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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 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)**

- (1) PROPOSED GENERAL MANDATES TO ISSUE AND  
BUY BACK SHARES;**  
**(2) PROPOSED RE-ELECTION OF DIRECTORS;**  
**(3) PROPOSED RE-APPOINTMENT OF AUDITOR;**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

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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 Tuesday, 16 June 2026 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 and transfer office 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](http://www.hkexnews.hk) and the Company's website at [www.cnfantasia.com](http://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.

15 May 2026

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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 Imagination Room, BOHUB, 5/F., Tower A, The Platinum Tower, No. 1 Tairan 7th Road, Futian District, Shenzhen, the PRC on Tuesday, 16 June 2026 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 second amended and restated 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
“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
“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

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## DEFINITIONS

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“Latest Practicable Date”	11 May 2026, 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.

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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. Lin Zhifeng

Mr. Timothy David Gildner

*Non-executive Director:*

Ms. Zeng Jie, Baby

Mr. Su Boyu

*Independent non-executive Directors:*

Mr. Leung Yiu Cho

Mr. Guo Shaomu

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

15 May 2026

*To the Shareholders*

Dear Sir/Madam,

- (1) PROPOSED GENERAL MANDATES TO ISSUE AND  
BUY BACK SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;  
AND  
(4) 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; (iii) the extension of the Issue Mandate to include Shares bought back pursuant to the Buy-back Mandate; (iv) re-election of Directors; and (v) re-appointment of auditor.

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## **LETTER FROM THE BOARD**

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### **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 BUY BACK 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.

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## LETTER FROM THE BOARD

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#### 4. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles, Mr. Lin Zhifeng (an executive Director), Mr. Timothy David Gildner (an executive Director) and Mr. Su Boyu (a non-executive Director) shall retire from office by rotation and, being eligible, offer themselves for re-election at the forthcoming Annual General Meeting.

In addition, in accordance with Article 83(3) of the Articles, Mr. Leung Yiu Cho (an independent non-executive Director), who was appointed by the Board on 11 July 2025, shall hold office only until the Annual General Meeting and, being eligible, offer himself for re-election at the forthcoming 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.

#### 5. PROPOSED RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year ended 31 December 2025 were audited by Prism Hong Kong Limited, Certified Public Accountants, whose term of office will expire upon the Annual General Meeting.

Upon the recommendation of the Audit Committee, the Board proposed an ordinary resolution to re-appoint Prism Hong Kong Limited, Certified Public Accountants, as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

#### 6. 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 and transfer office 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.

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## LETTER FROM THE BOARD

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### 7. 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 to include Shares bought back pursuant to the Buy-back Mandate, the re-election of Directors and the re-appointment of auditor 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.

### 8. 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**  
**Lin Zhifeng**  
*Executive Director*

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 buy back 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 buy back 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.

**4. IMPACT OF SHARE BUYBACKS**

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 2025) 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.

**5. SHARE PRICES**

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

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2025</b>		
April	0.083	0.052
May	0.083	0.066
June	0.080	0.066
July	0.087	0.065
August	0.084	0.068
September	0.110	0.068
October	0.117	0.083
November	0.100	0.072
December	0.087	0.074
<b>2026</b>		
January	0.099	0.073
February	0.086	0.066
March	0.098	0.075
April	0.093	0.069
May (up to and including the Latest Practicable Date)	0.074	0.055

**6. 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 approved by the Shareholders.

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

**7. 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.

**8. 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.

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

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

### 1.     **Mr. Lin Zhifeng**

Mr. Lin Zhifeng (林志鋒) (“**Mr. Lin**”), aged 41, re-joined the Group as the CFO and general manager of the finance and capital department of the Group in February 2023. Prior to joining the Group, Mr. Lin served as the regional head of the finance and capital department of Datang Group Holdings Limited from February 2021 to February 2023, the shares of which are listed on the Main Board of Stock Exchange. From April 2018 to June 2020, he was the head of Regional Financial Funding Department of Shinsun Holdings (Group) Co., Ltd. (the shares of which are listed on the Main Board of the Stock Exchange). Mr. Lin has served as various roles in the Group from February 2012 to April 2018. His last position was the person in charge of the finance department of the Group’s Shanghai division. Mr. Lin has over 17 years of experience in financial management. Mr. Lin obtained a bachelor’s degree in management from Harbin University of Commerce in 2008. He is a Certified Management Accountant (CMA) accredited by the Institute of Certified Management Accountants United States of America.

The Company has entered into a director’s service agreement with Mr. Lin for a term of three years commencing from 25 September 2023, which is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles. Under the director’s service agreement, Mr. Lin is not entitled to any director’s fee. Mr. Lin is entitled to a remuneration of approximately RMB1,272,000 per annum for his role as the chief financial officer of the Group.

Save as disclosed, as at the Latest Practicable Date, Mr. Lin (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 Mr. Lin 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.

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

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### 2.    **Mr. Timothy David Gildner**

Mr. Timothy David Gildner (“**Mr. Gildner**”), aged 56, 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, which is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles. He is entitled to an annual emolument of HK\$480,000, effective from 1 January 2026, 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.

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

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### 3.     **Mr. Su Boyu**

Mr. Su Boyu (蘇波宇) (“**Mr. Su**”), aged 49, has been the non-executive Director since 27 September 2021. Mr. Su is the General Manager of TCL Technology Industrial Park Co., Ltd, which is a group company of T.C.L. Industries Holdings (H.K.) Limited. Mr. Su was the Assistant General Manager and Deputy General Manager of Strategy and Investment Management Center of TCL Technology Group Corporation (the shares of which are listed on the Shenzhen Stock Exchange, stock code: 000100.SZ, hereinafter “TCL Technology”) from March 2012 to August 2016, head of Property Operation Management of TCL Technology from August 2016 to October 2017 and the Executive Deputy General Manager of TCL Technology Industrial Park Co., Ltd from October 2017 to August 2023. Currently, he is also the Deputy General Manager of Shenzhen TCL Real Estate Co., Ltd since March 2017, the General Manager of TCL Optoelectronic Tech (Shenzhen) Co., Ltd since May 2017 and the General Manager of Keshi Huishang Technology Development (Guangdong) Co., Ltd since May 2021. T.C.L. Industries Holdings (H.K.) Limited is a substantial shareholder of the Company.

