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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 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 proxy form to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

### 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

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A notice from the Board convening an annual general meeting (the “2012 AGM”) of Fairson Holdings Limited (the “Company”) 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., is set out on pages 14 to 19 of this circular. A form of proxy for use at the 2012 AGM is enclosed with this circular.

Whether or not you are able to attend the 2012 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 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 but in any event not later than 48 hours before the time appointed for the holding of the 2012 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the 2012 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 websites of the Company at <http://www.sunfairw.com.hk> and <http://www.irasia.com/listco/hk/fairson>.*

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## **CHARACTERISTICS OF GROWTH ENTERPRISE MARKET**

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**GEM has been positioned as a market designed to accommodate companies to which a higher 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.**

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# CONTENTS

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	<i>Pages</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	3
2. Proposed Granting of the Repurchase and Issuance Mandates .....	4
3. Proposed Re-election of the Retiring Directors .....	5
4. 2012 AGM and Proxy Arrangement .....	5
5. Responsibility Statement .....	6
6. Recommendation .....	6
7. General Information .....	6
<b>Appendix I – Explanatory Statement on the Repurchase Mandate</b> .....	7
<b>Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the 2012 AGM</b> .....	11
<b>Notice of the 2012 AGM</b> .....	14

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## DEFINITIONS

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

“2012 AGM”	the annual general meeting of the Company 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., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set on pages 14 to 19 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 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”	25 June 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Repurchase Mandate”	as defined in paragraph 2(a) of the Letter from the Board;

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company;
“Shareholder(s)”	the registered holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers;
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

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

*Registered Office:*

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

*Non-executive Director:*

Mr. Wong Chi Yung

*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

*Independent non-executive Directors:*

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

28 June 2012

*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 2012 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.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE MANDATES

At the 2012 AGM, ordinary resolutions will be proposed to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares on the Stock Exchange of an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such proposed 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 of 550,000,000 Shares remains unchanged as at the date of the 2012 AGM (the “**Repurchase Mandate**”);
- (b) to allot, issue or deal with new Shares of an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing such proposed 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 of 550,000,000 Shares remains unchanged as at the date of the 2012 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 of the Cayman Islands; or (iii) the date on which the Repurchase Mandate and the Issuance Mandate are 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 the Shareholders to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate.

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## LETTER FROM THE BOARD

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### 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 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, Messrs. Lin Hin Lung, Chan Kai Wo and Chua Hoon Chong shall retire by rotation at the 2012 AGM, and being eligible, will offer themselves 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 three retiring Directors are set out in Appendix II to this circular.

### 4. 2012 AGM AND PROXY ARRANGEMENT

The notice of the 2012 AGM is set on pages 14 to 19 of this circular. At the 2012 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 2012 AGM. An announcement on the poll vote results will be made by the Company after the 2012 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.



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## LETTER FROM THE BOARD

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A form of proxy for use at the 2012 AGM is enclosed with this circular and such form of proxy is also published on the GEM website ([www.hkgem.com](http://www.hkgem.com)) and the Company's websites ([www.sunfairw.com.hk](http://www.sunfairw.com.hk) and [www.irasia.com/listco/hk/fairson](http://www.irasia.com/listco/hk/fairson)) respectively. Whether or not you are able to attend the 2012 AGM, please complete and sign the accompanying 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 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 but in any event not less than 48 hours before the time appointed for holding the 2012 AGM or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting at the 2012 AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

### 5. RESPONSIBILITY STATEMENT

This circular, 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 enquires, 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.

### 6. 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 Company 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 2012 AGM.

### 7. 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 2012 AGM) to this circular.

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

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## **APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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*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 or against the ordinary resolution to be proposed at the 2012 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 material time, result in an enhancement of the net asset value per Share and/or its 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 and beneficial to the Company. 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 5 of the notice of the 2012 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 2012 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 2012 AGM.

### **3. FUNDING OF REPURCHASES**

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

The Company is empowered by its 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 available for distribution or out of the proceeds of a fresh issue of shares made for such purpose or standing to the share premium account of the Company, subject to the Articles of Association 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 2012 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 increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a 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 a 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 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 of the 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.

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**APPENDIX I            EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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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.

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 present 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.        UNDERTAKING OF DIRECTORS**

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 last six months preceding the Latest Practicable Date.

