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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 花樣年控股集團有限公司, 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

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: 01777)**

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND  
BUYBACK SHARES, RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice of the Annual General Meeting to be held at Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Thursday, 14 May 2015 at 2:00 p.m. is set out on pages 18 to 22 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Whether or not you intend to attend and vote at the Annual General Meeting in person, please complete the form of proxy enclosed in accordance with the instructions printed thereon 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 as soon as practicable but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. 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.

Hong Kong, 10 April 2015

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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 Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Thursday, 14 May 2015 at 2:00 p.m. or any adjournment thereof, notice of which is set out on pages 18 to 22 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company as may be amended from time to time
“Board”	the board of Directors
“Buy-back Mandate”	the general and unconditional mandate to the Directors to exercise the power of the Company to buyback Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution
“Colour Life”	Colour Life Services Group Co., Limited (彩生活服務集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, a non-wholly owned subsidiary of the Company and the securities of which are listed on the Main Board of the Stock Exchange
“Companies Law”	the Companies Law (2011 Revision) of the Cayman Islands for the time being in force
“Company”	Fantasia Holdings Group Co., Limited (花樣年控股集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, and the securities of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Fantasia Group (China)”	originally known as Shenzhen Fantasia Technology Co., Ltd. (深圳市花樣年科技有限公司), a limited liability company established under the laws of the PRC on 20 January 2006 and subsequently renamed as Shenzhen Fantasia Group Co., Ltd. (深圳市花樣年集團有限公司) in 2006 then Fantasia Group (China) Co., Ltd. (花樣年集團(中國)有限公司) in 2007 and is wholly-owned by the Company

## DEFINITIONS

“Fantasy Pearl”	Fantasy Pearl International Limited, a limited liability company incorporated under the laws of the British Virgin Islands on 12 July 2007. It is 80% owned by Ice Apex Limited and 20% owned by Graceful Star Overseas Limited. Ice Apex Limited and Graceful Star Overseas Limited are ultimately owned by Ms. Zeng Jie, Baby and Mr. Pan Jun, respectively
“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”	the general and unconditional mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution
“Latest Practicable Date”	2 April 2015, 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
“Memorandum”	the memorandum of association of the Company as may be amended from time to time
“PRC”	The People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	the ordinary share(s) of HK\$0.1 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

## DEFINITIONS

“Takeovers Code”

the Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong as amended from time to time

“%”

per cent.

LETTER FROM THE BOARD

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: 01777)**

*Executive Directors:*

Mr. Pan Jun (*Chairman and Chief*

*Executive Officer*)

Ms. Zeng Jie, Baby

Mr. Lam Kam Tong

Mr. Zhou Jinquan

Mr. Wang Liang

*Non-executive Directors:*

Mr. Li Dong Sheng

Mr. Yuan Hao Dong

*Independent non-executive Directors:*

Mr. Ho Man

Mr. Liao Martin Cheung Kong, JP

*(resigned on 18 November 2014)*

Mr. Huang Ming

Mr. Xu Quan *(resigned on 17 February 2015)*

Dr. Liao Jianwen *(appointed on 17 February 2015)*

Ms. Wong Pui Sze, Priscilla, JP *(appointed on 17 February 2015)*

Mr. Guo Shaomu *(appointed on 17 February 2015)*

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business in*

*Hong Kong:*

Room 1202-03

New World Tower 1

16-18 Queen's Road Central

Hong Kong

10 April 2015

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND  
BUYBACK SHARES, RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**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

## LETTER FROM THE BOARD

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; and (iv) the re-election of the retiring Directors.

### **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 not exceeding 20% of the total number of Shares in issue as at the date of passing of the resolution in relation thereto. Subject to the passing of the ordinary resolution granting the Issue Mandate and on the basis of 5,757,458,024 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 1,151,491,604 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 the date of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required to be held by law or the Articles, or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

### **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 buyback issued Shares in such number not exceeding 10% of the total number of Shares in issue 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 the date of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required to be held by law or the Articles, or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement which 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 in an amount equal to the total number of Shares that have been bought back under the Buy-back Mandate.

