
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary” in this prospectus.

“ABN AMRO”	ABN AMRO Bank N.V., Hong Kong Branch, to be renamed The Royal Bank of Scotland N.V., Hong Kong Branch in due course, a registered institution under the SFO for type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities as defined under the SFO
“Application Form(s)”	WHITE Applications Form(s), YELLOW Application Form(s), PINK Application Form(s) and GREEN Applications Form(s), or where the context so requires, any of them
“Articles” or “Articles of Association”	the articles of association of our Company, conditionally adopted on March 11, 2010 and which will become effective upon the Listing, and as amended from time to time, a summary of which is set out in the section headed “Summary of the Constitution of Our Company and Cayman Islands Company Law” in Appendix V to this prospectus
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board” or “Board of Directors”	the board of directors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“CAGR”	compound annual growth rate
“Capitalization Issue”	the issue of Shares to be made upon the capitalization of certain sums standing to the credit of the share premium account of our Company, as further described in the section headed “Statutory and General Information — Further Information About Our Group — Resolutions in Writing of the Shareholders of Our Company Passed on March 11, 2010” in Appendix VII to this prospectus
“Cayman Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands

DEFINITIONS

“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“China” or the “PRC”	the People’s Republic of China excluding, for the purpose of this prospectus only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan, unless the context otherwise requires
“China Paper Association”	the China Paper Association, an organization registered with the Ministry of Civil Affairs in the PRC and responsible for the administration of the paper industry in the PRC
“China Region”	the PRC, Hong Kong and the Macau Special Administrative Region of the PRC
“City Legend”	City Legend International Limited (滙駿國際有限公司), a limited liability company incorporated in the British Virgin Islands on August 13, 2009 and wholly-owned by Mr. Leung Kai Kuen
“CMDS”	Confidential Materials Destruction Service Limited (密件處理服務有限公司), a limited liability company incorporated in Hong Kong on June 22, 1979 and an indirect wholly-owned subsidiary of our Company
“Company,” “our,” “we,” “us” or “Fook Woo”	Fook Woo Group Holdings Limited (福和集團控股有限公司), a company incorporated in the Cayman Islands on November 11, 2009 as an exempted company with limited liability and, except where the context otherwise requires,

DEFINITIONS

	all of its subsidiaries, or where the context refers to the time before it became the holding company of its present subsidiaries, its present subsidiaries
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of this prospectus, means the controlling shareholders of our Company, namely, City Legend, Trump Max, Mr. Leung Kai Kuen and Ms. Tam
“Deed of Indemnity”	the deed of indemnity dated March 15, 2010 given by the Controlling Shareholders in favor of our Company and our subsidiaries, as further described in the section headed “Statutory and General Information — Other Information — Indemnity” in Appendix VII to this prospectus
“Deed of Non-Competition”	the deed of non-competition dated March 11, 2010 entered into by the Controlling Shareholders and our Company, as further described in the section headed “Relationship with Our Controlling Shareholders — Non-Competition Undertakings” in this prospectus
“Director(s)”	director(s) of our Company
“EIU”	Economist Intelligence Unit
“Eligible Employees”	full-time employees of the Group in Hong Kong (other than the existing beneficial owners of the Shares, the chief executive or a director of our Company or our subsidiaries and their respective associates, and any other connected persons of our Company)
“Employee Preferential Offering”	the offer for subscription of up to 6,200,000 Shares by Eligible Employees, as further described in the section headed “Structure of the Global Offering — The Hong Kong Public Offering” in this prospectus
“Estate Duty Ordinance”	the Estate Duty Ordinance (Chapter 111 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Firstrate”	Firstrate Enterprises Limited, an investment holding company with limited liability incorporated in the British Virgin Islands on October 29, 2001 and an Independent Third Party
“Fook Woo Assorted Paper”	Fook Woo Assorted Paper Company Limited (福和紙業世界有限公司), a limited liability company incorporated in Hong Kong on December 15, 1997 and an indirect wholly-owned subsidiary of our Company
“Fook Woo Assorted Paper (BVI)”	Fook Woo Assorted Paper (BVI) Company Limited (福和紙業世界（維爾京群島）有限公司), a limited liability company incorporated in the British Virgin Islands on March 23, 2009 and an indirect wholly-owned subsidiary of our Company
“Fook Woo CMDS (BVI)”	Fook Woo CMDS (BVI) Company Limited (福和密件處理服務（維爾京群島）有限公司), a limited liability company incorporated in the British Virgin Islands on March 23, 2009 and an indirect wholly-owned subsidiary of our Company
“Fook Woo Environmental”	Fook Woo Environmental Technologies Limited (福和環保科技有限公司), a limited liability company incorporated in Hong Kong on October 23, 2002 and an indirect wholly-owned subsidiary of our Company
“Fook Woo Environmental (BVI)”	Fook Woo Environmental Technologies (BVI) Company Limited (福和環保科技（維爾京群島）有限公司), a limited liability company incorporated in the British Virgin Islands on March 23, 2009 and an indirect wholly-owned subsidiary of our Company
“Fook Woo International”	Fook Woo International Limited (福和國際有限公司), a limited liability company incorporated in the British Virgin Islands on March 16, 2007 and a direct wholly-owned subsidiary of our Company
“Fook Woo Paper (BVI)”	Fook Woo Paper (BVI) Company Limited (福和造紙（維爾京群島）有限公司), a limited liability company incorporated in the British Virgin Islands on March 23, 2009 and an indirect wholly-owned subsidiary of our Company