Prior to joining the TCL Group, Mr. Su served as the manager of Investment Department of Vantone Innovation Industrial Resource Investment Co., Ltd. from January 2011 to February 2012; Industrial Real Estate Manager of South China Region of JLL from April 2008 to January 2011; South China Logistics Manager of ZIM Logistics (China) Co., Ltd. from December 2005 to April 2008; Director of Freight Rate Center, Assistant General Manager at the subsidiary level and Marketing Manager of China Shipping South China Logistics Co., Ltd. from October 2002 to December 2005; Marketing Officer and Marketing Manager of China Merchants Logistics (Guangzhou) Co., Ltd. from April 2000 to October 2002. Mr. Su obtained a master’s degree in real estate management from University of Greenwich in 2012.

The Company has entered into an appointment letter with Mr. Su for a term of three years commencing 28 September 2021, subject to retirement by rotation and re-election at the 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. Su will receive annual emolument of RMB1. Mr. Su’s emolument was determined by the Board with reference to his duties and responsibilities and the prevailing market rate.

Save as disclosed above and as at the Latest Practicable Date, Mr. Su (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, Mr. Su confirms that there is no information that is required to be disclosed and there are no other matters that need to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

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

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### 4.      Mr. Leung Yiu Cho

Mr. Leung Yiu Cho (梁耀祖) (“**Mr. Leung**”), aged 46, was appointed as an independent non-executive director of the Company on 11 July 2025. He is also the chairman of the audit committee and a member of the Nomination Committee of the Company. He has extensive experience in strategic financial planning, capital restructuring and transaction structuring, tax planning and financial analysis in listed companies and licensed corporations. Prior to joining the Company, Mr. Leung served as (i) the assistant financial controller of Ta Yang Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1991), from 2006 to 2007; (ii) the chief financial officer and board secretary of Highland Asset Management Corporation (漢鎰資產管理股份有限公司) from 2012 to 2013; (iii) an executive Director, the chief financial officer and the vice president of the investment department of Artini Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 789), from 2013 to 2019; (iv) an independent non-executive director of Zhongshi Minan Holdings Limited, a company listed on GEM of the Stock Exchange (Stock Code: 8283), from 21 October 2016 to 30 June 2022; (v) the chief financial officer and the company secretary of Xinhua News Media Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 309), from 2 July 2021 to 5 August 2021; (vi) the company secretary of China Dredging Environment Protection Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 871), from 29 December 2021 to 11 August 2023; and (vii) the company secretary of Universal Star (Holdings) Limited (whose shares were delisted from the Main Board of the Stock Exchange with effect from 26 January 2024) from 13 July 2021 to 29 January 2024. Mr. Leung has been an independent non-executive director and the chairman of the audit committee of Grace Life-tech Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 2112), from 2017 to 2020 and since 11 March 2022. He has served as an independent non-executive director of Wuxi Sunlit Science and Technology Company Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1289), since 18 June 2021. He has served as an independent non-executive director of Shanghai XNG Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 3666), from 20 October 2023 to 23 December 2025. He has been appointed as the chief financial officer and the company secretary of Renco Holdings Group Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 2323), from 2 October 2024 to 4 August 2025. He has served as an executive director of Pengo Holdings Group Limited (formerly known as Trendzon Holdings Group Limited), a company listed on the Main Board of the Stock Exchange (Stock Code: 1865), since 19 November 2024. Mr. Leung has been the company secretary and authorised representative of Huiyuan Cowins Technology Group Limited (1116.HK) since 9 October 2025. Mr. Leung graduated from The Hong Kong Polytechnic University where he obtained a master’s degree in Corporate Finance. He was admitted as a fellow member of the Association of Chartered Certified Accountants in March 2019.

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

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Mr. Leung has entered into a letter of appointment with the Company for a term of three years commencing from the date of his appointment and he shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Thereafter, Mr. Leung shall be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Leung will be entitled to a director's fee of HK\$240,000 per annum for his appointment as an independent non-executive Director, which is determined by the Board with reference to his duties and responsibilities, the recommendations of the remuneration committee of the Company and the prevailing market conditions.

Save as disclosed above and as at the Latest Practicable Date, Mr. Leung (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.

Mr. Leung has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment. Save as disclosed above, Mr. Leung confirms that there is no information that is required to be disclosed and there are no other matters that need to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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花 樣 年

FANTASIA

**Fantasia Holdings Group Co., Limited**

**花樣年控股集團有限公司**

*(Incorporated in 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 Tuesday, 16 June 2026 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 2025;
2. To re-elect Mr. Lin Zhifeng 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. Su Boyu as a non-executive director of the Company;
5. To re-elect Mr. Leung Yiu Cho 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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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

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## NOTICE OF ANNUAL GENERAL MEETING

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“**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 buy back 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 buy back 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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**  
**Lin Zhifeng**  
*Executive Director*

Hong Kong, 15 May 2026

*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 and transfer office 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 Thursday, 11 June 2026 to Tuesday, 16 June 2026 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 and transfer office 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 Wednesday, 10 June 2026. The record date for determining the Shareholders’ eligibility to attend and vote at the AGM is Tuesday, 16 June 2026.
6. A form of proxy for use at the AGM is enclosed.