## LETTER FROM THE BOARD

### RE-ELECTION OF DIRECTORS

The Board appointed Dr. Liao Jianwen, Ms. Wong Pui Sze, Priscilla, JP and Mr. Guo Shaomu as independent non-executive Directors with effect from 17 February 2015. Details of such appointments were set out in the announcement of the Company dated 17 February 2015. According to Article 83(3), any Directors appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Dr. Liao Jianwen, Ms. Wong Pui Sze, Priscilla, JP and Mr. Guo Shaomu will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Pursuant to Article 84, Mr. Pan Jun, Mr. Lam Kam Tong, Mr. Zhou Jinqun and Mr. Ho Man will retire from offices as Directors at the Annual General Meeting and, being eligible, will offer themselves for re-election as Directors. The biographical details of the retiring Directors are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 18 to 22 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. Completion 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.

### 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 the retiring 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.



## LETTER FROM THE BOARD

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The information contained herein relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other matters not contained in this circular the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

By order of the Board of

**FANTASIA HOLDINGS GROUP CO., LIMITED**

**Pan Jun**

*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 5,757,458,024 Shares in issue.

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 575,745,802 Shares, being 10% of the total number of Shares in issue 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 of Association 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 as such buybacks 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. 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 Memorandum and 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 Law, 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. In accordance with the laws of the Cayman Islands, the shares so bought back would be treated as cancelled.

The Directors consider that the exercise of the Buy-back Mandate in full will not 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 2014). 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 or the gearing level (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 December 2014) 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>
<b>2014</b>		
April	1.21	1.03
May	1.01	0.80
June	0.99	0.87
July	0.98	0.88
August	0.97	0.89
September	0.96	0.82
October	0.87	0.80
November	0.91	0.82
December	0.89	0.80
<b>2015</b>		
January	0.95	0.72
February	0.87	0.74
March	0.94	0.85
April (up to the Latest Practicable Date)	0.96	0.91

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to buyback Shares pursuant to the Buy-back Mandate and in accordance with the Listing Rules, the Memorandum and the Articles and the 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 core 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.

#### **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, 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 57.35% 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 would be increased to approximately 63.73% 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 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 had not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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

**Mr. PAN Jun (潘軍)**, aged 44, is the chairman of the Board, an executive director, the chief executive officer, the chairman of the Company's nomination committee, and a member of the Company's remuneration committee. He joined the Group in 1999 and is responsible for the overall operation of the Group's projects, the formulation of its development strategies, as well as supervising the project planning, business and operation management of the Group. He is also currently the president of Fantasia Group (China), the president of Shenzhen Fantasia Real Estate Group Limited and the director of a number of the Group's subsidiaries including a non-executive director of Colour Life. Mr. Pan has over 17 years of experience in the real estate development industry in China. Prior to joining the Group, Mr. Pan was the project manager, the manager of the marketing department, the manager of the valuation department and the assistant to the general manager of World Union Real Estate Consultancy (Shenzhen) Ltd. (世聯地產顧問(深圳)有限公司). Mr. Pan obtained a Bachelor's degree in Conservancy and Hydropower Engineering from Chengdu University of Science and Technology (成都科技大學), now Sichuan University (四川大學), in 1992 and holds an EMBA degree from Tsinghua University. Mr. Pan is also a registered property valuer in China and a member of the Shenzhen Institution of Real Estate Appraisers (深圳市不動產估價學會).

Mr. Pan has entered into a service agreement with the Company for a term of three years commencing on 25 November 2009 subject to termination by not less than three months' notice in writing served by either party on the other and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles. His service contract was renewed on 25 November 2012 for another term of three years. Mr. Pan's emoluments are determined with reference to his duties and responsibilities with the Company and the Company's remuneration policy. Mr. Pan is entitled to participate in the Company's retirement scheme, share option scheme and accident insurance scheme, and is also entitled to use a company car which is, in the opinion of the Board, suitable to his position, and be reimbursed all reasonable expenses incurred in relation to the company car (including fuel, maintenance and insurance). Mr. Pan has received salary of RMB2,442,000 for year 2014.

