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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Fantasia Holdings Group Co., Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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FANTASIA

Fantasia Holdings Group Co., Limited

花樣年控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1777)

- (1) PROPOSED GENERAL MANDATES TO ISSUE AND BUYBACK SHARES;**
(2) PROPOSED PAYMENT OF FINAL DIVIDEND;
(3) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Fantasia Holdings Group Co., Limited to be held at Meeting Rooms I&II, JW Marriott Shenzhen, 6005 Shennan Boulevard, Futian District, Shenzhen, the PRC on Friday, 28 May 2021 at 3:30 p.m. is set out on pages 18 to 22 of this circular. Whether or not you are able to attend the Annual General Meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting (or any adjournment thereof). Such form of proxy is also published on the Stock Exchange's HKExnews website at www.hkexnews.hk and the Company's website at www.cnfantasia.com. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) should you so wish.

22 April 2021

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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 Meeting Rooms I&II, JW Marriott Shenzhen, 6005 Shennan Boulevard, Futian District, Shenzhen, the PRC on Friday, 28 May 2021 at 3:30 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
“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 as at the date of passing the relevant resolution at the Annual General Meeting
“Colour Life”	Colour Life Services Group Co., Limited, an exempted company incorporated in the Cayman Islands with limited liability under the laws of the Cayman Islands, a non-wholly owned subsidiary of the Company, shares of which are listed on the Main Board of the Stock Exchange (stock code: 1778)
“Companies Law”	the Companies Law (2013 Revision) of the Cayman Islands for the time being in force
“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

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”	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 the Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	19 April 2021, 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, supplemented or otherwise modified 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 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

DEFINITIONS

“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
“%”	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: 1777)

Executive Directors:

Mr. Pan Jun (*Chairman and Chief Executive Officer*)
Ms. Zeng Jie, Baby
Mr. Ke Kasheng
Mr. Zhang Huiming
Mr. Chen Xinyu

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Non-executive Director:

Mr. Liao Qian

Principal place of business in

Hong Kong:
Room 1202-03
New World Tower 1
16-18 Queen's Road Central
Hong Kong

Independent non-executive Directors:

Mr. Ho Man
Dr. Liao Jianwen
Ms. Wong Pui Sze, Priscilla, JP
Mr. Guo Shaomu

22 April 2021

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED GENERAL MANDATES TO ISSUE AND BUYBACK SHARES;
(2) PROPOSED PAYMENT OF FINAL DIVIDEND;
(3) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(4) 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 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 Directors.

LETTER FROM THE BOARD

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 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 5,772,597,864 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.

PROPOSED GRANTING OF GENERAL MANDATE TO BUYBACK SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to 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 (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 of 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 in an amount equal to the total number of Shares that have been bought back under the Buy-back Mandate.

PROPOSED FINAL DIVIDEND

As stated in the announcement issued by the Company dated 25 March 2021 relating to the annual results of the Group for the year ended 31 December 2020, the Directors recommended the declaration of a final dividend at the rate of RMB5.93 cents per Share, equivalent to HK7.05 cents payable on Wednesday, 28 July 2021, to all persons registered as holders of shares of the Company on Tuesday, 8 June 2021, subject to the approval of the Shareholders at the Annual General Meeting. The aggregate amount shall be paid out of the Company's share premium account.

The proposed final dividend shall be declared in RMB and distributed in Hong Kong dollars. The final dividend to be distributed in Hong Kong dollars will be converted from RMB at the average median parity rate of RMB1.00 to Hong Kong dollar 1.19 as announced by the People's Bank of China on 25 March 2021.

LETTER FROM THE BOARD

The register of members of the Company will be closed for the following periods:

- (a) For the purpose of determining shareholders of the Company who are entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed on Monday, 24 May 2021 to Friday, 28 May 2021, both days inclusive. In order to qualify for attending and voting at the Annual General 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 Friday, 21 May 2021.
- (b) For the purpose of determining shareholders of the Company who qualify for the final dividend, the register of members of the Company will be closed on Thursday, 3 June 2021 to Tuesday, 8 June 2021, 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 Wednesday, 2 June 2021.

PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to the Article 83 of the Articles, Mr. Liao Qian shall hold office to the Annual General Meeting and, being eligible, offer himself for re-election at the Annual General Meeting. Pursuant to Article 84 of the Articles, Ms. Zeng Jie, Baby, Mr. Ho Man, Ms. Wong Pui Sze, Priscilla, JP and Mr. Guo Shaomu shall retire from office by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting.

As at the Latest Practicable Date, Mr. Ho Man has served as independent non-executive Director for more than 9 years since September 2009. Pursuant to the code provision set out in paragraph A.4.3 of Appendix 14 of the Listing Rules, any further appointment of independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by shareholders.

