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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Fairson Holdings Limited (the “**Company**”) will be held at Fung Shui Room II, Marco Polo Hong Kong Hotel, Harbour City, 3 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong, on 24 March 2014 at 11:30 a.m. for the following purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as resolutions of the Company. Unless otherwise indicated, terms defined in the Company’s circular dated 28 February 2014 shall apply to this notice of EGM:

ORDINARY RESOLUTIONS

1. “**THAT** the Arrangement contemplated under the JV Agreement and the proposed caps thereof be and are hereby approved, and any one Director be and is hereby authorized to do all such acts and things and execute all such documents or make such arrangements for and on behalf of the Company which he/she considers necessary or expedient to give effect to the Arrangement.”
2. “**THAT** subject to and conditional upon the GEM Listing Committee of The Stock Exchange approving the listing of, and granting the permission to deal in, shares of HK\$0.0001 each in the issued share capital of the Company on the Stock Exchange, on the Business Day following the day on which this resolution is passed by the Shareholders, each of the issued and unissued shares of HK\$0.001 each in the share capital of the Company be subdivided into ten (10) shares of HK\$0.0001 each so that the authorized share capital of the Company will be HK\$1,000,000 divided into 10,000,000,000 Subdivided Shares upon the Share Subdivision becoming effective, and any one Director be and is hereby authorized to do all such acts and things and execute all such documents or make such arrangements for and on behalf of the Company which he/she considers necessary or expedient to give effect to the Share Subdivision.”

SPECIAL RESOLUTION

3. “**THAT** subject to and conditional upon: (i) the JV Agreement having become effective; and (ii) the issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Fairson Holdings Limited” to “China Oil Gangran Energy Group Holdings Limited”, and a new dual foreign name in Chinese “中油港燃能源集團控股有限公司” be adopted to replace its existing Chinese name “鉦皓控股有限公司” and any one Director be and is hereby authorized to do all such acts and things and execute all such documents or make such arrangements for and on behalf of the Company which he/she considers necessary or expedient to give effect to the Change of Name.”

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

Hong Kong, 28 February 2014

Notes:

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company’s Hong Kong branch share registrar and transfer agent in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The enclosed form of proxy must be signed by the appointer or by his attorney authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an office, attorney or other person duly authorized to sign the same.
4. Delivery of the form of proxy will not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, then one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holder stand on the register in respect of the relevant joint holding.
6. Any voting at the EGM or any adjournment thereof should be taken by poll.

As at the date of this notice, the executive Directors are Mr. Yeung Tin Hung, Mr. Yeung Shing Wai and Mr. Ho Chun Kit Gregory; the non-executive Director is Mr. Tse Yee Hin, Tony; 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 notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Notice 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 Notice misleading.

This notice 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>.