As at the Latest Practicable Date, Mr. Pan, through his wholly owned corporation, Graceful Star Overseas Limited, has a 20% attributable interest in Fantasy Pearl, an associated corporation of the Company which is beneficially interested in an aggregate of approximately 57.35% of the issued share capital of the Company. As at the Latest Practicable Date, Mr. Pan is also interested in the share options granted by the Company to subscribe for 9,980,000 Shares. Save as disclosed above, Mr. Pan has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Pan is independent from and not related to any other Directors, senior management or substantial shareholders of the Company. Save as disclosed above, Mr. Pan has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Pan and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

**Mr. LAM, Kam Tong (林錦堂)**, aged 46, is an executive director, the chief financial officer and the company secretary of the Company. Mr. Lam joined the Group in May 2012 and is responsible for financial management, investor relations, and legal affairs of the Group, as well as the operation of Property International Company (物業國際公司) and a non-executive director of Colour Life. He is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Mr. Lam received his Bachelor's degree in Business Administration from the Chinese University of Hong Kong in July 1991. He has over 14 years of experience in professional auditing as well as extensive experience in the areas of investor relations management, auditing, mergers and acquisitions and offshore financing. Mr. Lam is currently an independent non-executive director of Pegasus Entertainment Holdings Limited (天馬娛樂控股有限公司), a company listed on the Main Board of the Stock Exchange. Before joining our Group, Mr. Lam was an executive director, the chief financial officer and company secretary of China Aoyuan Property Group Ltd. (中國奧園地產股份有限公司), a company listed on the Main Board of the Stock Exchange, for over three years. From May 2006 to October 2008, Mr. Lam was the chief financial officer, company secretary and qualified accountant for Greentown China Holdings Ltd. (綠城中國控股有限公司), another listed company on the Main Board of the Stock Exchange. He resigned as an independent non-executive director of Sheng Yuan Holdings Limited (盛源控股有限公司), a company listed on the Main Board of the Stock Exchange, on 1 March 2014.

Mr. Lam has entered into a service contract with the Company for a term of three years commencing on 23 May 2012 which could be terminated by either party giving three months' prior written notice and is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles. Mr. Lam is entitled to receive an annual emolument of HKD2,600,000 and will be entitled to a discretionary bonus at the sole determination of the Board. The annual emolument of Mr. Lam was determined by the Board with reference to his duties and responsibilities as well as the prevailing market conditions.

As at the Latest Practicable Date, Mr. Lam is interested in the share options granted by the Company to subscribe for 2,770,000 Shares. Save as aforesaid, Mr. Lam has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Lam does not have any relationship with any other Directors, the Company's senior management, substantial or controlling Shareholders. Save as disclosed above, Mr. Lam has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Lam and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

**Mr. ZHOU Jinquan (周錦泉)**, aged 47, is an executive director of the Company and the vice president of Fantasia Group (China). Mr. Zhou joined the Group in January 2013 and is responsible for the financial development department as well as the micro credit and financial leasing business. Prior to joining the Group, he was the deputy president of China Resources Bank of Zhuhai Head Office (珠海華潤銀行總行) from 2011 to 2013, the deputy president of Guangxi Beibu Gulf Bank Head Office (廣西北部灣銀行總行) from 2008 to 2011, the assistant of the president of Guosen Securities (國信證券) from 2004 and 2008, the general manager of International Department of Guoyuan Securities (國元證券國際部) from 2001 to 2004, the deputy general manager of International Department, the general manager of Business Department and Institution Department of Industrial and Commercial Bank, Shenzhen Branch (工商銀行深圳分行) from 1994 to 2001, the staff member of General Office of Guangdong Provincial Government Institute of International Economic Technology (廣東省政府辦公廳國際經濟技術研究所) from 1992 to 1994 and the staff member of Industrial and Commercial Bank, Beijing Branch, Haidian Office (工商銀行北京分行海淀分理處) from 1989 to 1990. Mr. Zhou obtained a Bachelor's degree in International Finance from Renmin University of China in 1989 and a Master's degree in International Finance from Renmin University of China in 1992.

