

Unless the context requires otherwise, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of Fairson Holdings Limited (the “**Company**”) dated 6 May 2011.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Placing before deciding whether or not to invest in the Placing Shares thereby being offered.

FAIRSON HOLDINGS LIMITED

鉦皓控股有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

Number of Placing Shares : 165,000,000 Placing Shares
**Placing Price : HK\$0.30 per Placing Share, plus brokerage
fee of 1%, SFC transaction levy of 0.003% and
Stock Exchange trading fee of 0.005%**
Nominal value : HK\$0.001 per Share
GEM stock code : 8132

Sponsor

 **博大資本國際有限公司**
Partners Capital International Limited

Bookrunner

 **華富嘉洛**
證券期貨

Joint Lead Managers

 **華富嘉洛**
證券期貨

 **博大資本國際有限公司**
Partners Capital International Limited

Co-Lead Managers

Convoy Investment Services Limited

Goldin Equities Limited

- The Placing Price has been agreed at HK\$0.3 per Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the Placing are estimated to be approximately HK\$29.6 million.
- The 165,000,000 Shares offered by the Company under the Placing were moderately over-subscribed. 165,000,000 Shares have been conditionally allocated to a total of 173 selected professional, institutional and other investors.
- The Directors confirm that all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or significant shareholders as defined under the GEM Listing Rules of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the forgoing.
- Immediately after completion of the Placing and the Capitalisation Issue, the public float of the Company will be 30% of the issued share capital of the Company. No more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders at the time of the Listing.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Wednesday, 18 May 2011.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

PLACING PRICE AND USE OF PROCEEDS

The Placing Price has been agreed at HK\$0.3 per Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the Placing are estimated to be approximately HK\$29.6 million. The net proceeds from the Placing will be applied for such purposes as set forth in the Prospectus.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING

The 165,000,000 Shares offered by the Company under the Placing were moderately over-subscribed.

RESULTS OF ALLOCATION

Pursuant to the Placing, 165,000,000 Shares have been conditionally allocated to a total of 173 selected professional, institutional and other investors. The distribution of the Placing Shares is set forth as below: -

	Aggregate number of Placing Shares allocated	Aggregate percentage of the total number of Placing Shares allocated	Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue (assuming any options that may be granted under the Share Option Scheme are not exercised)
Top placee <i>(Note)</i>	53,320,000	32.32%	9.70%
Top 5 placees	93,320,000	56.56%	16.97%
Top 10 placees	127,640,000	77.36%	23.21%
Top 25 placees	155,590,000	94.30%	28.29%

Number of Placing Shares allocated

Number of placees

10,000 to 100,000	128
100,001 to 500,000	21
500,001 to 1,000,000	4
1,000,001 to 2,000,000	6
2,000,001 to 5,000,000	4
5,000,001 and above	10

Note: There were two top placees, each of whom was conditionally allocated 26,660,000 Placing Shares under the Placing.

The Directors confirm that all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of the Listing shall be owned by the three largest public Shareholders. Immediately after completion of the Placing and the Capitalisation Issue, the Directors confirm that the public float of the Company will be 30% of the issued share capital of the Company and no more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders at the time of the Listing.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the shares to be admitted into CCASS.

No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.

Prospective investors should note that the Sponsor and/or the Joint Lead Managers (for themselves and on behalf of the Underwriters) are entitled to terminate the Underwriting Agreement by notice in writing to the Company at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date upon occurrence of any of the events set forth in the paragraphs under “Grounds for termination” in the section headed “Underwriting” of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. In the event that the Underwriting Agreement is terminated, an announcement will be published by the Company on the Stock Exchange website at www.hkexnews.hk and the Company’s website at www.sunfairw.com.hk accordingly.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Wednesday, 18 May 2011. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the Stock Exchange website at www.hkexnews.hk and the Company's website at www.sunfairw.com.hk. The Shares will be traded in board lots of 10,000 Shares each. The GEM stock code for the Shares is 8132.

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

Hong Kong, 17 May 2011

As at the date of this announcement, the executive Directors are Mr. Yeung Tin Hung, Mr. Yeung Shing Wai, Mr. Zhou Yu Hui, Mr. Chen Tian Gang; and the independent non-executive Directors are Mr. Li Hin Lung, Mr. Chua Hoon Chong and Mr. Chan Kai Wo.

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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are reasonable.

This announcement will remain on the website of the Stock Exchange at www.hkexnews.hk and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement will also be published on the Company's website at www.sunfairw.com.hk.