**8.      MARKET PRICES OF SHARES**

The highest and lowest market prices per Share at which the Shares were traded on GEM during each of the previous twelve calendar months (up to the Latest Practicable Date) were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2011</b>		
June	0.490	0.355
July	0.420	0.325
August	0.395	0.218
September	0.255	0.178
October	0.172	0.126
November	0.186	0.150
December	0.193	0.150
<b>2012</b>		
January	0.270	0.175
February	0.335	0.210
March	0.305	0.208
April	0.280	0.215
May	0.280	0.187
June (up to the Latest Practicable Date)	0.245	0.209

Source: <http://www.hkex.com.hk>

*Pursuant to the GEM Listing Rules, the details of the Directors who will retire at the 2012 AGM according to the Articles of Association and will be proposed to be re-elected at the 2012 AGM are provided below.*

**(1) MR. LI HIN LUNG**

Mr. Li Hin Lung, aged 46, has been appointed as an independent non-executive Director since 27 April 2011. Mr. Li has over 12 years of experience in audit, tax advisory and company secretarial services. Mr. Li was employed by K.L Lee & Partners C.P.A. Limited as a senior auditor from 1997 to 2000. In 2000, Mr. Li started his own accounting firm and provided audit, tax advisory and company secretarial services. In 1991, Mr. Li obtained a higher certificate in accountancy from Hong Kong Polytechnic, currently known as the Hong Kong Polytechnic University. He is an associate of the Hong Kong Institute of Certified Public Accountants, an associate of the Association of Chartered Certified Accountants and a Certified Tax Adviser of the Taxation Institute of Hong Kong.

As at the Latest Practicable Date, Mr. Li does not have or deemed to have any interest or short position in the Shares, underlying shares or debenture of the Company or its associated corporations within the meaning of Part XV of the SFO.

Mr. Li does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Mr. Li 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. Li has entered into a service agreement with the Company for a period of three years subject to rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Subject to review given by the remuneration committee of the Company (the "Remuneration Committee") from time to time, Mr. Li is entitled to a fixed director's fee of HK\$120,000 per annum, which was determined by the Board with reference to the prevailing market conditions, Mr. Li's expertise and his duties and responsibilities to be exercised on the Company's affairs. Save for the said fixed director's fee, Mr. Li is not entitled to any other emolument for holding his office as an independent non-executive Director.

Mr. Li has confirmed that save as disclosed above, there is no other information that is required to be disclosed pursuant to rule 17.50(2) of the GEM Listing Rules nor there are other matters in respect of his appointment that need to be brought to the attention of the Shareholders.

**(2) MR. CHAN KAI WO**

Mr. Chan Kai Wo, aged 50, has been appointed as an independent non-executive Director since 27 April 2011. He has been the director of the toys & hobbies department of The Refined Industry Co., Ltd. since April 2011. In 1983, He obtained his higher diploma in mechanical engineering from Hong Kong Polytechnic, currently known as Hong Kong Polytechnic University. He joined the group companies of Wong's International (Holdings) Limited in 1983 and from 1983 to 1993, served in different positions including mechanical engineer, assistant engineering manager, mechanical engineering manager and project manager and was responsible for products and parts mechanical designs, plastics and metal toolings fabrication, secondary process development such as electroless plating and paintings, worldwide customer communication and project co-ordinator. Wong's International (Holdings) Limited is listed on the Stock Exchange. In 1993, he was the engineering manager of Waysun Enterprise Co., Ltd. From 1994 to 2001, he joined The Refined Industry Co., Ltd. as a project engineering manager and head of engineering department to monitor designs and engineering activities. From January 2002 to February 2011, he worked as General Manager for Ameroll Metal Products Co., Ltd. and was responsible for overseeing all its functional departments and coordinating its strategic planning functions.

As at the Latest Practicable Date, Mr. Chan does not have or deemed to have any interest or short position in the Shares, underlying shares or debenture of the Company or its associated corporations within the meaning of Part XV of the SFO.

Mr. Chan does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Mr. Chan 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. Chan has entered into a service agreement with the Company for a period of three years subject to rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Subject to review given by the Remuneration Committee from time to time, Mr. Chan is entitled to a fixed director's fee of HK\$60,000 per annum, which was determined by the Board with reference to the prevailing market conditions, Mr. Chan's expertise and his duties and responsibilities to be exercised on the Company's affairs. Save for the said fixed director's fee, Mr. Chan is not entitled to any other emolument for holding his office as an independent non-executive Director.

