
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 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**

A notice from the Board convening an annual general meeting (the “**2013 AGM**”) of Fairson Holdings Limited (the “**Company**”) to be held at Meeting Room 2, 38/F., Holiday Inn Express Hong Kong SoHo, 83 Jervois Street, Sheung Wan, Hong Kong on Wednesday, 31 July 2013 at 10:00 a.m., is set out on pages 13 to 16 of this circular. A form of proxy for use at the 2013 AGM is enclosed with this circular.

Whether or not you are able to attend the 2013 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 2013 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 2013 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](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>.

27 June 2013

CHARACTERISTICS OF GROWTH ENTERPRISE MARKET

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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DEFINITIONS

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

“2013 AGM”	the annual general meeting of the Company to be held at Meeting Room 2, 38/F., Holiday Inn Express Hong Kong SoHo, 83 Jervois Street, Sheung Wan, Hong Kong on Wednesday, 31 July 2013 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 16 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 (鉦皓控股有限公司), 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 in this circular;
“Latest Practicable Date”	24 June 2013, 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 in this circular;
“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 registered holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission of Hong Kong;
“%”	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. Ho Chun Kit Gregory

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

27 June 2013

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 2013 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 2013 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 2013 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 2013 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.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 83(3) of the Articles of Association, any Director so appointed by the Board as an addition to the existing Board shall hold office only until the next following annual 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 pursuant to Article 84 of the Articles of Association. Mr. Ho Chun Kit

LETTER FROM THE BOARD

Gregory was appointed as an executive Director by the Board on 8 May 2013, he shall retire at the 2013 AGM pursuant to Article 83 of the Articles of Association and, being eligible, will offer himself for re-election.

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 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. Yeung Shing Wai, Chen Tian Gang and Wong Chi Yung shall retire by rotation at the 2013 AGM, and being eligible, will offer themselves for re-election, save and except Mr. Chen Tian Gang who will not 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. The requisite details of the above three retiring Directors are set out in Appendix II to this circular.

4. 2013 AGM AND PROXY ARRANGEMENT

The notice of the 2013 AGM is set on pages 13 to 16 of this circular. At the 2013 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 2013 AGM. An announcement on the poll vote results will be made by the Company after the 2013 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the 2013 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 websites (www.sunfairw.com.hk and www.irasia.com/listco/hk/fairson) respectively. Whether or not you are able to attend the 2013 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

LETTER FROM THE BOARD

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 2013 AGM or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting at the 2013 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 2013 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 2013 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 or against the ordinary resolution to be proposed at the 2013 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.

Repurchase 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 2013 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 2013 AGM, i.e. 550,000,000 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, 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 2013 AGM.

3. FUNDING OF REPURCHASE

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 REPURCHASE

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 financial statements contained in the annual report of the Company for the year ended 31 March 2013) 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 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 Mr. Yeung Tin Hung. Mr. Yeung Tin Hung is 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 would be increased to approximately 77.78% 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 repurchase 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%.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 the 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 months (up to the Latest Practicable Date) were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
June	0.245	0.183
July	0.229	0.190
August	0.213	0.171
September	0.220	0.181
October	0.233	0.181
November	0.228	0.182
December	0.222	0.181
2013		
January	0.247	0.180
February	0.210	0.128
March	0.135	0.110
April	0.168	0.120
May	0.210	0.164
June (up to the Latest Practicable Date)	0.192	0.159

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

Pursuant to the GEM Listing Rules, the details of the Directors who will retire at the 2013 AGM according to the Articles of Association and will be proposed to be re-elected at the 2013 AGM are provided below.

(1) MR. YEUNG SHING WAI

Mr. Yeung Shing Wai (“Mr. Yeung”), aged 27, has been an executive Director since 23 November 2010. He is also the compliance officer and authorised representative of the Company in compliance with the GEM Listing Rules. He is currently the senior manager of the Group and has been responsible for the management of finance, sales and marketing of the Group since February 2009. Mr. Yeung has about eight years of experience in the power and data cord industry since he joined the Group in 2004. He served as a manager in the sales and marketing department of the Group from January 2004 to February 2009.