DEFINITIONS

“Fook Woo Waste Paper”	Fook Woo Waste Paper Company Limited (福和廢紙有限公司), a limited liability company incorporated in Hong Kong on September 28, 1993 and an indirect wholly-owned subsidiary of our Company
“Fook Woo Waste Paper (BVI)”	Fook Woo Wastepaper (BVI) Company Limited (福和廢紙(維爾京群島)有限公司), a limited liability company incorporated in the British Virgin Islands on March 23, 2009 and an indirect wholly-owned subsidiary of our Company
“FSC”	the Forest Stewardship Council
“FWHZ”	惠州福和紙業有限公司 (Huizhou Fook Woo Paper Company Limited) (formerly known as Boluo Yuanzhou Fook Woo Paper Company Limited until its name was changed to its present name on April 17, 2000), a limited liability company incorporated in the PRC on March 26, 1996 and an indirect wholly-owned subsidiary of our Company
“FWHZ (HK)”	Hui Zhou Fook Woo Paper Company Limited (惠州福和紙業有限公司), a limited liability company incorporated in Hong Kong on December 4, 2007 and an indirect wholly-owned subsidiary of our Company
“FY”	financial year ended or ending March 31
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Golddoor”	Golddoor Company Limited (金益多有限公司), a limited liability company incorporated in Hong Kong on April 29, 1981 and an indirect wholly-owned subsidiary of our Company
“GREEN Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group”	our Company and its subsidiaries and, in respect of the period before our Company became the holding company of such subsidiaries, the entities which carried on the business of the present Group at the relevant time

DEFINITIONS

“Guangzhou Paper”	Guangzhou Paper Company Limited (廣州造紙股份有限公司), a limited liability company in the PRC and, one of the two customers with whom we have entered into a long-term recovered paper supply contract of over twelve months duration and an Independent Third Party
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hoi On”	Hoi On Confidential Waste Management Limited (海安機密文件處理有限公司) (formerly known as Sheen Trial Limited (億域有限公司)), a limited liability company incorporated in Hong Kong on October 16, 1998 which is dormant and indirectly wholly-owned by Ms. Tam
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 62,000,000 new Shares (subject to reallocation as described in the section headed “Structure of the Global Offering” in this prospectus) being offered initially by us for subscription at the Offer Price under the Hong Kong Public Offering, including the Shares which are available for subscription by the Eligible Employees pursuant to the Employee Preferential Offering
“Hong Kong Public Offering”	the offer of Hong Kong Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price, on and subject to the terms and conditions described in this prospectus and the Application Forms
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters listed in the section headed “Underwriters — Hong Kong Underwriters” in this prospectus, being the underwriters of the Hong Kong Public Offering
“Hong Kong Underwriting Agreement”	the underwriting agreement dated March 18, 2010 relating to the Hong Kong Public Offering and entered into by the Joint Global Coordinators, the Hong Kong Underwriters,

