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FRASER HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8366)

PROFIT WARNING

This announcement is made by Fraser Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company would like to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on information currently available to the Board, the Group is expected to report a substantial decrease in profit for the year ended 30 April 2016 of approximately 30% to 40%, as compared to last year mainly attributable to (1) the recent slower approval progress of infrastructure projects by the Legislative Council of Hong Kong and the Finance Committee of the Legislative Council of Hong Kong, which resulted in certain delays in works orders under the Group’s ongoing slope works contracts; (2) the fact that some of the relatively sizeable tender bids previously submitted by the Group turned out to be not successful; (3) a decrease in the Group’s other income including rental income from the lease of machinery and gain on disposal of plant and equipment; and (4) an increase in the Group’s staff cost as a result of an increase in the number of Directors and other employees.

The Company is still in the process of finalising its audited financial results for the year ended 30 April 2016. The information contained in this announcement is only based on the preliminary assessment by the Board on the unaudited consolidated management accounts of the Group for the year ended 30 April 2016 and the information available for the time being, which have neither been reviewed by the audit committee of the Company nor audited by the Company’s auditors. The above information may be subject to further adjustment based on further updated information, and following the completion of the audit by the Company’s auditors and the review by the Company’s audit committee. Shareholders and potential investors are advised to read carefully the annual results announcement of the Group for the year ended 30 April 2016, which is expected to be released before the end of July 2016 in accordance with the GEM Listing Rules.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 8 June 2016

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.

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 Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the day of its posting. This announcement will also be published on the Company’s website at www.fraserholdings.com.