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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) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 25 SEPTEMBER 2023;
(2) ADOPTION OF THE NEW ARTICLES;
(3) CHANGE OF DIRECTORS AND COMPOSITION OF
BOARD COMMITTEES;
AND
(4) CHANGE OF CHIEF FINANCIAL OFFICER AND
AUTHORISED REPRESENTATIVE**

References are made to the notice of the annual general meeting of Fantasia Holdings Group Co., Limited (the “**Company**”) dated 25 August 2023 (the “**AGM Notice**”), the circular of the Company dated 25 August 2023 (the “**Circular**”) and the announcement of the Company dated 20 September 2023 (the “**Announcement**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise stated.

(1) POLL RESULTS

The resolutions set out in the AGM Notice (the “**Resolutions**”) were voted by way of poll and the poll results are as follows:

ORDINARY RESOLUTIONS		Number of votes cast and percentage of total number of votes cast (<i>approximate %</i>)		Total number of votes cast
		For	Against	
1.	To receive, consider and adopt the report of the directors of the Company, the audited consolidated financial statements of the Company and the report of the independent auditor of the Company for the year ended 31 December 2021.	4,431,229,000 (99.99%)	250,500 (0.01%)	4,431,479,500
2.	To receive, consider and adopt the report of the directors of the Company, the audited consolidated financial statements of the Company and the report of the independent auditor of the Company for the year ended 31 December 2022.	4,431,229,000 (99.99%)	250,500 (0.01%)	4,431,479,500
3.	To re-elect Mr. Ke Kasheng as an executive director of the Company.	4,431,443,500 (100.00%)	36,000 (0.00%)	4,431,479,500
4.	To re-elect Mr. Chen Xinyu as an executive director of the Company.	Not applicable (<i>Note</i>)	Not applicable (<i>Note</i>)	Not applicable (<i>Note</i>)

ORDINARY RESOLUTIONS		Number of votes cast and percentage of total number of votes cast (<i>approximate %</i>)		Total number of votes cast
		For	Against	
5.	To re-elect Mr. Timothy David Gildner as an executive director of the Company.	4,431,443,500 (100.00%)	36,000 (0.00%)	4,431,479,500
6.	To re-elect Mr. Su Boyu as a non-executive director of the Company.	4,431,443,500 (100.00%)	36,000 (0.00%)	4,431,479,500
7.	To re-elect Mr. Kwok Chi Shing as an independent non-executive director of the Company.	4,431,229,000 (99.99%)	250,500 (0.01%)	4,431,479,500
8.	To re-elect Mr. Ma Yu-heng as an independent non-executive director of the Company.	4,431,229,000 (99.99%)	250,500 (0.01%)	4,431,479,500
9.	To authorise the board of directors to fix the remuneration of the directors of the Company.	4,431,443,500 (100%)	36,000 (0.00%)	4,431,479,500
10.	To re-appoint Prism Hong Kong and Shanghai Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix the remuneration of the auditor.	4,431,443,500 (100%)	36,000 (0.00%)	4,431,479,500

ORDINARY RESOLUTIONS		Number of votes cast and percentage of total number of votes cast (<i>approximate %</i>)		Total number of votes cast
		For	Against	
11.	To grant a general mandate to the directors of the Company to allot, issue and deal with the Company's additional Shares not exceeding 20% of the total number of Shares in issue at the date of passing this resolution.	4,431,229,000 (99.99%)	250,500 (0.01%)	4,431,479,500
12.	To grant a general mandate to the directors of the Company to buyback the Shares not exceeding 10% of the total number of Shares at the date of passing this resolution.	4,431,443,500 (100.00%)	36,000 (0.00%)	4,431,479,500
13.	To extend the mandate granted to the directors of the Company to issue, allot and deal with Shares by the number of Shares bought back.	4,431,229,000 (99.99%)	250,500 (0.01%)	4,431,479,500

ORDINARY RESOLUTIONS		Number of votes cast and percentage of total number of votes cast (<i>approximate %</i>)		Total number of votes cast
		For	Against	
14.	To consider, ratify and confirm the failure to hold the 2021 annual general meeting of the Company in accordance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (and non-compliances resulted therefrom) and to effect the matters required by the articles of association of the Company at such annual general meeting (including but not limited to the rotation of the directors of the Company and the appointment of auditors).	4,431,443,500 (100.00%)	36,000 (0.00%)	4,431,479,500
SPECIAL RESOLUTION				
15.	To adopt the second amended and restated articles of association.	3,418,489,000 (77.14%)	1,012,990,500 (22.86%)	4,431,479,500

Note: As explained in the Announcement, Resolution numbered 4 was withdrawn and was not put forward for Shareholder's consideration at the AGM.

As more than 50% of the votes were casted in favour of each of Resolutions numbered 1 to 3 and numbered 5 to 14, all such Resolutions were duly passed as ordinary resolutions of the Company.

As more than 75% of the votes were casted in favour of Resolution numbered 15, Resolution numbered 15 was duly passed as a special resolution of the Company.

The total number of issued Shares as at the date of the AGM was 5,772,597,864 Shares, which was the total number of shares entitling the holders to attend and vote for or against the Resolutions. There were no shares entitling the holders to attend and abstain from voting in favour of the Resolutions at the AGM. No Shareholder was required to abstain from voting the Resolution proposed at the AGM. No Shareholder has stated his or her intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the AGM.