Notwithstanding that Mr. Ho Man has served as independent non-executive Director for more than nine years, (i) the Board has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and affirmed that Mr. Ho Man remains independent; (ii) the nomination committee of the Company has assessed and is satisfied of the independence of Mr. Ho Man; and (iii) the Board considers that Mr. Ho Man remains independent of management and free of any relationship which could materially interfere with the exercise of his independent judgment. In view of the aforesaid factors and the fact that the experience and knowledge of the relevant individual in the business sectors in which the Company operates, the Board would recommend Mr. Ho Man for re-election at the Annual General Meeting.

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

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

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 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.

RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Buy-back Mandate to the Directors, the extension of the Issue Mandate and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

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
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 5,772,597,864 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 577,259,786 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 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 2020). 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 2020) 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>
2020		
April	1.50	1.36
May	1.51	1.33
June	1.55	1.37
July	1.88	1.52
August	1.75	1.57
September	1.58	1.43
October	1.62	1.46
November	1.59	1.48
December	1.54	1.27
2021		
January	1.36	1.14
February	1.27	1.14
March	1.24	1.02
April (up to and including the Latest Practicable Date)	1.03	1.00

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 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 57.41% 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 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 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:

1. Ms. Zeng Jie, Baby

Ms. ZENG Jie, Baby (“Ms. Zeng”), has been an executive Director since 7 September 2009 and is a member of the nomination committee of the Company. Ms. Zeng is one of the controlling shareholders of the Company.

Ms. Zeng has entered into a service agreement with the Company for a term of three years and subject to termination by not less than three months’ notice in writing served by either party on the other and is subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the Articles. Ms. Zeng’s emoluments are determined with reference to her duties and responsibilities with the Company and the Company’s remuneration policy. She 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 her position, and be reimbursed all reasonable expenses incurred in relation to the company car (including fuel, maintenance and insurance). Ms. Zeng has received emoluments of RMB6,000,000 for the year ended 31 December 2020.

As at the Latest Practicable Date, Fantasy Pearl were beneficial owners of 3,314,090,500 Shares, representing approximately 57.41% of the total issued share capital of the Company. Fantasy Pearl is 80% owned by Ice Apex Limited, which is wholly-owned by Ms. Zeng. Pursuant to the SFO, Ms. Zeng is deemed to have interest in the Shares held by Fantasy Pearl. In addition to the interest above, Ms. Zeng also beneficially owns 9,980,000 Shares pursuant to the grant of option for 9,980,000 Shares under the Company’s share option scheme adopted on 27 October 2009.

Save as disclosed above and as at the Latest Practicable Date, Ms. Zeng does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Ms. Zeng does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Ms. Zeng that needs to be brought to the attention of the Shareholders’ or disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules. There is also no other information which needs to be brought to the attention of the Shareholders in respect of her proposed re-election as an executive Director.

2. Mr. Liao Qian

Mr. LIAO Qian (“Mr. Liao”), aged 40, has been the non-executive Director since 17 December 2020. Mr. Liao is the secretary of the board of directors and vice chairman of the investment management committee of TCL Technology Group Corporation (formerly known as TCL Corporation, “TCL Corporation”), a substantial shareholder of the Company under Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance. Shares of TCL Corporation are listed on the Shenzhen Stock Exchange.

Mr. Liao joined TCL Corporation in March 2014 as the officer of the board of directors. He was subsequently appointed as the secretary of the board of directors of TCL Corporation in April 2014 and a member of the executive committee of TCL Corporation in December 2014. Prior to joining TCL Corporation, Mr. Liao served various roles in Guotai Junan Securities Co., Ltd. from August 2006 to February 2014, including the senior manager and general manager of the financial advisory department and a director of the institutional business department at its Shenzhen headquarter. He was primarily responsible for the investment banking and capital market businesses in Hong Kong and the People’s Republic of China. Currently, Mr. Liao is also the chairman and non-executive director of China Display Optoelectronics Technology Holdings Limited, whose shares are listed on the Stock Exchange. He is also an independent director of Shenzhen Jiawei Photovoltaic Lighting Co., Ltd., whose shares are listed on Shenzhen Stock Exchange; and the vice-chairman of Tianjin 712 Communication and Broadcasting Co., Limited, whose shares are listed on Shanghai Stock Exchange. Mr. Liao was the non-executive director of Tonly Electronics Holdings Limited, the shares of which are listed on the Stock Exchange.

Mr. Liao graduated from Fuzhou University with a bachelor degree in economics in 2002, and obtained a master degree of laws from Yunnan University in 2006. Mr. Liao also holds a Chinese legal professional qualification certificate.

Mr. Liao has entered into an appointment letter with the Company for a term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The appointment letter can be terminated by either party by giving at least three months’ prior notice to the other party. Mr. Liao is entitled to receive an annual emolument of RMB240,000. The amount of Mr. Liao’s emolument was determined by reference to the prevailing market rate and his time, effort and expertise devoted to the Company’s affairs.

