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Fairson Holdings Limited
鈺皓控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8132)

**COMPLETION OF PLACING OF NEW SHARES
UNDER GENERAL MANDATES**

The Board is pleased to announce that an aggregate of 11,450,000 new Shares have been successfully placed at the Placing Price of HK\$1.56 per Placing Share to not less than six Placees who and whose ultimate beneficial owners are independent to the Company and the directors, chief executive and substantial shareholders of the Company and its subsidiaries and/or any of their respective associates or any connected persons.

All the condition precedent to the Placing had been fulfilled and completion of the Placing took place on 2 December 2013. The Company received net proceeds of approximately HK\$17.41 million from the Placing.

Reference is made to the announcement of Fairson Holdings Limited (“**Company**”) dated 3 October 2013 (“**Announcement**”) in relation to the Placing. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that the condition precedent to the Placing had been fulfilled and completion of the Placing took place on 2 December 2013. A total of 11,450,000 new Shares (“**Placing Shares**”) have been successfully placed at the Placing Price of HK\$1.56 per Placing Share to not less than six Placees.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, as confirmed by the Placing Agent, each of the Placees and where appropriate, their respective ultimate beneficial owners, is independent to the Company and the directors, chief executive and substantial shareholders of the Company and its subsidiaries and/or any of their respective associates or any connected persons.

The Placing Shares represent (i) approximately 1.73% of the issued share capital of the Company as at the date of Placing Agreement; and (ii) approximately 1.70% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares.

The net proceeds from the Placing are approximately HK\$17.41 million. The Group intends to apply the entire net proceeds from the Placing to fund its capital commitment towards the formation of joint venture as set out in the announcement of the Company dated 16 September 2013.

EFFECTS ON SHAREHOLDING STRUCTURE

The shareholding structure of the Company (i) immediately before completion of the Placing; and (ii) immediately after completion of the Placing are set out below:

	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Fairson Holdings (BVI) Limited (<i>Note</i>)	367,000,000	55.61%	367,000,000	54.66%
Places	–	–	11,450,000	1.70%
Other public shareholders	<u>293,000,000</u>	<u>44.39%</u>	<u>293,000,000</u>	<u>43.64%</u>
Total	<u><u>660,000,000</u></u>	<u><u>100.00%</u></u>	<u><u>671,450,000</u></u>	<u><u>100.00%</u></u>

Note:

Fairson Holdings (BVI) Limited is wholly-owned by Race Champion Holdings Limited. The entire issued share capital of Race Champion Holdings Limited is wholly-owned by Mr. Yeung Tin Hung, the Chairman and an executive Director.

By order of the Board
Fairson Holdings Limited
Yeung Tin Hung
Chairman

Hong Kong, 2 December 2013

As at the date of this announcement, the executive Directors are Mr. Yeung Tin Hung, Mr. Yeung Shing Wai and Mr. Ho Chun Kit Gregory; the non-executive Director is Mr. Wong Chi Yung and the independent non-executive Directors are Ms. Eugenia Yang, Mr. Chan Lung Ming, Mr. Ng Ka Chung and Mr. Lau Sung Tat, Vincent.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the websites of the Company at <http://www.sunfairw.com.hk> and <http://www.irasia.com/listco/hk/fairson>.