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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)**

**PLACING OF NEW SHARES**

**Placing Agent**



**Huatai Financial Holdings (Hong Kong) Limited**

**PLACING OF NEW SHARES**

The Board announces that on 2 August 2013, the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent has conditionally agreed to place, on behalf of the Company, a maximum of 66,000,000 Placing Shares in a maximum of two tranches (in which each tranche shall not be less than 10,000,000 Placing Shares), on a best efforts basis, to not less than six Placées at the Placing Price of HK\$1.36 per Placing Share. The Placing Shares represent 10.00% of the existing issued share capital of the Company as at the date of this announcement and approximately 9.09% of the issued share capital of the Company as enlarged by the Placing.

The maximum gross proceeds from the Placing will be approximately HK\$89.76 million. The maximum net proceeds from the Placing are estimated to be approximately HK\$88.86 million, which will be used as general working capital of the Group and/or for financing future investment opportunities.

Completion of the Placing is conditional upon, among others, the Listing Division granting the listing of, and permission to deal in the relevant tranche of the Placing Shares to be allotted and issued pursuant to the Placing.

**As the Placing may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange was halted from 1:00 p.m. on 2 August 2013 pending the release of this announcement. The Company has applied to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 5 August 2013.

## **PLACING**

The Board announces that on 2 August 2013, the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent has conditionally agreed to place, on behalf of the Company, a maximum of 66,000,000 Placing Shares in a maximum of two tranches (in which each tranche shall not be less than 10,000,000 Placing Shares), on a best efforts basis. It is expected that none of the Placees will become a substantial shareholder of the Company as a result of the completion of the relevant tranche of the Placing.

## **THE PLACING AGREEMENT**

The principal terms of the Placing Agreement are summarised below:

**Date:** 2 August 2013

**Parties:** (a) The Company; and

(b) The Placing Agent

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

## **Placing Shares**

The Placing Shares represent 10.00% of the existing issued share capital of the Company as at the date of this announcement and approximately 9.09% of the issued share capital of the Company as enlarged by the Placing.

The Placing Shares will rank pari passu among themselves and with other Shares in issue as at the date of the allotment and issue of the Placing Shares.

The aggregate nominal value of the Placing Shares is HK\$66,000 as at the date of this announcement.

## **Placing Price**

The Placing Price of HK\$1.36 per Placing Share represents:

- (i) a discount of approximately 19.53% to the closing price of HK\$1.69 per Share quoted on the Stock Exchange on 2 August 2013, being the date of the Placing Agreement; and
- (ii) a premium of approximately 17.04% to the average closing price of HK\$1.162 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately preceding the date of the Placing Agreement.

The Placing Price was arrived at after arm's length negotiations among the Company and the Placing Agent with reference to the prevailing market price of the Shares and the market condition. The Directors (including the independent non-executive Directors) are of the opinion that the Placing (including the Placing Price) are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Placing Agent will receive a placing commission of 1% of the amount equal to the Placing Price multiplied by the number of the Placing Shares placed by the Placing Agent. The placing commission was arrived at after arm's length negotiations among the Company and the Placing Agent.

## **Placees**

The Placing Shares have been or will be offered by the Placing Agent to not less than six Placees. The Placees and their ultimate beneficial owners will be independent of the Company and the directors, chief executive and substantial shareholder the Company and its subsidiaries and/or any of their respective associates or any connected persons.

## **Condition of the Placing**

The Placing is conditional upon the Listing Division granting the listing of and permission to deal in the relevant tranche of the Placing Shares.

If the above condition is not fulfilled by 1 October 2013, the rights, obligations and liabilities of the Company and the Placing Agent under the Placing Agreement shall cease and determine and no party shall have any claim against the other in respect of the Placing (save for any antecedent breach under the Placing Agreement).

The Placing is not subject to the Shareholders' approval.

## **Completion of the Placing**

Completion of each tranche of the Placing will take place on the Placing Completion Date.

**Completion of the Placing is subject to the satisfaction of the condition specified in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

## **Termination of the Placing Agreement**

Pursuant to the Placing Agreement, the Placing Agent shall be entitled to terminate the Placing Agreement by giving prior written notice to the Company at any time prior to 12:00 noon (Hong Kong time) on Placing Completion Date if any of the following develops, occurs or comes into force:

- (i) there shall have come to the notice of the Placing Agent any material breach of, or any event rendering untrue or incorrect in any material respect, any of the representations and warranties of the Company contained in the Placing Agreement or any failure to perform any of the Company's undertakings in the Placing Agreement;
- (ii) any new law, rule or regulation or any change in existing laws (including common law), rules or regulations (or the juridical interpretation thereof) or other occurrence of any nature whatsoever which, in the reasonable opinion of the Placing Agent, are or may be materially adverse to the business or financial position of the Company or any other member of the Group taken as a whole or otherwise makes it inexpedient or inadvisable to proceed with the Placing;

- (iii) any event or circumstance (whether or not forming part of a series of events or circumstances occurring or continuing before, on and/or after the date of the Placing Agreement) or material change or deterioration in local, national, international, political, military, financial, economic, market or trading conditions or any other conditions (whether or not ejusdem generis with any of the foregoing) in any part of the world in which the Company or any other member of the Group carries on business which, in the reasonable opinion of the Placing Agent, is or may be materially adverse to the business or financial position of the Company or any other member of the Group taken as a whole or otherwise makes it inexpedient or inadvisable to proceed with the Placing; or
- (iv) any moratorium, suspension or material restriction on trading in shares or securities generally on the Stock Exchange.