Mr. Chan has confirmed that save as disclosed above, there is no other information that is required to be disclosed pursuant to rule 17.50(2) of the GEM Listing Rules nor there are other matters in respect of his appointment that need to be brought to the attention of the Shareholders.

**(3) MR. CHUA HOON CHONG**

Mr. Chua Hoon Chong, aged 56, has been appointed as an independent non-executive Director since 27 April 2011. Mr. Chua has over 30 years of experience in the mechanical engineering industry. Mr. Chua was a mechanical engineer in the research and development department of Thomson Consumer Electronics Asia Pte Ltd. from 1980 to 1991. In 1992, Mr. Chua joined Emerson Network Power (Hong Kong) Limited (a subsidiary of Emerson Electric Co, a New York Stock Exchange listed company) as a principal mechanical engineer in the high power product design team, and was a mechanical engineering manager in the technical core engineering group when he left Emerson Network Power (Hong Kong) Limited in January 2009. Mr. Chua is a specialist in designing printed circuit board, cabling and plastic box.

As at the Latest Practicable Date, Mr. Chua does not have or deemed to have any interest or short position in the Shares, underlying shares or debenture of the Company or its associated corporations within the meaning of Part XV of the SFO.

Mr. Chua does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Mr. Chua 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. Chua has entered into a service agreement with the Company for a period of three years subject to rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Subject to review given by the Remuneration Committee from time to time, Mr. Chua is entitled to a fixed director's fee of HK\$60,000 per annum, which was determined by the Board with reference to the prevailing market conditions, Mr. Chua's expertise and his duties and responsibilities to be exercised on the Company's affairs. Save for the said fixed director's fee, Mr. Chua is not entitled to any other emolument for holding his office as an independent non-executive Director.

Mr. Chua has confirmed that save as disclosed above, there is no other information that is required to be disclosed pursuant to rule 17.50(2) of the GEM Listing Rules nor there are other matters in respect of his appointment that need to be brought to the attention of the Shareholders.



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## NOTICE OF THE 2012 AGM

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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 IS HEREBY GIVEN** that an annual general meeting of Fairson Holdings Limited (the “**Company**”) will 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. for the following purposes:

### **AS ORDINARY BUSINESS**

1. To receive and adopt the audited consolidated financial statements of the Company and the Group and the reports of the Directors (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 of Directors (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;

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## NOTICE OF THE 2012 AGM

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### AS SPECIAL BUSINESS

5. 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 on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, subject to and in accordance with the applicable laws of the Cayman Islands, the rules and regulations of the SFC and the GEM Listing Rules as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company (the “**Share**”) 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
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the shareholders of the Company in general meetings; or
  - (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 of the Cayman Islands to be held.”;

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## NOTICE OF THE 2012 AGM

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6. 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, pursuant to the GEM Listing Rules, 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 share capital of the Company and to make or grant offers, agreements or options (including warrants, bond and debentures convertible into shares) which might require the exercise of such powers, subject to and in accordance with all applicable laws of the Cayman Islands, 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 or options (including warrants, bond and debentures convertible into shares) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below); or
  - (ii) the exercise of the outstanding conversion rights attaching to the convertible notes issued by the Company, which are convertible into the Shares; or
  - (iii) the exercise of options under a share option scheme or similar arrangement for the time being adopted by the Company; or

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## NOTICE OF THE 2012 AGM

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- (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 Company shall not exceed the aggregate of: (i) 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 (ii) (provided that resolutions no. 7 is passed) the aggregate nominal amount of any shares capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to the 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
  
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; or
- (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 of the Cayman Islands to be held;

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to the 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 in, any territory applicable to the Company).”;

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## NOTICE OF THE 2012 AGM

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7. 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 no. 5 and no. 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of the 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 repurchased by the Company pursuant to the mandate referred to in the resolution set out in item 5 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, 28 June 2012

*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

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## NOTICE OF THE 2012 AGM

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*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 shareholder 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 share registrar and transfer agent 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 Thursday, 26 July 2012 to Tuesday, 31 July 2012, 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 and transfer agent 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 Wednesday, 25 July 2012.