
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Fairson Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

Fairson Holdings Limited

鈺皓控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8132)

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting (the "2011 AGM") of Fairson Holdings Limited (the "Company") to be held at 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 19 August 2011 at 10:00 a.m., is set out on pages 14 to 17 of this circular. A form of proxy for use at the 2011 AGM is enclosed with this circular.

Whether or not you are able to attend the 2011 AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the 2011 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the 2011 AGM should they so wish.

This circular, 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 the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 circular is accurate and complete in all material respects and not misleading or deceptive; there are no other matters the omission of which would make any statement herein or this circular misleading.

This circular 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 website of the Company at <http://www.sunfairw.com.hk>.

30 June 2011

CHARACTERISTICS OF GROWTH ENTERPRISE MARKET

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. Proposed Granting of the Repurchase and Issuance Mandates	4
3. Proposed Re-election of the Retiring Directors	4
4. 2011 AGM and Proxy Arrangement	5
5. Recommendation	6
6. General Information	6
Appendix I – Explanatory Statement on the Repurchase Mandate	7
Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the 2011 AGM	10
Notice of the 2011 AGM	14

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2011 AGM”	the annual general meeting of the Company to be held at 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 19 August 2011 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set on pages 14 to 17 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Company”	Fairson Holdings Limited (鈺皓控股有限公司), a company incorporated on 25 June 2010 in the Cayman Islands with limited liability and its shares are listed on GEM;
“Director(s)”	the director(s) of the Company;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Group”	the Company and its subsidiaries;
“HK\$” or “Hong Kong dollar(s)”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	27 June 2011 being the latest practicable date prior to the printing to the printing of this circular for ascertaining certain information contained in this circular prior to its publication;
“Repurchase Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.001 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;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“%”	per cent.

LETTER FROM THE BOARD

Fairson Holdings Limited
鈺皓控股有限公司

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

Executive Directors:

Mr. Yeung Tin Hung
Mr. Yeung Shing Wai
Mr. Chen Tian Gang
Mr. Zhou Yu Hui

Non-executive Director:

Mr. Wong Chi Yung

Independent Non-executive Directors:

Mr. Li Hin Lung
Mr. Chan Kai Wo
Mr. Chua Hoon Chong

Registered Office:

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

*Principal Place of Business
in Hong Kong:*

Flat A-C, 9th Floor
Yue Cheung Centre
1-3 Wong Chuk Yeung Street
Fotan, Shatin, New Territories
Hong Kong

30 June 2011

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the 2011 AGM for (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the nominal amount of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE MANDATES

At the 2011 AGM, ordinary resolutions will be proposed to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange of an aggregate nominal amount not exceeding 10% of the total nominal amount of the Company's issued share capital as at the date of passing such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$55,000 (equivalent to 55,000,000 Shares)) on the basis that the issued share capital of the Company remains unchanged as at the date of the 2011 AGM (the "**Repurchase Mandate**");
- (b) to allot, issue or deal with new Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the Company's issued share capital as at the date of passing such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$110,000 (equivalent to 110,000,000 Shares)) on the basis that the issued share capital of the Company remains unchanged as at the date of the 2011 AGM (the "**Issuance Mandate**"); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue in force (i) until 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 to be held as required by the Articles of Association or any applicable laws; or (iii) the date on which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first. With reference to the Repurchase Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

In accordance with the requirements of the GEM Listing Rules, an explanatory statement is set out in Appendix I to this circular containing all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 84 of the Articles of Association, at each annual general meeting of the Company one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation, provided that every Director (including those appointed for a specific term or holding office as Chairman of the Board or Managing Director of the Company) shall be subject to retirement by rotation at least once every three years. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement

LETTER FROM THE BOARD

by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election at the relevant general meeting. Accordingly, Mr. Yeung Shing Wai, Mr. Chen Tian Gang and Mr. Zhou Yu Hui shall retire by rotation at the 2011 AGM, and being eligible, will offer themselves for re-election.

Pursuant to Article 83 of the Articles of Association, any Director so appointed by the Board shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such pursuant to Article 84. Mr. Wong Chi Yung was appointed as a non-executive Director by the Board on 3 June 2011, he shall retire at the 2011 AGM pursuant to Article 83 of the Articles of Association and, being eligible, will offer himself for re-election.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. This requisite details of the above four retiring Directors are set out in Appendix II to this circular.

