



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 EXTRAORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 15 MAY 2026**

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 extraordinary general meeting  
of the Company (the "EGM"), 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 EGM 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, 15 May 2026 at 10 a.m. (and at any adjournment thereof), in respect of the resolutions set out in the notice convening the  
EGM 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 approve, confirm and ratify the issuance of the Scheme Creditor Shares (being 5,143,723,515 new Existing Shares) to the Subscribers at the issue price of HK\$1.52 per Existing Share and the transactions contemplated thereunder.		
2.	To approve, confirm and ratify the issuance of the MCB (in the principal amount of USD501,183,055) to the Subscribers with the MCB Conversion Price of HK\$1.52 per new Existing Share (subject to adjustments as described in the Circular) and the transactions contemplated thereunder.		
3.	To approve, confirm and ratify the issuance of the STN (in the principal amount of USD632,473,681) to the Subscribers and the transactions contemplated thereunder.		
4.	To approve, confirm and ratify the issuance of the LTN (in the principal amount of USD809,603,733) to the Subscribers and the transactions contemplated thereunder.		
5.	To approve, confirm and ratify the issuance of the Scheme Fee Shares (being 1,537,826,767 new Existing Shares) to the Subscribers at the issue price of HK\$0.1 per new Existing Share and the transactions contemplated thereunder.		
6.	To approve, confirm and ratify the issuance of the Capitalisation Shares (being 4,376,483,544 new Existing Shares) to the Subscriber at the issue price of HK\$0.3 per new Existing Share and the transactions contemplated thereunder.		
7.	To approve the increase in authorised share capital of the Company from HK\$800,000,000 divided into 8,000,000,000 Existing Shares to HK\$3,000,000,000 divided into 30,000,000,000 Existing Shares by creating an additional 22,000,000,000 unissued Existing Shares.		
8.	To approve that: (a) every five (5) issued and unissued Existing Shares of par value of HK\$0.10 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.50 each in the share capital of the Company; and (b) any fractional Consolidated Shares in the issued share capital of the Company arising from the Share Consolidation will be disregarded and will not be allocated to the Shareholders otherwise entitled thereto, but will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the Directors may think fit; and (c) conditional upon the Increase in Authorised Share Capital having become effective and immediately following the Share Consolidation, the authorised share capital of the Company be changed from HK\$3,000,000,000 divided into 30,000,000,000 Existing Shares to HK\$3,000,000,000 divided into 6,000,000,000 Consolidated Shares.		

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 EGM is preferred, delete "the Chairman of the extraordinary general 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 EGM.
- 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 EGM other than those referred to in the notice convening the EGM.
- 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 other person duly authorised in writing of the company.
- 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 notarially 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 EGM or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the EGM 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 EGM if you so wish, in which case this form of proxy shall be deemed to be revoked.
- Unless otherwise indicated, capitalised terms used in this proxy form shall have the same meanings as those defined in the circular of the Company dated 29 April 2026 (the "Circular"). The full text of the resolutions is set out in the notice of the EGM dated 29 April 2026.