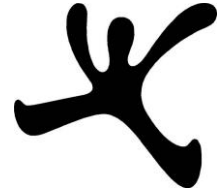


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FAIRWOOD HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)



(Stock Code: 52)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The board of directors (the "**Board**") of Fairwood Holdings Limited (the "**Company**") announces that on 10 August 2020 (the "**Date of Grant**"), the Company has offered to grant a total of 2,320,000 share options (the "**Share Options**") to certain employees and directors of the Company (the "**Grantees**") to subscribe for a total of 2,320,000 ordinary shares of HK\$1.00 each (the "**Share**") in the capital of the Company pursuant to the share option scheme of the Company adopted on 7 September 2011 (the "**Share Option Scheme**"), subject to the acceptance of the Grantees and if applicable, the approval of independent shareholders of the Company.

Details of such grant of the Share Options are as follows:

Date of Grant : 10 August 2020

Exercise price of the Share Options : HK\$17.08 per Share, which is the highest of:

- (i) the closing price of HK\$17.08 per Share as stated in the Stock Exchange's daily quotation sheet on the Date of Grant;
- (ii) the average closing price of HK\$17.008 per Share as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the Date of Grant; and
- (iii) the nominal value of HK\$1.00 per Share.

Number of Share Options	:	2,320,000
Closing price of the Shares on the Date of Grant	:	HK\$17.08 per Share
Validity period of the Share Options	:	The Share Options would vest in five tranches, which shall be exercisable during periods as set out below: <ul style="list-style-type: none"> (i) 10% of the Share Options shall be exercisable from 1 April 2021 to 31 March 2027; (ii) 15% of the Share Options shall be exercisable from 1 April 2022 to 31 March 2027; (iii) 20% of the Share Options shall be exercisable from 1 April 2023 to 31 March 2027; (iv) 25% of the Share Options shall be exercisable from 1 April 2024 to 31 March 2027; and (v) 30% of the Share Options shall be exercisable from 1 April 2025 to 31 March 2027.

Among the 2,320,000 Share Options offered to be granted, 1,600,000 of them were granted to the following Chief Executive Officer and Executive Directors of the Company:

Name	Position	Number of Share Options
Mr. Lo Fai Shing Francis ("Mr. Francis Lo")	- Executive Director - Chief Executive Officer - Associate of Mr. Dennis Lo Hoi Yeung ("Mr. Dennis Lo"), a substantial shareholder and Executive Chairman of the Company	1,000,000
Ms. Mak Yee Mei ("Ms. Mak")	Executive Director	300,000
Ms. Peggy Lee ("Ms. Lee")	Executive Director	300,000

Save as disclosed above, none of the Grantees is a director, chief executive or substantial shareholder of the Company, nor any of their respective associates (as defined in the Listing Rules).

LISTING RULES IMPLICATIONS

Under Rule 17.04(1) of the Listing Rules and the terms of the Share Option Scheme, each grant of share options to a director, chief executive or substantial shareholder of the Company, or any of their respective associates, must be approved by the independent non-executive directors of the Company (the “**Independent Non-executive Directors**”). In addition, any grant of share options to a substantial shareholder or an Independent Non-executive Director of the Company, or any of their respective associates, which would result in the Shares issued and to be issued upon exercise of all share options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares as the date of each grant, in excess of HK\$5 million, such further grant of share options must be approved by the independent shareholders of the Company in a general meeting at which the grantee, his associates, connected persons of the Company must abstain from voting in favour at such meeting.

Mr. Francis Lo, Ms. Mak and Ms. Lee, being Executive Directors and Grantees, have abstained from voting in respect of the Share Options granted to them. Further, Mr. Dennis Lo, being an associate (as defined in the Listing Rules) of Mr. Francis Lo, has also abstained from voting in respect of the Share Options to be conditionally granted to Mr. Francis Lo. In accordance with Rule 17.04(1) of the Listing Rules and the terms of the Share Option Scheme, the Independent Non-executive Directors of the Company approved the grant of the Share Options to Mr. Francis Lo, Ms. Mak and Ms. Lee.

Further, given that (a) Mr. Francis Lo is an associate (as defined in the Listing Rules) of Mr. Dennis Lo, a substantial shareholder of the Company; and (b) the number of Shares to be issued upon exercise of the 1,000,000 Share Options granted to Mr. Francis Lo, along with the 40,000 share options granted to Mr. Francis Lo as detailed in the announcement made by the Company on 6 July 2020, during the past 12-month period represents in aggregate over 0.1% of the issued Shares and the aggregate number of the aforesaid share options carries an aggregate value in excess of HK\$5 million (based on the closing price of the Shares on the Date of Grant (i.e. HK\$17.08)), such grant of the Share Options is conditional upon the approval of independent shareholders of the Company at a special general meeting (the “**SGM**”) of the Company. Save as disclosed above, no share option has been granted to Mr. Francis Lo, Ms. Mak and Ms. Lee within the 12-month period up to and including the Date of Grant.

A circular containing information in relation to the grant of 1,000,000 Share Options to Mr. Francis Lo and notice of SGM will be despatched to the shareholders of the Company in due course in accordance with the Listing Rules.

By Order of the Board
Dennis Lo Hoi Yeung
Executive Chairman

Hong Kong, 10 August 2020

As at the date of this announcement, the Directors of the Company are:

Executive Directors: Mr Dennis Lo Hoi Yeung (Executive Chairman), Mr Lo Fai Shing Francis (Chief Executive Officer), Ms Mak Yee Mei and Ms Peggy Lee;

Non-Executive Director: Mr Chan Chee Shing; and

Independent Non-executive Directors: Mr Ng Chi Keung, Mr Joseph Chan Kai Nin, Dr Peter Lau Kwok Kuen, Mr Tony Tsoi Tong Hoo and Mr Peter Wan Kam To.

Website: www.fairwoodholdings.com.hk