Under the Placing Agreement, upon giving notice pursuant to the above, the Placing Agreement shall terminate and be of no further effect and neither party shall be under any liability to the other party in respect of the Placing Agreement save for any rights or obligations which may have accrued under the Placing Agreement prior to such termination.

## **GENERAL MANDATE TO ISSUE NEW SHARES**

The Placing Shares will be issued and allotted under the general mandate granted to the Directors by a resolution of the Shareholders passed at the annual general meeting of the Company held on 31 July 2013 pursuant to which the Directors are allowed to allot and issue up to 132,000,000 Shares. As at the date of this announcement, no Share has been issued pursuant to the said general mandate.

## **APPLICATION FOR LISTING**

An application will be made to the Listing Division for the listing of and permission to deal in the Placing Shares.

## **REASONS FOR THE PLACING**

The Group is engaged in the manufacturing and sales of power and data cords. The Group's products may be divided into two principal categories, namely (i) power and data cords for mobile handsets and medical control devices; and (ii) power cords and inlet sockets for household electric appliances.

The maximum gross proceeds from the Placing will be approximately HK\$89.76 million. The maximum net proceeds from the Placing are estimated to be approximately HK\$88.86 million, as a result, the net price per Placing Share will be approximately HK\$1.35. They will be used as general working capital of the Group and/or for financing future investment opportunities.

The Directors consider that the Placing will provide the Company with an opportunity to raise further capital for the Company while broadening its shareholders' base and capital base of the Company. The Directors (including the independent non-executive Directors) consider that the Placing Agreement was entered into on normal commercial terms following arm's length negotiations between the Company and the Placing Agent and that the terms of the Placing Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **FUND RAISING ACTIVITIES OF THE COMPANY DURING THE PAST TWELVE MONTHS**

<b>Date of announcement</b>	<b>Method of fund raising</b>	<b>Net proceeds received</b>	<b>Intended use of proceeds</b>	<b>Actual use of proceeds</b>	<b>Intended use of any amount not yet utilized</b>
26 April 2013	Placing of 110,000,000 Shares	Approximately HK\$13.2 million	General working capital of the Group for any possible acquisitions when opportunities arise	Used as intended	To be applied as general working capital of the Group
30 May 2013	Placing of promissory notes – Principal amount of HK\$50 million	Approximately HK\$49.5 million	General working capital and/or for financing future investment opportunities of the Group	Not yet completed	Not yet completed

## CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company before and after the Placing (assuming the Placing Shares are fully placed) are summarised as follows:

Shareholder	As at the date of this announcement		Immediately after completion of the Placing	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Fairson Holdings (BVI) Limited <i>(Note 1)</i>	385,000,000	58.33	385,000,000	53.03
Places	–	–	66,000,000	9.09
Other Shareholders	<u>275,000,000</u>	<u>41.67</u>	<u>275,000,000</u>	<u>37.88</u>
Total	<u><u>660,000,000</u></u>	<u><u>100.00</u></u>	<u><u>726,000,000</u></u>	<u><u>100.00</u></u>

*Note:*

Fairson Holdings (BVI) Limited is wholly-owned by Race Champion Holdings Limited. The entire issued share capital of Race Champion Holdings Limited is wholly-owned by TMF Trustees Singapore Limited as the trustee of The Race Champion Trust. The Race Champion Trust is a discretionary trust set up by Mr. Yeung Tin Hung, the Chairman and executive Director, as settlor and TMF Trustees Singapore Limited as trustee on 28 April 2011. Mr. Yeung Shing Wai, an executive Director and the son of Mr. Yeung Tin Hung, is the beneficiary of The Race Champion Trust.

## RESUMPTION OF TRADING

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## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the meanings set opposite to them below:

“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules;
“Board”	the board of directors of the Company;
“Business Day(s)”	means a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning No. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours;
“Company”	Fairson Holdings Limited ( 鈺皓控股有限公司 ), a company incorporated in the Cayman Islands whose shares are listed on the GEM;
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules;
“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 the GEM;
“Group”	the Company and its subsidiaries;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Division”	the listing division of the Stock Exchange for considering applications for listing and the granting of listing of the Placing Shares;



“Placees”	not less than six (6) professional, institutional or other investors whom the Placing Agent has agreed to procure to purchase any of the Placing Shares;
“Placing”	the conditional placing of the Placing Shares in a maximum of two tranches (in which each tranche shall not be less than 10,000,000 Placing Shares) by the Placing Agent pursuant to the Placing Agreement;
“Placing Agent”	Huatai Financial Holdings (Hong Kong) Limited;
“Placing Agreement”	the placing agreement dated 2 August 2013 and entered into among the Company and the Placing Agent in respect of the Placing;
“Placing Completion Date”	five Business Days after fulfillment of the condition of the Placing or such other date as the Company and the Placing Agent may agree in writing;
“Placing Price”	HK\$1.36 per Placing Share;
“Placing Share(s)”	66,000,000 new Shares to be placed pursuant to the Placing Agreement;
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder”	has the meaning ascribed to it under the GEM Listing Rules;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong.

By order of the Board  
**Fairson Holdings Limited**  
**Yeung Tin Hung**  
*Chairman*

Hong Kong, 2 August 2013

*As at the date of this announcement, the executive Directors are Mr. Yeung Tin Hung, Mr. Yeung Shing Wai and Mr. Ho Chun Kit Gregory; the non-executive Director is Mr. Wong Chi Yung and the independent non-executive Directors are Mr. Li Hin Lung, Mr. Chua Hoon Chong, Mr. Chan Kai Wo and Ms. Eugenia Yang.*

*This announcement, 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 enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.*

*This announcement 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>.*