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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)

This refers to the announcement (the “Announcement”) made by Sam Woo Holdings Limited (the “Company”) on 29 October 2010 in relation to the expected loss of the Group for the six months ended 30 September 2010 (the “Profit Warning”). The Profit Warning constitute a profit forecast under Rule 10 of the Code on Takeovers and Mergers (the “Takeover Code”) and would need to be reported on by both the Company’s financial advisers and its accountants or auditors in accordance with Rule 10.4 of the Takeovers Code.

The Announcement was made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as soon as the directors of the Company come into possession of the management accounts of the Group for the six months ended 30 September 2010. Given the time constraints when issuing the Announcement in relation to the Profit Warning and the requirements under Practice Note 2 to the Takeovers Code – “Treatment of profit forecasts under certain circumstances where Rule 10.4 may be relaxed”, the Company would like to draw the attention of the shareholders of the Company and potential investors that the Profit Warning do not meet the standard required by Rule 10.

**Shareholders of the Company and potential investors should exercise caution in placing reliance on the Profit Warning when dealing in the shares of the Company.**

Made by the order of the Company, the board of the Company of which jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

By order of the board of  
**Sam Woo Holdings Limited**  
**Lau Chun Ming**  
Chairman

*Hong Kong, 1 November 2010*

*As at the date of this announcement, the board of the Company comprises 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 as executive directors; Mr. Chiu Kam Kun, Eric as the non-executive director; and Dr. Lee Peng Fei, Allen, Professor Wong Sue Cheun, Roderick and Ms. Wong Tsui Yue, Lucy as independent non-executive directors.*

*\* for identification purposes only*