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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)

**DESPATCH OF CIRCULAR
RELATING TO
(1) MAJOR TRANSACTIONS
FORMATION OF JOINT VENTURE
AND INJECTION OF TECHNOLOGY
(2) CONTINUING CONNECTED TRANSACTION
(3) PROPOSED CHANGE OF COMPANY NAME
(4) PROPOSED SUB-DIVISION OF SHARES
(5) CHANGE IN BOARD LOT SIZE
AND
(6) NOTICE OF EGM**

Reference is made to the announcements of Fairson Holdings Limited (the “**Company**”) dated 16 September 2013, 10 October 2013, 15 October 2013, 25 October 2013, 14 November 2013, 15 November 2013, 16 December 2013, 27 January 2014 and 17 February 2014 (the “**Announcements**”) in relation to, among others, (1) major transactions formation of joint venture and injection of technology; (2) continuing connected transaction; (3) proposed change of company name; (4) proposed sub-division of shares; and (5) change in board lot size. Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

The Board is pleased to announce that the circular containing, among other things, (a) details of the Formation of Joint Venture and injection of Technology, Arrangement, Change of Name; Share Subdivision and Change in Board Lot Size; (b) a letter from the Independent Board Committee containing recommendations to the Independent Shareholders in relation to the Arrangement; (c) a letter from the Independent Financial Adviser containing advice to the Independent Board Committee and the Independent Shareholders in relation to the Arrangement; (d) a valuation report in respect of the Technology; and (e) a notice convening the EGM has been despatched to the Shareholders on 28 February 2014.

Pursuant to the announcement of the Company dated 16 September 2013, the Company proposed to seek approval from the Refreshment Independent Shareholders for the Refreshment of General Mandate to allot and issue new Shares (or Subdivided Shares if the Share Subdivision has become effective) not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of EGM. As the Company still has unutilized general mandate to issue new Shares as at the date hereof, the Company has withdrawn its proposal for the Refreshment of General Mandate.

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

Hong Kong, 28 February 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>.