As at the Latest Practicable Date, Mr. Yeung does not have or is not 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. Yeung is the son of Mr. Yeung Tin Hung. Save as disclosed above, Mr. Yeung 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. 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 has entered into the service agreements with the Group 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. Yeung is entitled to a fixed monthly director’s fee of HK\$55,000 approximately, which was determined by the Board with reference to the prevailing market conditions, his duties and responsibilities to be exercised on the Group’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.

Mr. Yeung 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 are there other matters in respect of his appointment that need to be brought to the attention of the Shareholders.

(2) MR. WONG CHI YUNG

Mr. Wong Chi Yung, aged 29, has been a non-executive Director since 3 June 2011. Mr. Wong started his career in an international accounting firm and for over 2 years focused on assurance and advisory business services. He was subsequently appointed as an operation controller in a company listed on the main board of the Stock Exchange, which is mainly engaged in the cinema business in the PRC. 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 Practicable Date, Mr. Wong does not have or is not 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. Wong 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. 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.

Mr. Wong 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. Wong 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, his duties and responsibilities to be exercised 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.

Mr. Wong 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 are there other matters in respect of his appointment that need to be brought to the attention of the Shareholders.

(3) MR. HO CHUN KIT GREGORY

Mr. Ho Chun Kit Gregory, aged 35, has been an executive Director since 8 May 2013. He holds a bachelor degree in business accounting from Monash University of Australia and is a member of the Certified Public Accountants of Australia. Mr. Ho worked for several international accounting and business advisory firms for more than 10 years in providing corporate finance, mergers and acquisition, accounting and tax, corporate restructuring and advisory services to corporate clients, including listed companies. Mr. Ho subsequently set up his own corporate advisory firm. Since January 2012, Mr. Ho has acted as an executive director of Seamless Green China (Holdings) Ltd. (stock code: 8150), a company listed on the Stock Exchange.

As at the Latest Practicable Date, Mr. Ho does not have or is not 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. Ho 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.

Save as disclosed above, Mr. Ho 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. Ho 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. Ho is entitled to a fixed monthly director's fee of HK\$10,000, which was determined by the Board with reference to the prevailing market conditions, his duties and responsibilities to be exercised on the Company's affairs. Save for the said fixed director's fee, Mr. Ho is not entitled to any other emolument for holding his office as an executive Director.

Mr. Ho 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 are there other matters in respect of his appointment that need to be brought to the attention of the Shareholders.

NOTICE OF THE 2013 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 Meeting Room 2, 38/F., Holiday Inn Express Hong Kong SoHo, 83 Jervois Street, Sheung Wan, Hong Kong, on Wednesday, 31 July 2013 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 2013;
2. (i) To re-elect Mr. Yeung Shing Wai as an executive Director;
(ii) To re-elect Mr. Wong Chi Yung as a non-executive Director; and
(iii) To re-elect Mr. Ho Chun Kit Gregory as an executive Director;
3. To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
4. To re-appoint ANDA CPA Limited as the auditors of the Company and to authorize the Board to fix their remuneration;

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 Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”) as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF THE 2013 AGM

- (b) the aggregate nominal amount of the shares of the Company (the “**Share(s)**”) 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 (the “**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.”;
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

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- (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
 - (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 resolution no. 7 is passed) the aggregate nominal amount of any share 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 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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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, 27 June 2013

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

Notes:

- (a) Any Shareholder 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 the Shareholder. A shareholder who is the holder of two or more Shares 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude the Shareholder from attending and voting in person at the above 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 Friday, 26 July 2013 to Wednesday, 31 July 2013, 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 the Shares 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 no later than 4:30 p.m. on Thursday, 25 July 2013.