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## Sam Woo Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 2322)

### **List of Directors and their Role and Function**

The members of the board of Directors (the “**Board**”) of Sam Woo Holdings Limited are set out below:

#### **Executive Directors**

Ms. Zheng Juhua (Chairman)

Mr. Chan Chi Yuen (Chief Executive Officer)

Mr. Chan Shaohua

#### **Independent Non-executive Directors**

Mr. Man Kwok Leung

Mr. Yu Pak Yan, Peter

Mr. Chi Chi Hung, Kenneth

The Board is responsible for the control and leadership of the Company and its duties include the approval and monitoring of all policy matters, business strategies, internal control systems, material transactions, appointment of directors and other significant operational, financial and legal compliance matters. The Board delegates the authority to manage the daily affairs of the Group to the Chief Executive Officer and senior management.

There are 3 Board committees. The membership information of these committees on which each Board member serves are set out below:

**1. Audit Committee**

Mr. Chi Chi Hung, Kenneth (Chairman)

Mr. Man Kwok Leung

Mr. Yu Pak Yan, Peter

Audit Committee primary function include maintaining of an appropriate relationship with independent auditors, review of financial information and monitoring the financial reporting system and internal control procedures.

**2. Remuneration Committee**

Mr. Yu Pak Yan, Peter (Chairman)

Mr. Man Kwok Leung

Mr. Chi Chi Hung, Kenneth

Remuneration Committee primary function include making recommendations on and approving the remuneration policy and packages of Executive Directors and ensuring that no Director will be involved in deciding his own remuneration.

**3. Nomination Committee**

Mr. Man Kwok Leung (Chairman)

Mr. Yu Pak Yan, Peter

Mr. Chi Chi Hung, Kenneth

Nomination Committee primary function include identifying individuals suitably qualified to become Board members, assessing the independence of Independent Non-executive Directors and making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors.

By order of the Board  
Sam Woo Holdings Limited  
Chan Chi Yuen  
Director

Hong Kong, 30 March 2012

*As at the date of this announcement, the executive directors are Ms. Zheng Juhua, Mr. Chan Chi Yuen and Mr. Chen Shaohua; the independent non-executive directors are Mr. Man Kwok Leung, Mr. Yu Pak Yan, Peter and Mr. Chi Chi Hung, Kenneth.*