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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)

**(1) FURTHER DELAY IN 2011 INTERIM RESULTS ANNOUNCEMENT
AND 2011 INTERIM REPORT, FURTHER DELAY IN 2012
ANNUAL RESULTS ANNOUNCEMENT AND 2012 ANNUAL REPORT,
AND DELAY IN 2012 INTERIM RESULTS ANNOUNCEMENT
AND 2012 INTERIM REPORT,**

(2) EXPECTED TIMING FOR ANNUAL GENERAL MEETING,

AND

(3) SUSPENSION OF TRADING

This announcement is made by the Company pursuant to Rule 13.09(1) of the Listing Rules.

The Board wishes to inform the Shareholders and potential investors of the Company that (i) the release of the 2011 Interim Results and the publication of the 2011 Interim Report will be further delayed until further notice; (ii) the release of the 2012 Annual Results and the publication of the 2012 Annual Report will be further delayed until further notice; (iii) the release of the 2012 Interim Results and the publication of the 2012 Interim Report will be delayed until further notice, all of which pending the completion of the audit process by the auditors of the Company.

The Board announces that the 2012 AGM is expected to be convened more than 15 months after the 2011 AGM, pending the release of the 2012 Annual Results and the publication of the 2012 Annual Report.

Further Delay in 2011 Interim Results Announcement and 2011 Interim Report, Further Delay in 2012 Annual Results Announcement and 2012 Annual Report, and Delay in 2012 Interim Results Announcement and 2012 Interim Report

This announcement is made by Fook Woo Group Holdings Limited (the “**Company**” and, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reference is made to the announcements of the Company dated 2 December 2011, 30 December 2011, 30 January 2012, 29 February 2012, 30 March 2012, 30 April 2012, 2 May 2012, 28 June 2012, 5 July 2012, 11 July 2012, 26 September 2012 and 31 October 2012 (together, the “**Announcements**”). Save as otherwise provided, terms used in this announcement shall have the same meanings as used in the Announcements.

As mentioned in the announcement of the Company dated 30 April 2012, the board of directors of the Company (the “**Board**”) has engaged one of the big-four accounting firms on 27 April 2012 to assist the special committee of the Board to conduct an independent forensic review into the Incident following the preliminary investigation results of Baker Tilly. Huizhou Fook Woo has discovered that certain of its books and records have disappeared as disclosed in the Company’s announcement dated 2 May 2012. As disclosed in the Company’s announcement dated 31 October 2012, the Forensic Review is completed.

The Board wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that:

- (i) the release of the interim results of the Company for the period ended 30 September 2011 (the “**2011 Interim Results**”) (which were supposed to be released on a date not later than two months after the end of that period of six months, i.e. on or before 30 November 2011 pursuant to Rule 13.49(6) of the Listing Rules) and the publication of the interim report of the Company for the period ended 30 September 2011 (the “**2011 Interim Report**”) (which was supposed to be published on a date not later than three months after the end of that period of six months, i.e. on or before 31 December 2011 pursuant to Rule 13.48(1) of the Listing Rules) will be further delayed until further notice;
- (ii) the release of the annual results of the Company for the year ended 31 March 2012 (the “**2012 Annual Results**”) (which were supposed to be released on a date not later than three months after the end of that financial year, i.e. on or before 30 June 2012 pursuant to Rule 13.49(1) of the Listing Rules) and the publication of the annual report of the Company for the year ended 31 March 2012 (the “**2012 Annual Report**”) (which was supposed to be published on a date not later than

four months after the end of that financial year, i.e. on or before 31 July 2012 pursuant to Rule 13.46(1) of the Listing Rules) will be further delayed until further notice; and

- (iii) the release of the interim results of the Company for the period ended 30 September 2012 (the “**2012 Interim Results**”) (which are supposed to be released on a date not later than two months after the end of that period of six months, i.e. on or before 30 November 2012 pursuant to Rule 13.49(6) of the Listing Rules) and the publication of the interim report of the Company for the period ended 30 September 2012 (the “**2012 Interim Report**”) (which is supposed to be published on a date not later than three months after the end of that period of six months, i.e. on or before 31 December 2012 pursuant to Rule 13.48(1) of the Listing Rules) will be delayed until further notice,

all of which pending the completion of the audit process by the auditors of the Company.

The Company will publish further announcement(s) to inform the Shareholders on (i) the date(s) of release of the 2011 Interim Results, 2012 Annual Results and 2012 Interim Results; and (ii) the date(s) of publication of the 2011 Interim Report, 2012 Annual Report and 2012 Interim Report as and when appropriate.

Expected Timing for Annual General Meeting

It is provided in article 62 of the articles of association of the Company (the “**Articles**”) that the Company shall in each year hold an annual general meeting and not more than 15 months (or such longer period as may be authorized by the Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. However, the annual general meeting for the year ended 31 March 2012 (the “**2012 AGM**”) is expected to be convened more than 15 months after the annual general meeting for the year ended 31 March 2011 (the “**2011 AGM**”), pending the release of the 2012 Annual Results and the publication of the 2012 Annual Report.

The Company will publish further announcement(s) to inform the Shareholders on the date of the 2012 AGM as and when appropriate.

Suspension of Trading

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 28 November 2011. The trading in the shares of the Company will remain suspended until further notice.

This announcement is made by the order of the Board, of which the directors individually and joint accept responsibility for the accuracy of the information contained in it.

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

Hong Kong, 1 November 2012

As at the date of this announcement, the Board comprises three executive directors, namely, Mr. Suen Wing Yip, Mr. Lau Sai Cheong and Mr. Lai Hau Yin ; three non-executive directors, namely, Mr. Cheng Chi Ming, Brian (Chairman), Ms. Li Zhe and Mr. Tsang On Yip, Patrick; and three independent non-executive directors, namely, Mr. Lau Shun Chuen, Mr. Chung Wai Kwok, Jimmy and Mr. Lee Kwok Chung.