
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser for independent advice.

If you have sold or transferred all your shares in Fook Woo Group Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy and reply slip, to the purchaser or transferee or to the bank, stock broker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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福和集團控股有限公司
FOOK WOO GROUP HOLDINGS LIMITED

Fook Woo Group Holdings Limited

福和集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 923)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of Fook Woo Group Holdings Limited to be held at Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 21 June 2013 at 11:00 a.m. (or immediately after the closing of the annual general meeting of the Company to be held on the same date and place at 10:00 a.m., whichever is later, or any adjournment thereof) is set out on pages 5 to 6 of this circular. A form of proxy and reply slip for use at the extraordinary general meeting is also enclosed with this circular. Such form of proxy and reply slip are also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.fookwoo.com).

Whether or not you are able to attend the extraordinary general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

15 May 2013

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors;
“Change of Company Name”	the proposed change of the Company name from “Fook Woo Group Holdings Limited福和集團控股有限公司” to “Integrated Waste Solutions Group Holdings Limited” and proposed adoption of a Chinese name “綜合環保集團有限公司” for identification;
“Company”	Fook Woo Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Extraordinary General Meeting”	an extraordinary general meeting of the Company to be held at Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 21 June 2013 at 11:00 a.m. (or immediately after the closing of the annual general meeting of the Company to be held on the same date and place at 10:00 a.m., whichever is later, or any adjournment thereof) to consider and, if appropriate, to approve the resolution contained in the notice of the meeting which is set out on pages 5 to 6 of this circular, or any adjournment thereof;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange;
“PRC”	the People’s Republic of China;
“Share(s)”	ordinary share(s) of HK\$0.1 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

LETTER FROM THE BOARD



福和集團控股有限公司

FOOK WOO GROUP HOLDINGS LIMITED

Fook Woo Group Holdings Limited

福和集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 923)

Executive Directors:

Mr. Suen Wing Yip
Mr. Lau Sai Cheong
Mr. Lai Hau Yin
Mr. To Chun Wai

Non-executive Directors:

Mr. Cheng Chi Ming, Brian (*Chairman*)
Mr. Tsang On Yip, Patrick

Independent Non-executive Directors:

Mr. Chung Wai Kwok, Jimmy
Mr. Lee Kwok Chung
Mr. Lau Shun Chuen

Registered Office:

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Principal Place of Business in
Hong Kong:*

5/F, Fook Woo Group Building
3 Kui Sik Street, On Lok Tsuen
Fanling, New Territories
Hong Kong

15 May 2013

To the Shareholders

Dear Sir/Madam

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The Board announced on 15 May 2013 that it proposes to change the name of the Company.

The purpose of this circular is to provide Shareholders with information in respect of the resolution to be proposed at the Extraordinary General Meeting for the proposed change of company name. A special resolution relating to the proposed Change of Company Name is to be proposed at the Extraordinary General Meeting.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “Fook Woo Group Holdings Limited 福和集團控股有限公司” to “Integrated Waste Solutions Group Holdings Limited” and adopt a Chinese name “綜合環保集團有限公司” for identification.

Conditions for the Change of Company Name

The Change of Company Name is subject to the following conditions:

1. the Shareholders passing a special resolution at the Extraordinary General approving the Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the above conditions, the Change of Company will take effect on the date of issue of the Certificate of Incorporation on Change of Name by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The proposed Change of Company Name is to reflect and emphasize the direction of the development of the scope of business of the Group in waste recycling and waste solution provider businesses. The Board believes that the proposed new English and Chinese names of the Company will provide the Group with better identification of the principal business of the Group. As such, the Board is of the view that the proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effect of the Change of Company Name

The Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Change of Company Name becoming effective, continue to be valid for trading, settlement and registration.

There will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, future share certificates will be issued under the new name of the Company.

Further announcement(s) will be made by the Company to inform the Shareholders of the result of the EGM, the effective date of the Change of Company Name, and the details in respect of the change of the logo, the website, and the stock short names of the Company.

LETTER FROM THE BOARD

3. EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Extraordinary General Meeting is set out on pages 5 to 6 of this circular. At the Extraordinary General Meeting, resolution will be proposed to approve the Change of Company Name.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the proposed resolution will be put to vote by way of poll at the Extraordinary General Meeting. An announcement on the poll results will be made by the Company after the Extraordinary General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy and reply slip for use at the Extraordinary General Meeting are enclosed with this circular and such form of proxy and reply slip are also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.fookwoo.com). Whether or not you are able to attend the Extraordinary General Meeting, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish and in such event, your proxy form shall be deemed to be revoked.

Shareholders who intend to attend the Extraordinary General Meeting in person or by proxy should return the reply slip for the Extraordinary General Meeting to the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before Friday, 31 May 2013.

4. RECOMMENDATION

The Directors consider that the Change of Company Name is in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolution to be proposed at the Extraordinary General Meeting

By order of the Board
FOOK WOO GROUP HOLDINGS LIMITED
Cheng Chi Ming, Brian
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



福和集團控股有限公司
FOOK WOO GROUP HOLDINGS LIMITED

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福和集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 923)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Fook Woo Group Holdings Limited (the “**Company**”) will be held at Hyatt Regency Hong Kong, Tsim Sha Tsui, 18 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 21 June 2013 at 11:00 a.m. (or immediately after the closing of the annual general meeting of the Company to be held on the same date and place at 10:00 a.m., whichever is later, or any adjournment thereof) for the following purpose:

To consider and, if thought fit, pass (with or without amendments) the following resolution as special resolution:

SPECIAL RESOLUTION

“**THAT** the name of Company be changed from “Fook Woo Group Holdings Limited 福和集團控股有限公司” to “Integrated Waste Solutions Group Holdings Limited” and a Chinese name “綜合環保集團有限公司” be adopted for identification and the board of directors of the Company (the “**Board**”) be and are hereby authorised generally to do such acts and things and execute all documents or make such arrangements as they may consider necessary or expedient to effect the change of name of the Company.”

By Order of the Board
Fook Woo Group Holdings Limited
Cheng Chi Ming, Brian
Chairman

Hong Kong, 15 May 2013

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- (3) Shareholders who intend to attend the extraordinary general meeting of the Company in person or by proxy should return the relevant reply slip to the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong on or before Friday, 31 May 2013.
- (4) The register of members of the Company will be closed from Wednesday, 19 June 2013 to Friday, 21 June 2013, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible for attending and voting at the extraordinary general meeting of the Company to be held on Friday, 21 June 2013, unregistered holders of shares of the Company should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 18 June 2013.