Mr. Zhou has entered into a service contract with the Company for a term of three years which could be terminated by either party giving three months' prior written notice. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the articles of association of the Company. Mr. Zhou is entitled to receive an annual emolument of HKD1,428,480 and will be entitled to a discretionary bonus at the sole determination of the Board. The annual emolument of Mr. Zhou was determined by the Board with reference to his duties and responsibilities as well as the prevailing market conditions.

As at the Latest Practicable Date, Mr. Zhou does not hold any shares of the Company within the meaning of Part XV of the SFO and he does not have any relationship with any other Directors, the Company's senior management, substantial or controlling Shareholders. Save as disclosed above, Mr. Zhou has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Zhou and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

**Mr. HO Man (何敏)**, aged 45, is an independent non-executive director of the Company. He is also the chairman of the Company's audit committee and a member of each of the Company's remuneration committee and nomination committee. Mr. Ho holds a Master of Science degree in Finance from the London Business School and is a Chartered Financial Analyst and Certified Public Accountant. Mr. Ho has over 16 years of experience in private equity and financial industry. Since May 2014, Mr. Ho has taken up the post as the managing director of an investment holdings company. He joined a Hong Kong based mid-market private equity house in January 2010 and until December 2013, he was responsible for deal sourcing, evaluation and structuring, negotiation, post investment monitoring and realization, with particular emphasis on businesses in Hong Kong and the PRC. Prior to this, Mr. Ho joined CLSA Capital Partners (HK) Limited ("CLSA") in August 1997 and until October 2009 was the managing director and the head of China Growth and Expansion Capital of CLSA. Mr. Ho was a non-executive director and a member of the audit committee of SCUD Group Limited (飛毛腿集團有限公司), a company listed on the Main Board of the Stock Exchange, and a non-executive director and an audit committee member of Shanghai TonvaPetrochemical Co., Ltd. (上海棟華石油化工股份有限公司), a company listed on the Growth Enterprise Market of the Stock Exchange, until October 2009. Mr. Ho is also presently an independent non-executive director and the chairman of audit committee of Fu Shou Yuan International Group Limited (福壽園國際集團有限公司), a company listed on the Main Board of the Stock Exchange.

Mr. Ho entered into an appointment letter with the Company for a term of three years commencing on 25 November 2009 and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles. His appointment letter was renewed on 25 November 2012 for another term of three years. Mr. Ho's emoluments are determined by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Mr. Ho is entitled to receive an annual fee of RMB240,000.

As at the Latest Practicable Date, Mr. Ho is interested in the share options granted by the Company to subscribe for 1,600,000 Shares. Save as disclosed above, Mr. Ho has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Ho is independent from and not related to any other Directors, the Company's senior management, substantial or controlling Shareholders. Save as disclosed above, Mr. Ho has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Ho and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.



**Dr. LIAO Jianwen (廖建文)**, aged 47, is an independent non-executive director of the Company. He is also a member of each of the Company's audit committee, remuneration committee and nomination committee. Dr. Liao has extensive business research and teaching experience in the United States, Hong Kong and the PRC. He has been an associate dean and professor of managerial practice in strategy and innovation at the Cheung Kong Graduate School of Business (長江商學院) since January 2012. Prior to that, Dr. Liao was an associate professor at the Stuart School of Business in Illinois Institute of Technology from 2006 to 2012. In 2001, he was also a visiting professor at Hong Kong University of Science and Technology. Dr. Liao received a Doctorate degree in business administration from Southern Illinois University at Carbondale (USA) in August 1996, a Master's degree in economics from Renmin University of China (中國人民大學) in February 1991, and a Bachelor's degree in industry engineering from Northeastern University (東北大學) (formerly known as Northeastern Institute of Technology (東北工學院)) in July 1988. He is currently an independent non-executive director of Colour Life, 361 Degrees International Limited and China Mengniu Dairy Company Limited. The companies are listed on the Main Board of the Stock Exchange. Additionally he also serves as an independent non-executive director of Qihoo 360 which is traded at New York Stock Exchange (NYSE).

