

Fairson Holdings Limited

鈺皓控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8132)

**Form of proxy for use by shareholders of Fairson Holdings Limited (the “Company”)
at the annual general meeting to be held on Tuesday, 31 July 2012 at 10:00 a.m.
at Joint Professional Centre, Unit 1, G/F, The Center, 99 Queen’s Road Central, Hong Kong**

I/We ⁽¹⁾ _____
of _____
being the registered shareholder(s) of ⁽²⁾ _____ shares of HK\$0.001 each in the issued share capital of the Company hereby appoint the Chairman of the Annual General Meeting, or ⁽³⁾ _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (and at any adjournment thereof) to be held at Joint Professional Centre, Unit 1, G/F, The Center, 99 Queen’s Road Central, Hong Kong on Tuesday, 31 July 2012, at 10:00 a.m. and to vote in respect of the following resolutions as indicated:

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To receive and adopt the audited consolidated financial statements of the Company and the Group and the reports of the Directors and the auditors of the Company for the year ended 31 March 2012;		
2.	(i) To re-elect Mr. Li Hin Lung as an independent non-executive Director;		
	(ii) To re-elect Mr. Chan Kai Wo as an independent non-executive Director; and		
	(iii) To re-elect Mr. Chua Hoon Chong as an independent non-executive Director;		
3.	To authorize the Board to fix the remuneration of the Directors;		
4.	To appoint the auditors of the Company and to authorize the Board to fix their remuneration;		
5.	To grant a general mandate to the Directors to repurchase the shares of the Company (the “Repurchase Mandate”) as set out in item 5 of the Notice of Annual General Meeting dated 28 June 2012;		
6.	To grant a general mandate to the Directors to allot, issue and/or deal with the shares of the Company (the “Issuance Mandate”) as set out in item 6 of the Notice of Annual General Meeting dated 28 June 2012;		
7.	To approve the addition to the Issuance Mandate of the number of the shares of the Company repurchased by the Company under the Repurchase Mandate as set out in item 7 of the Notice of Annual General Meeting dated 28 June 2012.		

Dated _____

Signature ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ _____

Notes:

1. Full name(s) and address(es) to be inserted in block capitals.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If you wish to appoint a proxy other than the Chairman of the Annual General Meeting, please strike out “the Chairman of the Annual General Meeting” and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A proxy needs not be a shareholder of the Company.
4. IMPORTANT: If you wish to vote for any resolution, please indicate with a “✓” in the appropriate space marked “For” beside the resolution. If you wish to vote against any resolution, please indicate with a “✓” in the appropriate space marked “Against” beside the resolution. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Annual General Meeting other than those referred to in the Notice convening the Annual General Meeting.
5. In the case of joint shareholders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
6. The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
7. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company’s 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 as soon as possible and in any event not later than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.