All the Directors, except for Mr. Pan Jun, Mr. Chen Xinyu and Mr. Ma Yu-heng, attended the AGM.

(2) ADOPTION OF THE NEW ARTICLES

As Resolution numbered 15 at the AGM was passed as a special resolution of the Company, the New Articles has been adopted with effect from the conclusion of the AGM. Full text of the New Articles is available on the websites of the Stock Exchange and the Company.

(3) CHANGE OF DIRECTORS AND COMPOSITION OF BOARD COMMITTEES

(i) Retirement of Director

As disclosed in the Circular, Mr. Pan Jun (“**Mr. Pan**”) wished to retire and not to offer himself for re-election at the AGM. As such, Mr. Pan retired as an executive Director with effect from the conclusion of the AGM.

Following his retirement as Director, Mr. Pan will cease to be the chairman of the Board, chief executive officer, chairman of the nomination committee, a member of the remuneration committee, the authorised representative of the Company under Rule 3.05 of the Listing Rules (the “**Authorised Representative**”) and the authorised representative for accepting the service of process and notices on behalf of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Process Agent**”).

Mr. Pan has confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the holders of securities of the Company in relation to his retirement.

As disclosed in the Announcement, Mr. Chen Xinyu (“**Mr. Chen**”) wished to retire and not to offer himself for re-election at the AGM. As such, Mr. Chen retired as the executive Director and ceased to be the chief financial officer of the Company with effect from the conclusion of the AGM.

As at the date of this announcement, the Company has not received any confirmation from Mr. Chen on whether he has any disagreement with the Board and if there is any other matter in relation to his retirement that needs to be brought to the attention of the holders of securities of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Pan and Mr. Chen for their valuable contributions to the Company during their tenure of office.

(ii) Re-designation of Director

The Board announces that Ms. Zeng Jie, Baby (“**Ms. Zeng**”) has been re-designated from an executive Director to a non-executive Director with effect from 25 September 2023.

The biographical details of Ms. Zeng are set out below:

Ms. Zeng was appointed as an executive Director on 7 September 2009 and is a member of the nomination committee of the Company. She was mainly responsible for the strategy planning of the Group.

Ms. Zeng has entered into a new letter of appointment with the Company with a term of three years commencing from 25 September 2023 and is subject to re-election in accordance with the New Articles. Ms. Zeng will be entitled to a director's fee of RMB2,100,000 per annum, which was determined by reference to her background, experience, level of responsibilities undertaken with the Company and prevailing market conditions.

As at the date of this announcement, Ms. Zeng is beneficially interested in 3,314,090,500 Shares, representing approximately 57.41% of the issued share capital of the Company. She is the controlling Shareholder of the Company. Save as disclosed, as at the date of this announcement, Ms. Zeng (i) does not have any relationship with any directors of the Company, senior management or substantial shareholders or controlling Shareholders (as defined in the Listing Rules); (ii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iii) does 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 announcement.

Ms. Zeng has confirmed that there is no information that is required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the holders of securities of the Company.

(iii) Appointment of Directors

Ms. Cheng Jianli

Immediately after the conclusion of the AGM, Ms. Cheng Jianli has been appointed as an executive Director, chairman of the board, chairman of the nomination committee, a member of the remuneration committee and the Authorised Representative with effect from 25 September 2023.

Ms. Cheng, aged 51, is the vice president of the Group. 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 27 years of experience in the comprehensive management in real estate industry and human resources and administration.

Save as disclosed, as at the date of this announcement, Ms. Cheng (i) does not have any relationship with any directors of the Company, senior management or substantial shareholders or controlling Shareholders (as defined in the Listing Rules); (ii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iii) does 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 announcement.

The Company has entered into a director's service agreement with Ms. Cheng for a term of three years commencing from 25 September 2023. She will hold office until the Company's first annual general meeting after her appointment and shall then be eligible for re-election pursuant to the New Articles. Under the director's service agreement, 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.

Ms. Cheng has confirmed that there is no information that is required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the holders of securities of the Company.

Mr. Lin Zhifeng

Immediately after the conclusion of the AGM, Mr. Lin Zhifeng has been appointed as an executive Director and chief financial officer of the Company with effect from 25 September 2023.

Mr. Lin, aged 38, re-joined the Group as the 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. 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 15 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.

Save as disclosed, as at the date of this announcement, Mr. Lin (i) does not have any relationship with any directors of the Company, senior management or substantial shareholders or controlling Shareholders (as defined in the Listing Rules); (ii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iii) does 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 announcement.

The Company has entered into a director's service agreement with Mr. Lin for a term of three years commencing from 25 September 2023. He will hold office until the Company's first annual general meeting after his appointment and shall then be eligible for re-election pursuant to the New 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.

Mr. Lin has confirmed that there is no information that is required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the holders of securities of the Company.

The Board would like to express its warm welcome to Ms. Cheng and Mr. Lin for their appointments.

The Board further announces that Ms. Yeung Lee, the company secretary of the Company, has been appointed as the Process Agent with effect from 25 September 2023.

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

Hong Kong, 25 September 2023

As at the date of this announcement, the executive directors of the Company are Ms. Cheng Jianli, Mr. Ke Kasheng, Mr. Timothy David Gildner and Mr. Lin Zhifeng; the non-executive directors of the Company are Ms. Zeng Jie, Baby and Mr. Su Boyu; and the independent non-executive directors of the Company are Mr. Guo Shaomu, Mr. Kwok Chi Shing and Mr. Ma Yu-heng.