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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)

HIGH CONCENTRATION OF SHAREHOLDINGS

This announcement is made at the request of the Stock Exchange in respect of the concentration of the shareholding of the Company in the hands of a limited number of shareholders as at 22 June 2009.

In view of the concentration of the Company's shareholdings in a limited number of shareholders as set out in this announcement, holders of the securities of the Company and potential investors are advised to exercise caution when dealing in the Shares.

This announcement is made at the request of The Stock Exchange of Hong Kong Limited in respect of the concentration of the shareholdings of Sam Woo Holdings Limited (the "**Company**") in the hands of a limited number of shareholders as at 22 June 2009.

The Company has been informed by the Stock Exchange on 8 July 2009 that based on the information provided by the Securities and Futures Commission (the "**SFC**"), the SFC had conducted an enquiry into the shareholdings of the Company. The findings of the SFC suggested that, as at 22 June 2009, 14 shareholders held an aggregate of 680,560,000 shares of the Company (the "**Shares**"), representing approximately 22.54% of the issued Shares. Such shareholdings, together with 2,150,000,000 Shares held by the 3 substantial shareholders, namely, Actiease Assets Limited, CKL Development Limited and Nice Fair Group Limited (representing approximately 71.19% of the issued Shares) represented approximately 93.73% of the issued Shares as at 22 June 2009. Thus, only approximately 6.27% of the issued Shares were held by other investors.

Based on the information provided by the SFC, as at 22 June 2009, the shareholding structure of the Company is as follows:

	Number of Shares held (Shares)	% of total number of issued Shares (%)
Actiease Assets Limited (Note 1)	1,700,000,000	56.29
CKL Development Limited (Note 2)	225,000,000	7.45
Nice Fair Group Limited (Note 3)	225,000,000	7.45
A group of 14 shareholders	680,560,000	22.54
Other shareholders	189,440,000	6.27
Total	3,020,000,000	100.00

Note 1 : Actiease Assets Limited is a company wholly-owned by Silver Bright Holdings Limited which is indirectly owned by a discretionary trust of which Ms. Leung Lai So is a beneficiary. Ms. Leung Lai So is an Executive Director of the Company. She is the spouse of Mr. Lau Chun Ming, an Executive Director and the Company's Chairman.

Note 2 : CKL Development Limited is a corporation which is controlled by Mr. Lau Chun Kwok, an Executive Director of the Company.

Note 3 : Nice Fair Group Limited is a corporation which is controlled by Mr. Lau Chun Ka, an Executive Director of the Company.

The SFC also noted that there was a sudden jump in the closing share price by a total of 86.92% on 13 May 2009 and 14 May 2009 from HK\$0.130 to HK\$0.243 on thin turnover of a daily average of 345,000 Shares. Shortly thereafter, the closing price returned to HK\$0.147 on 26 May 2009. The share price closed at HK\$0.142 on 7 July 2009 with a turnover of 1,000,000 Shares.

The board of directors of the Company ("Directors") wishes to clarify that the above information is provided by SFC, and the Company has not verified such information and it is not in a position to comment on its accuracy except the information relating to the shareholdings of the Directors as set out below:

	Number of Shares held (Shares)	% of total number of issued Shares (%)
Actiease Assets Limited (Note 1)	1,700,000,000	56.29
CKL Development Limited (Note 2)	225,000,000	7.45
Nice Fair Group Limited (Note 3)	225,000,000	7.45
Mr Chan Sun Kwong (an executive Director)	5,000,000	0.17
Mr Chiu Kam Kun, Eric (a non-executive Director)	680,000	0.02
Dr Lee Peng Fei, Allen (an independent non-executive Director)	4,320,000	0.14

Professor Wong Sue Cheun, Roderick (an Independent non-executive Director)	5,000,000	0.17
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Total	<u>2,165,000,000</u>	<u>71.69</u>

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Note 2 : CKL Development Limited is a corporation which is controlled by Mr. Lau Chun Kwok, an executive Director.

Note 3 : Nice Fair Group Limited is a corporation which is controlled by Mr. Lau Chun Ka, an executive Director.

The Directors will be making further enquiries regarding the Company's shareholdings as at 22 June 2009 and will publish a further announcement, if appropriate.

In view of the concentration of the shareholdings in a limited number of shareholders as set out in this announcement, holders of the securities of the Company and potential investors are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 8 July 2009

As at the date of this announcement, 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; the non-executive Director is Mr. Chiu Kam Kun, Eric; the independent non-executive Directors are Dr. Lee Peng Fei, Allen, Professor Wong Sue Cheun, Roderick and Mr. Chan Wai Dune.

** for identification purposes only*