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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) POLL RESULTS OF THE ANNUAL GENERAL MEETING**  
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**(3) CHANGE IN DIRECTORS**  
**(4) CHANGE OF AUDITOR**  
**AND**  
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**POLL RESULTS OF THE ANNUAL GENERAL MEETING**

Reference is made to the notice of annual general meeting (the “**AGM Notice**”) of Fook Woo Group Holdings Limited (the “**Company**”) and the relevant circular (the “**AGM Circular**”) of the Company both dated 15 May 2013. Capitalized terms used in this announcement shall have the same meanings as those defined in the AGM Circular unless stated otherwise.

The board of Directors (the “**Board**”) of the Company is pleased to announce that at the annual general meeting (the “**AGM**”) of the Company held on 21 June 2013, all the proposed ordinary resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll. The poll results in respect of all the ordinary resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Shares voted	
		For (%)	Against (%)
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “ <b>Directors</b> ”) and auditor of the Company (the “ <b>Auditor</b> ”) for the year ended 31 March 2012.	879,762,440 (78.87%)	235,656,763 (21.13%)
2.	To re-elect Mr. Suen Wing Yip, a retiring Director, as an Executive Director.	1,078,236,986 (96.67%)	37,186,217 (3.33%)
3.	To re-elect Mr. Lau Sai Cheong, a retiring Director, as an Executive Director.	1,065,134,986 (94.81%)	58,280,217 (5.19%)
4.	To re-elect Mr. Lai Hau Yin, a retiring Director, as an Executive Director.	1,065,142,986 (94.81%)	58,280,217 (5.19%)
5.	To re-elect Mr. To Chun Wai, a retiring Director, as an Executive Director.	1,065,144,986 (94.81%)	58,278,217 (5.19%)
6.	To re-elect Mr. Tsang On Yip, Patrick, a retiring Director, as a Non-executive Director.	1,065,112,986 (94.81%)	58,296,217 (5.19%)
7.	To re-elect Mr. Chung Wai Kwok, Jimmy, a retiring Director, as an Independent Non-executive Director.	881,829,540 (78.49%)	241,593,663 (21.51%)
8.	To appoint Mr. Nguyen Van Tu, Peter, <i>QC, SC</i> , as an Independent Non-executive Director.	1,099,957,986 (97.91%)	23,465,217 (2.09%)
9.	To authorize the Board to fix the respective Directors’ remuneration.	1,102,208,192 (99.34%)	7,308,000 (0.66%)
10.	To appoint KPMG as the Auditor and to authorize the Board to fix the Auditor’s remuneration.	889,848,540 (79.21%)	233,574,663 (20.79%)
11.	To give a general mandate to the Directors to purchase the Company’s shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	1,110,911,192 (98.90%)	12,320,000 (1.10%)
12.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	875,346,011 (77.92%)	248,077,192 (22.08%)
13.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company.	889,369,206 (79.17%)	234,053,997 (20.83%)

As more than 50% of the votes were cast in favour of the above resolutions, the resolutions were duly passed as ordinary resolution.

As at the date of the AGM, the total number of Shares in issue was 2,411,167,000 Shares. The total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions as stated in the AGM Notice was 2,411,167,000 Shares. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the ordinary resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. To the best of the Directors' knowledge and belief, no Shareholders were required to abstain from voting on the above ordinary resolutions.

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING**

Reference is made to the notice of extraordinary general meeting (the "EGM Notice") of the Company and the relevant circular (the "EGM Circular") of the Company both dated 15 May 2013. Capitalized terms used in this announcement shall have the same meanings as those defined in the EGM Circular unless stated otherwise.