4. 2011 AGM AND PROXY ARRANGEMENT

The notice of the 2011 AGM is set on pages 14 to 17 of this circular. At the 2011 AGM, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the nominal amount of Shares repurchased pursuant to the Repurchase Mandate and the re-election of the retiring Directors.

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2011 AGM. An announcement on the poll vote results will be made by the Company after the 2011 AGM in the manner prescribed under Rule 17.45(5) of the GEM Listing Rules.

A form of proxy for use at the 2011 AGM is enclosed with this circular and such form of proxy is also published on the GEM website (www.hkgem.com) and the Company's website (www.sunfairw.com.hk) respectively. Whether or not you are able to attend the 2011 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority to the Company's Branch Share Register in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the 2011 AGM or

LETTER FROM THE BOARD

any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2011 AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

5. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate, the granting/extension of the Issuance Mandate and the re-election of the retiring Directors are in the best interests of the Group and the Shareholders as a whole. Accordingly, the Directors recommended the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2011 AGM.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of the retiring Directors Proposed to be re-elected at the 2011 AGM) to this circular.

Yours faithfully,
On behalf of the Board
Fairson Holdings Limited
Yeung Tin Hung
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for against the ordinary resolution to be proposed at the 2011 AGM in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the proposed granting of the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 550,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the 2011 AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the 2011 AGM, i.e. 550,000,000 Shares, the Directors would be authorized under the Repurchase Mandate to repurchases, during the period in which the Repurchase Mandate remains in force, an aggregate nominal amount of Shares not exceeding HK\$55,000 (equivalent to 55,000,000 Shares), representing 10% of the aggregate nominal amount of the Shares in issue as at the date of the 2011 AGM.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws.

The Company is empowered by its memorandum and Articles of Association to repurchase Shares. The laws of the Cayman Islands provide that the amount paid in connection with a share repurchase by a company may only be paid out of either the profits of the Company or out of the proceeds of a fresh issue of shares made for such purpose or, subject to the Articles of Association of the Company and the laws of the Cayman Islands, out of capital.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2011 in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company interests, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date and insofar as the Directors are aware, Fairson Holdings (BVI) Limited was the registered owner of 385,000,000 Shares (representing approximately 70% of the total issued Shares). The entire issued share capital of Fairson Holdings (BVI) Limited was wholly-owned by Race Champion Holdings Limited, which was in turn wholly owned by Equity Trust (Singapore) Ltd., the trustee of The Race Champion Trust. The Race Champion Trust was a discretionary trust set up by Mr. Yeung Tin Hung as settler and Equity Trust (Singapore) Ltd. as trustee on 28 April 2011. Mr. Yeung Shing Wai was the beneficiary of The Race Champion Trust. Mr. Yeung Tin Hung and Mr. Yeung Shing Wai are taken to be interested in the 385,000,000 Shares held by Fairson Holdings (BVI) Limited as at the Latest Practicable Date pursuant to Part XV and SFO. In the event of that the Repurchase Mandate is exercised in full, the shareholding of Mr. Yeung Tin Hung and Mr. Yeung Shing Wai would be increased to approximately 77.8% of the total issued share capital of the Company.

The Directors are not aware of any consequences, which may arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The Directors will exercise the powers conferred by the Repurchase Mandate to repurchase Shares in circumstances, which they deem appropriate for the benefits of the Company and the Shareholders as a whole. However the Directors have no preset intention to exercise the Repurchase Mandate to the extent that the number of Shares in the hands of the public would fall below the prescribed minimum percentage of 25%.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the GEM Listing Rules), have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with GEM Listing Rules and the applicable laws of the Cayman Islands.

The Company has not been notified by any connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

7. REPURCHASE OF SHARES MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the period from 18 May 2011 (being the date on which the Shares first commenced dealings on GEM, the “**Listing Date**”) up to the Latest Practicable Date.

8. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the GEM during each of the following months were as follow:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2011		
May (<i>from Listing Date</i>)	0.66	0.44
June (<i>up to the Latest Practicable Date</i>)	0.49	0.35

Pursuant to the GEM Listing Rules, the details of the Directors who will retire at the 2011 AGM according to the Articles of Association and will be proposed to be re-elected at the 2011 AGM are provided below.

(1) Mr. Yeung Shing Wai

Mr. Yeung Shing Wai, aged 25, was appointed as an executive Director on 23 November 2010. He is also the compliance officer of the Company. He is currently the senior manager of the Group and has been responsible for the management of finance and marketing of the Group since February 2009. Mr. Yeung has nearly six years' experience in the power and date cord industry since he joined the Group in 2004. He had served as a manager in the sales and marketing department of the Group from January 2004 to February 2009.

As at the Latest Practical Date, Mr. Yeung is taken to be interested in the 385,000,000 Shares (representing approximately 70% of the total issued shares capital) held by Fairson Holdings (BVI) Limited. Save as disclosed, Mr. Yeung does not have any other interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Yeung is the son of Mr. Yeung Tin Hung, the Chairman of the Company, and the cousin of Mr. Chen Tian Gang, an executive Director. Save as disclosed, Mr. Yeung does not have any relationships with other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company. Save as being executive Director, Mr. Yeung does not hold 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.

Mr. Yeung was appointed as an executive Director for a term of three (3) years subject to rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Yeung is entitled to a fixed director's fee of HK\$600,000 per annum, which was mutually agreed upon between the Board and Mr. Yeung with reference to the prevailing market conditions, Mr. Yeung's expertise and his duties and responsibilities to be exercised on the Company's affairs. Save for the said fixed director's fee, Mr. Yeung is not entitled to any other emolument for holding his office as an executive Director.

Save as disclosed above, there are no other information that is required to be disclosed pursuant to rule 17.50(2) of the GEM Listing Rules nor there other matters that need to be brought to the attention of the Shareholders.

(2) Mr. Chen Tian Gang

Mr. Chen Tian Gang, aged 37, was appointed as an executive Director on 23 November 2010. He has been the deputy general manager of the Group since January 2002. He is responsible for the management of production and quality assurance of the Group. He also assists the general manager in the daily operation of the Group. Mr. Chen joined the Group after graduating from 福建農林大學 (Fujian Agricultural and Forestry University) (formerly known as 福建農業大學 (Fujian Agricultural University)), majoring in tea studies in 1995. He had served as the department head of the raw materials department and the head of production unit of the Group. Mr. Chen joined 寶安區松崗三輝電線廠 (Baoan District Songgang Sun Fair Wire Factory) in 1995 and has over 15 years' of experience in the power and data cord industry.

As at the Latest Practical Date, Mr. Chen does not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Chen is the nephew of Mr. Yeung Tin Hung, the Chairman of the Company, and the cousin of Mr. Yeung Shing Wai, an executive Director and the brother-in-law of Mr. Zhou Yu Hui, an executive Director. Save as disclosed, Mr. Chen does not have any relationships with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company. Save as being an executive Director, Mr. Chen does not hold 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.

Mr. Chen was appointed as an executive Director for a term of three years and subject to rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Chen is entitled to a fixed director's fee of HK\$240,000.00 per annum, which was mutually agreed upon between the Board and Mr. Chen with reference to the prevailing market conditions, Mr. Chen's expertise and his duties and responsibilities to be exercised on the Company's affairs. Save for the said fixed director's fee, Mr. Chen is not entitled to any other emolument for holding his office as an executive Director.

Save as disclosed above, there are no other information that is required to be disclosed pursuant to rule 17.50(2) of the GEM Listing Rules nor there other matters that need to be brought to the attention of the Shareholders.

(3) Mr. Zhou Yu Hui

Mr. Zhou Yu Hui, aged 32, was appointed as an executive Director on 23 November 2010. He is currently the head of the procurement department of the Group and has been responsible for the management of the inventories and procurement of raw materials of the Group since June 2002. He has served in procurement department for nearly eight years since joining the Group in 2002.

As at the Latest Practical Date, Mr. Zhou does not have any have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Zhou is the brother-in-law of Mr. Chen Tian Gang, an executive Director. Save as disclosed, Mr. Zhou does not have any relationships with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company. Save as being an executive Director, Mr. Zhou does not hold 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.