Save as disclosed above and as at the Latest Practicable Date, Mr. Liao does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Liao does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Liao that needs to be brought to the attention of the Shareholders' or disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules. There is also no other information which needs to be brought to the attention of the Shareholders in respect of his proposed re-election as a non-executive Director.

3. Mr. Ho Man

Mr. HO Man ("Mr. Ho"), aged 51, has been the independent non-executive Director since 7 September 2009 and is the chairman of the audit committee and a member of the remuneration committee and nomination committee of the Company. Mr. Ho has over 20 years of experience in private equity investment and financial industry and is currently the managing director of an investment holding company. Prior to that, Mr. Ho served as an executive partner representative of a Chengdu-based private equity investment fund from December 2011 to May 2014. Mr. Ho worked for a Hong Kong-based private fund management company during January 2010 to December 2013 and was the managing director and head of China growth and expansion capital of CLSA Capital Partners from August 1997 to October 2009. Currently, Mr. Ho serves an independent non-executive director of CIMC-TianDa Holdings Company Limited, Fu Shou Yuan International Group Limited, Grand Ocean Advanced Resources Company Limited, Magnus Concordia Group Limited and Wanjia Group Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange. He was an independent non-executive director of Momentum Financial Holdings Limited. Mr. Ho was awarded an Executive Master of Business Administration degree from Tsinghua University and holds a master's degree in finance from the London Business School. He is a Chartered Financial Analyst.

Mr. Ho has entered into an appointment letter with the Company for a term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The appointment letter can be terminated by either party by giving at least three months' prior notice to the other party. Mr. Ho is entitled to receive an annual emolument of RMB240,000. The amount of Mr. Ho's emolument was determined by reference to the prevailing market rate and his time, effort and expertise devoted to the Company's affairs.

Mr. Ho, who has served the Board for more than nine years, confirmed that he has satisfied all factors set out in Rule 3.13 of the Listing Rules in assessing his independence. As at the Latest Practicable Date, Mr. Ho beneficially owns 1,600,000 Shares pursuant to the grant of option for 1,600,000 Shares under the Company's share option scheme adopted on 27 October 2009. Save as disclosed above and as at the Latest Practicable Date, Mr. Ho does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Ho does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Ho that needs to be brought to the attention of the Shareholders' or disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules. There is also no other information which needs to be brought to the attention of the Shareholders in respect of his proposed re-election as an independent non-executive Director.

4. Ms. Wong Pui Sze, Priscilla, JP

Ms. WONG Pui Sze, Priscilla, JP (“Ms. Wong”), aged 60, has been an independent non-executive Director since 17 February 2015 and is also a member of the audit committee, remuneration committee and nomination committee of the Company. Ms. Wong was appointed Justice of the Peace in 2005. She is a member of Chinese People’s Political Consultative Conference, Shanghai Committee in the PRC. In Hong Kong, Ms. Wong serves as the chairperson of the Employee Compensation Assistance Fund Board, Chairperson of the Minimum Wage Commission, a member of the Council and the Court of the University of Hong Kong, the convenor to the Financial Reporting Review Panel, a trustee of the Board of Trustees of the Hospital Authority Charitable Foundation, a member of the Hospital Authority Board, a member of the Hospital Governing Committee of the Prince of Wales Hospital, a member of Hong Kong Bar Association Special Committee on Overseas Admissions (Civil) and an independent non-executive director of Sinopec Kantons Holdings Limited, the shares of which are listed on the Stock Exchange. She holds a Bachelor of Law (Hons) degree from University of Hong Kong and a Master of Laws degree from the London School of Economics and Political Science of the University of London. Ms. Wong was called to the Bar in Hong Kong in 1985 and is a practising barrister in Hong Kong. She is a mediator of Centre for Effective Dispute Resolution and an arbitrator of China International Economic and Trade Arbitration Commission. Ms. Wong is also an advocate and solicitor admitted in Singapore.

Ms. Wong has entered into an appointment letter with the Company for a term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The appointment letter can be terminated by either party by giving at least three months’ prior notice to the other party. Ms. Wong is entitled to receive an annual emolument of RMB240,000. The amount of Ms. Wong’s emolument was determined by reference to the prevailing market rate and her time, effort and expertise devoted to the Company’s affairs.

Save as disclosed above and as at the Latest Practicable Date, Ms. Wong does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Ms. Wong does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Ms. Wong that needs to be brought to the attention of the Shareholders' or disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules. There is also no other information which needs to be brought to the attention of the Shareholders in respect of her proposed re-election as an independent non-executive Director.