Dr. Liao has entered into an appointment letter with the Company for a term of three years commencing on 17 February 2015 and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles. His emoluments are determined by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Dr. Liao is entitled to receive an annual fee of RMB240,000.

As at the Latest Practicable Date, Dr. Liao does not hold any shares of the Company within the meaning of Part XV of the SFO however he is interested in 150,000 share options of Colour Life. Save as disclosed above, Dr. Liao has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Dr. Liao is independent from and not related to any other Directors, senior management or substantial shareholders of the Company. Save as disclosed above, Dr. Liao has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Dr. Liao and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

**Ms. WONG Pui-sze, Priscilla (王沛詩)**, aged 54, is a Justice of Peace and an independent non-executive director of the Company. She is also a member of each of the Company's audit committee, remuneration committee and nomination committee. Ms. Wong was appointed the Justice of Peace in 2005. She is a member of Chinese People's Political Consultative Conference, Shanghai Committee in PRC. In Hong Kong, Ms. Wong is the chairman of the Appeal Board Panel (Consumer Goods Safety) and the Employees Compensation Assistance Fund Board, a court member of the University of Hong Kong, a committee member of the Panel of Witness Protection Review Board, a member of the Financial Reporting Review Panel and the committee member of the Special Committee on Overseas Admission. She graduated from the University of Hong Kong with an Honours Bachelor's degree in Laws and obtained her Master's degree in Laws from the London School of Economics and Political Science of the University of London (倫敦大學倫敦政治經濟學院). As a practicing barrister in Hong Kong, she was admitted to the Hong Kong Bar in 1985. Ms. Wong is also an accredited mediator of the Centre for Effective Dispute Resolution and the arbitrator of the China International Economic and Trade Arbitration Commission. She has also been an advocate and solicitor admitted in Singapore.

Ms. Wong has entered into an appointment letter with the Company for a term of three years commencing on 17 February 2015 and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles. Her emoluments are determined by reference to her duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Ms. Wong is entitled to receive an annual fee of RMB240,000.

As at the Latest Practicable Date, Ms. Wong does not hold any shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Wong has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Ms. Wong is independent from and not related to any other Directors, senior management or substantial shareholders of the Company. Save as disclosed above, Ms. Wong has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Ms. Wong and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

**Mr. GUO Shaomu (郭少牧)**, aged 49, is an independent non-executive director of the Company. He is also a member of each of the Company's audit committee, remuneration committee and nomination committee. Mr Guo has over 13 years of experience in investment banking in Hong Kong. From February 2000 to February 2001, Mr. Guo served as an associate 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 efforts of the China team. From March 2001 to September 2005, Mr. Guo served as an associate and 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 a 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 marketing efforts covering the real estate sector in China. From April 2007 to April 2013, Mr. Guo served as a director and a 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. Since January 2014, Mr. Guo has been an independent non-executive director of Galaxycore Inc., a leading China-based fabless image sensor company targeting the global mobile device and consumer electronics market. Since June 2014, Mr. Guo has been an independent non-executive director of Yida China Holdings Limited (a company listed on the Main Board the Stock Exchange), a real estate developer based in Dalian, PRC. Mr. Guo received his Bachelor's degree in electrical engineering from Zhejiang University in July 1989, a Master's degree in computer engineering from the 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.

Mr. Guo has entered into an appointment letter with the Company for a term of three years commencing on 17 February 2015 and is subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles. His emoluments are determined by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions. Under the appointment letter, Mr. Guo is entitled to receive an annual fee of RMB240,000.