Mr. Zhou was appointed as executive Director for a term of three years subject to rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Zhou is entitled to a fixed director's fee of HK\$240,000.00 per annum, which was mutually agreed upon between the Board and Mr. Zhou with reference to the prevailing market conditions, Mr. Zhou's expertise and his duties and responsibilities to be exercised on the Company's affairs. Save for the said fixed director's fee, Mr. Zhou is not entitled to any other emolument for holding his office as an executive Director.

Save as disclosed above, there are no other information that is required to be disclosed pursuant to rule 17.50(2) of the GEM Listing Rules nor there other matters that need to be brought to the attention of the Shareholders.

(4) Mr. Wong Chi Yung

Mr. Wong Chi Yung, aged 27, is the non-executive Director. He started his career in an international accounting firm for over 2 years focusing on assurance and advisory business services. He subsequently engaged as an operation controller in a company listed in the main board of the Stock Exchange, which was mainly engaged in the cinema business in the People's Republic of China. Mr. Wong holds a bachelor degree of business administration in Management of Organizations and Finance from The Hong Kong University of Science and Technology.

As at the Latest Practical Date, Mr. Wong does not have any have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Wong does not have any relationships with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company. Save as being non-executive Director, Mr. Wong does not hold 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.

Pursuant to a service contract entered into between the Company and Mr. Wong, Mr. Wong was appointed as a non-executive Director for a term of three years with effect from 3 June 2011 subject to rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Wong is entitled to a director's fee of HK\$120,000 per annum, which was determined by the mutual agreement of the parties and the Company considers it to be a reasonable amount after taking into consideration of Mr. Wong's experience and academic backgrounds, as well as the responsibilities to be undertaken on the Company's affairs. Save for the said fixed director's fee, Mr. Wong is not entitled to any other emolument for holding his office as a non-executive Director.

Save as disclosed above, there are no other information that is required to be disclosed pursuant to rule 17.50(2) of the GEM Listing Rules nor there other matters that need to be brought to the attention of the Shareholders.

NOTICE OF THE 2011 AGM

Fairson Holdings Limited

鈺皓控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8132)

NOTICE IS HEREBY GIVEN that an annual general meeting of Fairson Holdings Limited (the “**Company**”) will be held at 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, Hong Kong on Friday, 19 August 2011 at 10:00 a.m. for the following purposes:

1. To consider and receive the audited combined financial statements of the Company and subsidiaries and the reports of the directors and auditors for the year ended 31 March 2011;
2. To re-elect Mr. Yeung Shing Wai as an executive director of the Company;
3. To re-elect Mr. Chen Tian Gang as an executive director of the Company;
4. To re-elect Mr. Zhou Yu Hui as an executive director of the Company;
5. To re-elect Mr. Wong Chi Yung as a non-executive director of the Company;
6. To authorize the board of directors of the Company to fix directors’ remuneration;
7. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorize the board of directors of the Company to fix auditors’ remuneration;
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF THE 2011 AGM

- (c) 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”;
- 9. to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total nominal amount of shares of the Company allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding conversion rights attaching to the convertible notes issued by the Company, which are convertible into shares of the Company;
 - (iii) the exercise of options under a share option scheme of the Company; and
 - (iv) any scrip dividend scheme 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

NOTICE OF THE 2011 AGM

Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and this approval shall be limited accordingly; and

(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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 recognized regulatory body or any stock exchange).”; and

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions nos. 9 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 9 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the shares purchased by the Company pursuant to the mandate referred to in the resolution set out in item 8 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issue share capital of the Company as at the date of passing of this resolution.”.

On behalf of the Board
Fairson Holdings Limited
Yeung Tin Hung
Chairman

Hong Kong, 30 June 2011

NOTICE OF THE 2011 AGM

Notes:

- (a) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. A company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (b) To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's Branch Registrar in Hong Kong, Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (c) The register of members of the Company will be closed from 17 August 2011 to 19 August 2011, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the above meeting, unregistered holders of shares of the Company should ensure that all shares transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 16 August 2011.
- (d) In relation to the ordinary resolution nos. 8 and 9 set out in the above notice, the directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.