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## **FRASER HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8366)**

### **ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE, RULE 17.10 OF THE GEM LISTING RULES AND THE INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SFO**

This announcement is made by Fraser Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of The Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) under the SFO.

Capitalized terms used in this announcement shall have the same meanings ascribed to them in the announcement of the Company dated 6 February 2017 (the “**Announcement**”) informing Shareholders of the approach to the Vendor by an independent third party (the “**Potential Purchaser**”) and that there have been discussions in respect of the Possible Disposal, which may result in a change in control of the Company. As at the date of this announcement, the Vendor in aggregate held 1,080,000,000 Shares, representing approximately 75% of the issued share capital of the Company.

The Board wishes to update shareholders and potential investors of the Company that, according to the Vendor, as at the date of this announcement, the Vendor and the Potential Purchaser had ceased discussion in relation to the Possible Disposal and no formal or legally binding agreement has been entered into between the Vendor and the Potential Purchaser in respect of the Possible Disposal. Therefore, the Company will cease to publish further monthly announcement in respect of the progress of the Possible Disposal, which would otherwise be required under Rule 3.7 of the Takeovers Code. For the purpose of the Takeovers Code, the offer period has come to an end on the date of this announcement.

**Shareholders and potential investors are therefore advised to exercise caution when dealing in the Shares and/or other securities of the Company.**

By order of the Board  
**Fraser Holdings Limited**  
**Yu Shek Man Ringo**  
*Chairman and executive Director*

Hong Kong, 6 April 2017

*As at the date of this announcement, the executive Directors are Mr. Yu Shek Man Ringo and Ms. Wong So Wah; the non-executive Director is Mr. Cheung Kin Keung Martin and the independent non-executive Directors are Mr. Law Yiu Sing, Mr. Wong Kwok Chuen and Mr. Wong Law Fai.*

*All directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*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 in this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of 7 days from the date of its posting and on the website of the Company at [www.fraserholdings.com](http://www.fraserholdings.com).*