The Board is pleased to announce that at the extraordinary general meeting (the "EGM") of the Company held on 21 June 2013, the proposed special resolution as set out in the EGM Notice was duly passed by the Shareholders by way of poll. The poll results in respect of the special resolution proposed at the EGM are as follows:

<b>Special Resolution</b>	<b>Number of Shares voted</b>	
	<b>For (%)</b>	<b>Against (%)</b>
To approve the name of the 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 be and are hereby authorized 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.	1,115,764,822 (99.35%)	7,305,990 (0.65%)
As more than 75% of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.		

As at the date of the EGM, the total number of Shares in issue was 2,411,167,000 Shares. The total number of Shares entitling the Shareholders to attend and vote for or against the special resolution as stated in the EGM Notice was 2,411,167,000 Shares. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the special resolution at the EGM as set out in Rule 13.40 of the Listing Rules. To the best of the Directors' knowledge and belief, no Shareholders were required to abstain from voting on the above special resolution.

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

## **CHANGE IN DIRECTORS**

### *Retirement of Mr. Lee Kwok Chung*

Mr. Lee Kwok Chung (“**Mr. Lee**”) has retired from his position as an independent non-executive Director of the Company, and has ceased to act as the chairman of nomination committee and a member of audit committee and remuneration committee of the Company with effect immediately after the conclusion of the AGM.

Mr. Lee has confirmed that he has no disagreement with the Board. The Board is not aware of any matter that needs to be brought to the attention of the holders of securities of the Company in respect of Mr. Lee's retirement.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Lee for his valuable contribution to the Company during his tenure.

### *Appointment of Mr. Nguyen Van Tu, Peter, QC, SC*

The Board is pleased to announce that Mr. Nguyen Van Tu, Peter, QC, SC (“**Mr. Nguyen**”), is appointed as an independent non-executive Director, and the chairman of nomination committee and a member of audit committee and remuneration committee of the Company with effect immediately after the conclusion of the AGM. His biographical details are set out in the AGM Circular.

The Board would like to take this opportunity to welcome Mr. Nguyen.

## **CHANGE OF AUDITOR**

Reference is made to the announcement of the Company dated 15 May 2013 in relation to the proposed change of auditor and the AGM Circular. Capitalized terms used in this announcement shall have the same meanings as those defined in the abovementioned announcement unless stated otherwise.

The Board announces that PricewaterhouseCoopers has retired as the Auditor at the AGM and KPMG has been appointed, by way of an ordinary resolution passed at the AGM, as the new Auditor to hold office until the conclusion of the next annual general meeting of the Company.

## **PROPOSED CHANGE OF COMPANY NAME**

Reference is made to the announcement of the Company dated 15 May 2013 in relation to the proposed change of Company name and the EGM Circular. Capitalized terms used in this announcement shall have the same meanings as those defined in the abovementioned announcement unless stated otherwise.

The Board also announces that subsequent to the passing of the special resolution by the Shareholders at the EGM, the proposed Change of Company Name is still subject to the approval granted by the Registrar of Companies in the Cayman Islands. The proposed change will take effect from the date on which a certificate of incorporation on change of name in respect thereof is issued by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will attend to and complete any and all necessary registration and/or filing procedures with the Companies Registry in Hong Kong in connection therewith.

The Company will make further announcement on the effective date of the proposed Change of Company Name and the consequential changes of the Chinese and English stock short names and the website of the Company upon the proposed Change of Company Name becoming effective.

On behalf of the Board  
**Fook Woo Group Holdings Limited**  
**Cheng Chi Ming, Brian**  
*Chairman*

Hong Kong, 21 June 2013

*As at the date of this announcement, the Board comprises four executive directors, namely, Mr. Suen Wing Yip, Mr. Lau Sai Cheong, Mr. Lai Hau Yin and Mr. To Chun Wai; two non-executive directors, namely Mr. Cheng Chi Ming, Brian (Chairman) and Mr. Tsang On Yip, Patrick; and three independent non-executive directors, namely, Mr. Lau Shun Chuen, Mr. Chung Wai Kwok, Jimmy and Mr. Nguyen Van Tu, Peter.*