5. Mr. Guo Shaomu

Mr. GUO Shaomu ("Mr. Guo"), aged 55, has been an independent non-executive Director since 17 February 2015 and is the chairman of the remuneration committee and a member of the audit committee and nomination committee of the Company. He has over 13 years of experience in investment banking industry in Hong Kong. From February 2000 to February 2001, Mr. Guo served as an associate director of corporate finance of Salomon Smith Barne, an investment bank principally engaged in providing financial services (an investment banking arm of Citigroup Inc.), where he was primarily responsible for supporting the marketing and execution works of the China team. From March 2001 to September 2005, Mr. Guo served as an associate director of global investment banking of HSBC Investment Banking, an investment bank principally engaged in providing financial services, where he was primarily responsible for the execution of China-related transactions. From October 2005 to April 2007, Mr. Guo served as a vice president and director of the real estate team of J.P. Morgan Investment Banking Asia, an investment bank principally engaged in providing financial services, where he was primarily responsible for the marketing works covering the real estate sector in China. From April 2007 to April 2013, Mr. Guo served as a director and managing director of the real estate team of Morgan Stanley Investment Banking Asia, an investment bank principally engaged in providing financial services, where he was one of the key members responsible for the business in the real estate sector in the Greater China region. Currently, Mr. Guo is an independent non-executive director of Galaxycore Inc., a leading China-based fabless image sensor company targeting the global mobile device and consumer electronics market. He is also an independent non-executive director of Yida China Holdings Limited, Ganglong China Property Group Limited and Sunkwan Properties Group Limited, all of which are listed companies in Hong Kong. Mr. Guo obtained a bachelor's degree in electrical engineering from Zhejiang University in July 1989, a master's degree in computer engineering from University of Southern California in May 1993 and a master's degree in business administration from the School of Management of Yale University in May 1998.

Mr. Guo has entered into an appointment letter with the Company for a term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The appointment letter can be terminated by either party by giving at least three months' prior notice to the other party. Mr. Guo is entitled to receive an annual emolument of RMB240,000. The amount of Mr. Guo's emolument was determined by reference to the prevailing market rate and his time, effort and expertise devoted to the Company's affairs.

Mr. Guo beneficially owns an aggregate amount of USD200,000 of the Company's 7.95% senior notes due 2022. Save as disclosed above and as at the Latest Practicable Date, Mr. Guo does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Guo does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Guo that needs to be brought to the attention of the Shareholders' or disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules. There is also no other information which needs to be brought to the attention of the Shareholders in respect of his proposed re-election as an independent non-executive Director.

NOTICE OF ANNUAL GENERAL MEETING

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 Meeting Rooms I&II, JW Marriott Shenzhen, 6005 Shennan Boulevard, Futian District, Shenzhen, the PRC on Friday, 28 May 2021 at 3:30 p.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 report of the independent auditor of the Company for the year ended 31 December 2020;
2. To consider and approve the declaration and payment of a final dividend of HK7.05 cents per share of the Company for the year ended 31 December 2020;
3. To re-elect Ms. Zeng Jie, Baby as an executive director of the Company;
4. To re-elect Mr. Liao Qian as a non-executive director of the Company;
5. To re-elect Mr. Ho Man (who has served more than nine years) as an independent non-executive director of the Company;
6. To re-elect Ms. Wong Pui Sze, Priscilla, JP as an independent non-executive director of the Company;
7. To re-elect Mr. Guo Shaomu as an independent non-executive director of the Company;

NOTICE OF ANNUAL GENERAL MEETING

8. To authorise the board of directors to fix the remuneration of the directors of the Company;
9. To re-appoint Deloitte Touche Tohmatsu 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 auditors;

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

10. **“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 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) 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 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 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).”

11. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buyback shares of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to buyback its shares at a price determined by the directors of the Company;
- (c) the total number of the shares which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) shall not exceed 10% of the total number of shares of the Company in issue 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.”

12. “**THAT** conditional upon ordinary resolutions nos. 10 and 11 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 pursuant to ordinary resolution no. 10 above be and is hereby extended by the addition thereto the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the total number of shares of the Company bought back by the Company under the authority granted to the directors of the Company pursuant to the ordinary resolution no. 11 above, provided that such an amount shall not exceed 10% of the total number of shares of the Company as at the date of passing this resolution.”

By Order of the Board
Fantasia Holdings Group Co., Limited
Pan Jun
Chairman

Hong Kong, 22 April 2021

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxies (if holding two or more shares) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
3. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the annual general meeting 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 annual general meeting 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 for the following periods:
 - i. from Monday, 24 May 2021 to Friday, 28 May 2021, 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 annual general meeting; and
 - ii. from Thursday, 3 June 2021 to Tuesday, 8 June 2021, both days inclusive, during which period no transfer of shares will be effected for the purpose of ascertaining the shareholders entitled to the dividend to be approved at the annual general meeting.

All completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 21 May 2021 and Wednesday, 2 June 2021 respectively.

6. A form of proxy for use at the annual general meeting is enclosed.