DEFINITIONS

the Controlling Shareholders and us, as further described in the section headed “Underwriting” in this prospectus

“IFRS”

International Financial Reporting Standards

“Independent Third Party”

persons who are not connected persons of our Company

“International Offer Shares”

the 558,000,000 Shares being offered initially under the International Offering, comprising 438,000,000 new Shares offered by us and 120,000,000 Sale Shares offered by the Selling Shareholder pursuant to the International Offering, together, where relevant, with any Shares that may be issued by our Company pursuant to any exercise of the Over-allotment Option (subject to reallocation as described in the section headed “Structure of the Global Offering” in this prospectus)

“International Offering”

the offer of the International Offer Shares at the Offer Price outside the United States in accordance with Regulation S, and in the United States only to QIBs in reliance on Rule 144A or any other available exemption from registration under the U.S. Securities Act, as further described in the section headed “Structure of the Global Offering — The International Offering” in this prospectus

“International Purchase Agreement”

the international purchase agreement relating to the International Offering to be entered into on or around the Price Determination Date by the Joint Global Coordinators, the International Purchasers, the Controlling Shareholders and us, as further described in the section headed “Underwriting” in this prospectus

“International Purchasers”

the group of underwriters, led by the Joint Global Coordinators, that is expected to enter into the International Purchase Agreement to underwrite the International Offering

“Joint Bookrunners”, “Joint Global Coordinators” or “Joint Sponsors”

UBS and ABN AMRO

“Latest Practicable Date”

March 12, 2010, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus

DEFINITIONS

“Listing”	the listing of the Shares on the Main Board
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Date”	the date on which dealings in the Shares first commence on the Main Board, which is expected to be on March 31, 2010
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Loan Agreement”	the loan agreement dated November 27, 2007 entered into between Mr. Leung Kai Kuen and Firstrate (as supplemented by a supplemental agreement dated March 2, 2010 (the <i>Supplemental Loan Agreement</i>))
“Lock-up Period”	the period with its expiry date falling on the last date of the sixth month from the Listing Date or such longer period as required by the Stock Exchange in the circumstances more particularly set out in the Supplemental Loan Agreement
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent of, and operated in parallel with, the Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company conditionally adopted by our Company on March 11, 2010 and as amended from time to time, a summary of which is set out in the section headed “Summary of the Constitution of Our Company and Cayman Islands Companies Law” in Appendix V to this prospectus
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Ms. Tam”	Ms. Tam Ming Luen, one of our Controlling Shareholders
“NAID”	the National Association for Information Destruction, Inc., an international trade association for companies providing information destruction services
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)

