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## **SAM WOO HOLDINGS LIMITED**

**三和集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 2322)

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Sam Woo Holdings Limited (the “**Company**”) will be held at 11:00 a.m., Hong Kong on Monday, 6 December 2010 for the purpose of considering and, if thought fit, with or without amendments, passing the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

1. “**THAT** the Disposal Agreement dated 8 October 2010 (as supplemented by a supplemental agreement dated 5 November 2010) (the “**Disposal Agreement**”) entered into between Sam Woo Holdings Limited and Actiease Assets Limited, copy of which has been produced to this meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and the directors of the Company be and are hereby authorized to make any amendments, as they deem desirable or necessary, to the Disposal Agreement and the transactions contemplated thereunder, and to do all such acts, matters and things and to execute such documents as they may in their absolute discretion consider necessary, expedient or desirable to give effect to and implement the Disposal Agreement and the transactions contemplated thereunder.”
2. “**THAT**, subject to completion of the Disposal Agreement (as defined in the circular dated 16 November 2010 (the “**Circular**”) issued by the Company to its shareholders accompanying the notice convening this special general meeting of which this resolution forms part), the distribution (the “**Distribution**”) in cash of HK\$0.046 per share to the holders of the ordinary shares of HK\$0.01 each in the issued share capital of the Company whose names appear in the register

\* *For identification purpose only*

of members of the Company as at the close of business of a record date as determined by the directors of the Company be and is hereby approved, and the directors of the Company be and are hereby authorised generally to do and take all such action, steps, deeds and things in such manner and to sign all documents as they may deem necessary, desirable or appropriate to implement and to give effect to the Distribution, including without limitation to exercise the powers and authorities conferred under the bye-laws of the Company and the applicable laws and regulations in Hong Kong in respect of the Distribution.”

By order of the Board  
**Lau Chun Ming**  
*Chairman*

Hong Kong, 16 November 2010

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the appointed time for holding of the meeting or at adjournment thereof (as the case may be).
3. A form of proxy for use at the meeting is enclosed. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof.
4. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint registered holders are present at the meeting personally or by proxy, then one of the registered holders so present whose name stands first on the Company’s register of members in respect of such share will alone be entitled to vote in respect thereof.
5. Voting on the above resolutions will be taken by poll.
6. As at the date of this notice: (a) the executive Directors are Mr. Lau Chun Ming, Mr. Lau Chun Kwok, Mr. Lau Chun Ka, Ms. Leung Lai So, Mr. Hsu Kam Yee, Simon and Mr. Chan Sun Kwong; (b) the non-executive Director is Mr. Chiu Kam Kun, Eric; and (c) the independent non-executive Directors are Dr. Lee Peng Fei, Allen, Professor Wong Sue Cheun, Roderick and Ms. Wong Tsui Yue, Lucy.