

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.

FRASER HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8366)

ANNOUNCEMENT MONTHLY PROGRESS UPDATE ON THE POSSIBLE DISPOSAL PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

This announcement is made by Fraser Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of The Code on Takeovers and Mergers of Hong Kong (the “**Takeovers Code**”).

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 and 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.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the aforesaid discussions will be made until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. As at the date of this announcement, the discussions remain ongoing and no formal/informal, legally binding/non-binding agreement has been entered into in relation to the Possible Disposal. Further announcement(s) will be made as and when necessary in accordance with the GEM Listing Rules and the Takeovers Code (if applicable).

Shareholders and potential investors of the Company should be aware that there is no certainty that the discussions mentioned in this announcement will proceed or that the same will result in binding agreement(s). There is no assurance that any discussions mentioned in this announcement will either materialise or eventually be consummated and the discussions may or may not lead to the making of an offer for the shares of the Company. 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 March 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 for a minimum period of 7 days from the date of its posting and on the website of the Company at www.fraserholdings.com.