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FAIRSON HOLDINGS LIMITED

鉦皓控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08132)

MEMORANDUM OF UNDERSTANDING

This announcement is made pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

MEMORANDUM OF UNDERSTANDING

The board of directors (the “**Board**”) of Fairson Holdings Limited (the “**Company**”) wishes to announce that on 15 August 2013 (after trading hours), the Company and Mr. Chung Wai Sum (the “**Vendor**”) entered into a non-legally binding Memorandum of Understanding (“**MOU**”) pursuant to which the Vendor proposed to sell and the Company proposed to purchase a majority interest in 3 Dynamics (Asia) Limited (the “**Target Company**”), a company incorporated in Hong Kong principally engaged in electronic game design (the “**Proposed Acquisition**”).

To the best knowledge, information and belief of the directors of the Company, having made all reasonable enquiries, the Vendor is an independent third party not connected with the Company and its connected person (as defined in the GEM Listing Rules).

Pursuant to the MOU, the Vendor shall not (and shall procure his agents and advisers not to) for a period of 6 months from the date of the MOU directly or indirectly solicit, initiate, encourage, enter into or participate in any inquiry, discussion or proposal with any third party on any sale or transfer of any shares or material assets of the Target Company (the “**Exclusivity Period**”). A formal share purchase agreement will be entered into by the parties within 14 days upon completion of the due diligence review (“**DD Review**”) on the Target Company by the Company and the result of which is to the satisfaction of the Company.

The Company shall pay the Vendor a refundable deposit in the amount of HK\$5 million within 7 days from the signing of the MOU as earnest money, which shall be returned to the Company (a) if the Company is in its absolute discretion not satisfied with the results of the DD Review; (b) if the Company is satisfied with the results of the DD Review but the Vendor rejects or fails to

enter into a formal share purchase agreement; (c) upon termination of the MOU; or (d) by agreement of the parties to the MOU.

The MOU shall be terminated (a) upon the expiry of the Exclusivity Period; (b) upon the execution of a formal share purchase agreement; or (c) by agreement of the parties to the MOU in writing.

The Proposed Acquisition may constitute a notifiable transaction under Chapter 19 of the GEM Listing Rules. Further announcement will be made by the Company in compliance with the GEM Listing Rules as and when necessary.

The Proposed Acquisition may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 15 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 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>.