd (量子高科(中國)生物股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300149). During the past three years, Mr. Kwok was an independent non-executive director of EPS Creative Health Technology Group Limited (stock code: 3860) from January 2017 to June 2021, Grand Ocean Advanced Resources Company Limited (stock code: 65) from January 2006 to September 2020, Hang Chi Holdings Limited (stock code: 8405) from June 2017 to August 2022, Huakang Biomedical Holdings Limited (stock code: 8622) from November 2018 to September 2020, all of which are listed on the Stock Exchange.

Mr. Kwok is a certified public accountant in Hong Kong. He obtained a degree of Master of Arts in Economics with Accountancy from the University of Aberdeen in U.K. in July 1986. He has been a fellow member of the Hong Kong Institute of Certified Public Accountants since January 1991 and a member of the Institute of Chartered Accountants of Scotland since November 1989.

Mr. Kwok has renewed his letter of appointment with the Company for a term of three years commencing from 1 October 2024, subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles. The annual remuneration of Mr. Kwok is HK\$240,000, which was determined with reference to his qualification, level of duties and responsibilities undertaken in the Company and the prevailing market conditions.

Save as disclosed above and as at the Latest Practicable Date, Mr. Kwok (i) did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) was not interested in the Shares within the meaning of Part XV of the SFO; and (iii) did not hold any position in the Company or any subsidiary of the Company, nor any directorship in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Kwok that needs to be brought to the attention of the holders of securities of the Company or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

4. Mr. Guo Shaomu

Mr. GUO Shaomu (郭少牧) (“**Mr. Guo**”), aged 59, was appointed as an independent non-executive Director on 17 February 2015. He is also the chairman of the remuneration committee and a member of each of the audit committee and nomination committee of the Company. He has over 13 years of experience in investment banking industry in Hong Kong. From February 2000 to February 2001, Mr. Guo served as an associate director of corporate finance of Salomon Smith Barney, an investment bank principally engaged in providing financial services (an investment banking arm of Citigroup Inc.), where he was primarily responsible for supporting the marketing and execution works of the China team. From March 2001 to September 2005, Mr. Guo served as an associate director of global investment banking of HSBC Investment Banking, an investment bank principally engaged in providing financial services, where he was primarily responsible for the execution of China-related transactions. From October 2005 to April 2007, Mr. Guo served as a vice president and director of the real estate team of J.P. Morgan Investment Banking Asia, an investment bank principally engaged in providing financial services, where he was primarily responsible for the marketing works covering the real estate sector in China. From April 2007 to April 2013, Mr. Guo served as a director and managing director of the real estate team of Morgan Stanley Investment Banking Asia, an investment bank principally engaged in providing financial services, where he was one of the key members responsible for the business in the real estate sector in the Greater China region. Currently, Mr. Guo is an independent director of GalaxyCore Inc., a company listed on the Shanghai Stock Exchange (stock code: 688728). He is also an independent non-executive director of Yida China Holdings Limited (stock code: 3639) and Shanghai Heartcare Medical Technology Corporation Limited (stock code: 6609), both listed on the Main Board of the Stock Exchange. Mr. Guo was also an independent non-executive director of Ganglong China Property Group Limited (stock code: 6968), a property developer listed on the Main Board of the Stock Exchange between June 2020 and December 2023. Mr. Guo was also an independent non-executive director of Sunkwan Properties Group Limited (stock code: 6900), a property developer listed on the Main Board of the Stock Exchange between October 2020 and July 2024. Mr. Guo was also an independent non-executive director of Sunkwan Properties Group Limited (stock code: 6900), a property developer listed on the Main Board of the Stock Exchange between October 2020 and July 2024. Mr. Guo obtained a bachelor’s degree in electrical engineering from Zhejiang University in July 1989, a master’s degree in computer engineering from University of Southern California in May 1993 and a master’s degree in business administration from the School of Management of Yale University in May 1998.

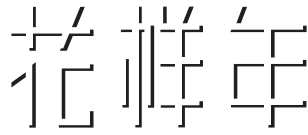
APPENDIX II BIOGRAPHICAL DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Guo has renewed his letter of appointment with the Company for a term of three years commencing from 17 February 2024, subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles. The annual remuneration of Mr. Guo is HK\$240,000, which was determined with reference to his qualification, level of duties and responsibilities undertaken in the Company and the prevailing market conditions.

Save as disclosed above and as at the Latest Practicable Date, Mr. Guo (i) did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) was not interested in the Shares within the meaning of Part XV of the SFO; and (iii) did not hold any position in the Company or any subsidiary of the Company, nor any directorship in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Guo that needs to be brought to the attention of the holders of securities of the Company or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 (“AGM”) of Fantasia Holdings Group Co., Limited (the “**Company**”) will be held at Imagination Room, BOHUB, 5/F., Tower A, The Platinum Tower, No. 1 Tairan 7th Road, Futian District, Shenzhen, the PRC on Friday, 23 May 2025 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions (with or without modifications):

1. To receive, consider and adopt the report of the directors of the Company, the audited consolidated financial statements of the Company and the independent auditor’s report of the Company for the year ended 31 December 2024;
2. To re-elect Ms. Cheng Jianli as an executive director of the Company;
3. To re-elect Mr. Timothy David Gildner as an executive director of the Company;
4. To re-elect Mr. Kwok Chi Shing as an independent non-executive director of the Company;
5. To re-elect Mr. Guo Shaomu as an independent non-executive director of the Company;
6. To authorise the board of directors to fix the remuneration of the directors of the Company;
7. To re-appoint Prism Hong Kong Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of directors to fix the remuneration of the auditor;

NOTICE OF ANNUAL GENERAL MEETING

and, as special business, to consider and, if thought fit, pass the following resolutions, with or without modification, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

8. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company 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/or to resell treasury shares of the Company (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)), 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 of the Company 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) together with the treasury shares of the Company resold by the directors of the Company 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% of the total number of shares of the Company in issue (excluding treasury shares) 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; and

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company 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 of the Company 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).”

9. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company 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 Listing Rules 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 of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to buyback its shares at a price determined by the directors of the Company;
- (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% of the total number of shares of the Company in issue (excluding treasury shares) 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.”

NOTICE OF ANNUAL GENERAL MEETING

10. “**THAT** conditional upon ordinary resolutions nos. 8 and 9 above being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company and/or to resell treasury shares of the Company (if permitted under the Listing Rules) pursuant to ordinary resolution no. 8 above be and is hereby extended by the addition thereto the aggregate number of the shares of the Company to be bought back by the Company under the authority granted pursuant to resolution no. 9, provided that such number in aggregate shall not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company as at the date of passing of this resolution.”

By Order of the Board
Fantasia Holdings Group Co., Limited
Cheng Jianli
Chairman

Hong Kong, 30 April 2025

Notes:

1. Any member of the Company entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies (if holding two or more shares) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
3. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the AGM or any adjourned meeting thereof should he so wishes and in such event, the form of proxy shall be deemed to be revoked.
4. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
5. The register of members of the Company will be closed from Tuesday, 20 May 2025 to Friday, 23 May 2025, both days inclusive, during which period no transfer of shares will be effected for the purpose of ascertaining the shareholders entitled to attend and vote at the AGM. All completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 19 May 2025.
6. A form of proxy for use at the AGM is enclosed.