DEFINITIONS

“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%) of not more than HK\$2.30 and expected to be not less than HK\$1.68, such price to be agreed upon by our Company, the Selling Shareholder and the Joint Global Coordinators (on behalf of the Underwriters) on or before the Price Determination Date
“Offer Shares”	the Hong Kong Offer Shares (including the Shares which are available for subscription by the Eligible Employees pursuant to the Employee Preferential Offering) and the International Offer Shares including, where relevant, any additional Shares allotted and issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by our Company to the International Purchasers under the International Purchase Agreement, exercisable by UBS (on behalf of the International Purchasers), in consultation with ABN AMRO, to require our Company to allot and issue up to an aggregate of 93,000,000 additional Shares (representing in aggregate 15% of the number of Offer Shares initially being offered under the Global Offering) at the Offer Price to, among other things, cover over-allocations in the International Offering, as further described in the section headed “Structure of the Global Offering — The Global Offering — Over-allotment Option” in this prospectus
“Price Determination Date”	the date, expected to be on or around Wednesday, March 24, 2010 or such later date as may be agreed by our Company, the Selling Shareholder and the Joint Global Coordinators (on behalf of the Underwriters) on which the Offer Price is determined, but in any event no later than Monday, March 29, 2010
“Prochina”	Prochina Enterprises Limited (寶華企業有限公司) a limited liability company incorporated in the British Virgin Islands on August 13, 2009, which is wholly-owned by Mr. Tam Kin Wah Zeus, Ms. Tam’s younger brother
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act

DEFINITIONS

“Reorganization”	the reorganization of the group of companies now comprising our Group in preparation for the Listing, as described in the section headed “History and Reorganization — Our Corporate Reorganization” in this prospectus
“RISI”	Resource Information Systems, Inc., an internationally recognized source for independent economic analysis for the international forest products industry
“RMB” and “Renminbi”	Renminbi, the lawful currency of the PRC
“RPL”	Renewables Pte Ltd., the independent renewable energy and resources sustainability consultant engaged by our Company to prepare the RPL Report
“RPL Report”	the report on waste management, waste paper recycling, recycled tissue and secured document shredding industry in Hong Kong and the PRC prepared by RPL dated March 19, 2010
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	State Administration of Foreign Exchange of the PRC
“Sale Shares”	120,000,000 Shares offered by the Selling Shareholder in the International Offering
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“Selling Shareholder”	Trump Max
“SEPA”	State Environmental Protection Administration of the PRC (中華人民共和國國家環境保護總局), which was replaced by the Ministry of Environmental Protection of the People’s Republic of China (中華人民共和國環境保護部) on March 27, 2008
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.10 each in the share capital of our Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company on March 11, 2010, the principal terms of which are summarized in the section headed “Statutory and General Information — Share Option Scheme” in Appendix VII to this prospectus
“Stabilizing Manager”	UBS
“Standing Committee”	the Standing Committee of the National People’s Congress of the PRC (中華人民共和國全國人民代表大會常務委員會)
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into on or about the Price Determination Date between the Stabilizing Manager and the Selling Shareholder
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under Section 2 of the Companies Ordinance
“Track Record Period”	the three financial years of our Company ended March 31, 2007, 2008 and 2009 and the six months ended September 30, 2009
“Trump Max”	Trump Max International Investment Limited (凱卓國際投資有限公司), a limited liability company incorporated in the British Virgin Islands on August 18, 2009 and wholly-owned by Ms. Tam
“UBS”	UBS AG, Hong Kong Branch, a registered institution under the SFO for type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance), type 7 (providing automated trading activities) and type 9 (asset management) regulated activities as defined under the SFO
“Underwriters”	the Hong Kong Underwriters and the International Purchasers
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Purchase Agreement

DEFINITIONS

“United States” or “U.S.”	the United States of America, its territories and possessions, any State of the United States and the District of Columbia
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“Wealth Gold”	Wealth Gold Limited (富金有限公司), a limited liability company incorporated in the British Virgin Islands on September 24, 2009, which is wholly-owned by Ms. Leung Wai Ngan, Mr. Leung Kai Kuen’s younger sister
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Zhongshan Hung Hing”	Zhongshan Rengo Hung Hing Paper Manufacturing Company Limited (中山聯合鴻興造紙有限公司), a limited liability company in the PRC, whose holding company, Hung Hing Printing Group Limited (Stock Code: 450), is listed on the Stock Exchange and one of the two customers with whom we have entered into a long-term recovered paper supply contract of over twelve months duration and an Independent Third Party