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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)

COMPLETION OF THE PLACING OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

Reference is made to the announcements of Fairson Holdings Limited (the “**Company**”) dated 20 December 2013 and 6 January 2014 (the “**Announcements**”) in relation to the placing of Convertible Bonds of up to an aggregate principal amount of HK\$155,000,000 under the General Mandate. Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless otherwise stated.

The Board is pleased to announce that all conditions precedent under the Placing Agreement have been fulfilled and the issue of the Convertible Bonds in the aggregate principal amount of HK\$55,500,000 to not less than six independent Placees took place on 24 January 2014.

Based on the initial Conversion Price of HK\$2.37 per Conversion Share (which is subject to adjustment), a maximum of 23,417,712 Conversion Shares will be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds in full, representing approximately 3.22% of the existing issued share capital of the Company and approximately 3.12% of the issued share capital of the Company as enlarged by the issue of such Conversion Shares.

The estimated net proceeds from the issue of the Convertible Bonds, after deduction of expenses, are approximately HK\$54.95 million and are intended to be used by the Company to contribute to the registered capital of a joint venture company in the PRC, which has been established to engage in the business of conversion of traditional diesel utilization to liquefied natural gas utilization by vessels in the water transportation industry, as set out in the announcement of the Company dated 16 September 2013.

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

Hong Kong, 27 January 2014

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. Tse Yee Hin, Tony; and the independent non-executive Directors are Ms. Eugenia Yang, Mr. Chan Lung Ming, Mr. Ng Ka Chung and Mr. Lau Sung Tat, Vincent.

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>.