As at the Latest Practicable Date, Mr. Guo does not hold any shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Guo has no interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Guo is independent from and not related to any other Directors, senior management or substantial shareholders of the Company. Save as disclosed above, Mr. Guo has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Guo and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

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: 01777)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of FANTASIA HOLDINGS GROUP CO., LIMITED (the “**Company**”) will be held at Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Thursday, 14 May 2015 at 2:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions (with or without modifications):

**As Ordinary Business**

1. To receive, consider and adopt the report of the directors of the Company (the “**Directors**”), the audited consolidated financial statements of the Company and the report of the independent auditor of the Company for the year ended 31 December 2014.
2. To declare a final dividend of HK5.39 cents per Share for the year ended 31 December 2014.
3. To re-elect Mr. Pan Jun, a retiring Director, as an executive Director.
4. To re-elect Mr. Lam Kam Tong, a retiring Director, as an executive Director.
5. To re-elect Mr. Zhou Jinquan, a retiring Director, as an executive Director.
6. To re-elect Mr. Ho Man, a retiring Director, as an independent non-executive Director.
7. To re-elect Dr. Liao Jianwen, a retiring Director, as an independent non-executive Director.
8. To re-elect Ms. Wong Pui Sze, Priscilla, JP, a retiring Director, as an independent non-executive Director.
9. To re-elect Mr. Guo Shaomu, a retiring Director, as an independent non-executive Director.
10. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.

## NOTICE OF ANNUAL GENERAL MEETING

11. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company (the “**Auditors**”) 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 Auditors.

### As Special Business

To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

12. “**THAT:**
  - (a) subject to paragraph (c) below, the exercise by the Directors 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 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 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) by the Directors 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 per cent. of the total number of shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

(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

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

13. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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 and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buyback its shares at a price determined by the Directors;
- (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 per cent. of the total number of shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

(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.”

14. “**THAT** conditional upon the passing of the resolutions nos. 12 and 13 as set out in the notice convening the meeting of which these resolutions form part (the “**Notice**”), the general mandate granted to the Directors pursuant to the resolution no. 12 as set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company bought back by the Company under the authority granted pursuant to the resolution no. 13 as set out in the Notice, provided that such amount shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing this resolution.”

By Order of the Board  
**FANTASIA HOLDINGS GROUP CO., LIMITED**  
**Pan Jun**  
*Chairman*

Hong Kong, 10 April 2015

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on behalf of him. A proxy need not be a shareholder of the Company.
2. A form of proxy for the annual general meeting is enclosed. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any), under which the form is signed must be deposited at the Company’s branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
3. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the meeting or any adjourned meeting or upon the poll concerned if the shareholders of the Company so wish. In such event, the instrument appointing the proxy shall be deemed to be revoked.

## NOTICE OF ANNUAL GENERAL MEETING

4. The Register of Members of the Company will be closed for the following periods:
  - (a) For the purpose of determining shareholders who are entitled to attend and vote at the forthcoming annual general meeting to be held on 14 May 2015 (the “**Meeting**”), the register of members of the Company will be closed on Friday, 8 May 2015 to Thursday, 14 May 2015, both days inclusive. In order to qualify for attending and voting at the Meeting, all transfer documents should be lodged for registration with Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 7 May 2015.
  - (b) For the purpose of determining shareholders who qualify for the final dividend, the register of members of the Company will be closed on Wednesday, 20 May 2015 to Thursday, 21 May 2015, both days inclusive. In order to qualify for the final dividend, all transfer documents should be lodged for registration with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 19 May 2015.
5. With respect to the resolution set out in resolution no. 13 of the notice, approval is being sought from shareholders of the Company for a general mandate to be given to the directors to buy back shares of the Company.
6. With respect to the resolutions set out in resolution nos. 12 and 14 of the notice, approval is being sought from shareholders of the Company for general mandates to be given to the directors to allot, issue and deal with shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

*As at the date of this notice, the executive Directors are Mr. Pan Jun, Ms. Zeng Jie, Baby, Mr. Lam Kam Tong, Mr. Zhou Jinquan and Mr. Wang Liang; the non-executive Directors are Mr. Li Dong Sheng and Mr. Yuan Hao Dong and the independent non-executive Directors are Mr. Ho Man, Mr. Huang Ming, Dr. Liao Jianwen, Ms. Wong Pui Sze, Priscilla, JP and Mr. Guo Shaomu.*