

IMPORTANT

If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.

FOOK WOO GROUP HOLDINGS LIMITED

福和集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 620,000,000, comprising 500,000,000 new Shares to be offered by us and 120,000,000 Sale Shares to be offered by the Selling Shareholder (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 62,000,000 new Shares (subject to adjustment)
Number of International Offer Shares	: 558,000,000, comprising 438,000,000 new Shares to be offered by us and 120,000,000 Sale Shares to be offered by the Selling Shareholder (subject to adjustment and the Over-allotment Option)
Offer Price	: not more than HK\$2.30 per Offer Share payable in full on application in Hong Kong dollars, plus brokerage of 1.0%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%, subject to refund
Nominal Value	: HK\$0.10 per Share
Stock Code	: 923

Joint Global Coordinators, Joint Bookrunners and Joint Sponsors



UBS Investment
Bank



The Royal Bank of Scotland

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the section headed “Documents Delivered to the Registrar of Companies and Available for Inspection” in Appendix VIII to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any of the other documents referred to above.

The Offer Price is expected to be fixed by agreement between the Joint Global Coordinators (on behalf of the Underwriters), the Selling Shareholder and us on the Price Determination Date. The Price Determination Date is expected to be on or around Wednesday, March 24, 2010 and, in any event, not later than Monday, March 29, 2010. The Offer Price will be not more than HK\$2.30 per Offer Share and is currently expected to be not less than HK\$1.68 per Offer Share, unless otherwise announced. Applicants for Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$2.30 for each Hong Kong Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.30 per Offer Share.

The Joint Global Coordinators (on behalf of the Underwriters) may, with the Selling Shareholder's and our consent, reduce the number of Offer Shares and/or the indicative Offer Price range below that stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, notices of the reduction in the number of Offer Shares and/or the indicative Offer Price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on the website of the Stock Exchange at www.hkexnews.hk and our Company's website at www.fookwoo.com as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. If applications for Hong Kong Offer Shares have been submitted prior to the last day for lodging applications under the Hong Kong Public Offering, then even if the number of Offer Shares and/or the indicative Offer Price range is so reduced, such applications cannot be subsequently withdrawn. Further details are set out in the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in this prospectus. If, for any reason, we, the Selling Shareholder and the Joint Global Coordinators (on behalf of the Underwriters) are unable to reach an agreement on the Offer Price, the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse.

Prior to making an investment decision, prospective investors should consider carefully all the information set out in this prospectus, including, in particular, the risk factors set out in the section headed “Risk Factors” in this prospectus.

The obligation of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to procure applications to purchase, or failing which themselves as principals apply to purchase, the Hong Kong Offer Shares is subject to termination by the Joint Global Coordinators (for themselves and on behalf of the Hong Kong Underwriters) if certain grounds arise at any time prior to 8:00 a.m. on the Listing Date. Such grounds are set out in the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” in this prospectus.

The Offer Shares have not been, and will not be, registered under the U.S. Securities Act and may be offered or sold only (a) in the United States to QIBs in reliance on Rule 144A under the U.S. Securities Act or another exemption from, or a transaction not subject to, registration under the U.S. Securities Act and (b) outside the United States in accordance with Rule 903 of Regulation S under the U.S. Securities Act.