

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sam Woo Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



SAM WOO HOLDINGS LIMITED

三和集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 2322)

**PROPOSED SHARE CONSOLIDATION
AND
NOTICE OF SPECIAL GENERAL MEETING**

A letter from the board of directors of the Company is set out on pages 4 to 8 of this circular.

A notice convening a special general meeting of Sam Woo Holdings Limited to be held at 3/F, Nexus Building, 77 Des Voeux Road, Central, Hong Kong on Friday, 14 September 2012 at 3:00 p.m. is set out on pages 9 to 10 of this circular. Whether or not you propose to attend the meeting, you are advised to complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as practicable but in any event no less than 48 hours before the time appointed for holding such meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting (as the case may be) should you so wish.

This circular will remain on the website of the Stock Exchange at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and the Company’s website at www.samwooholdings.com.hk

* For identification purpose only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“Company”	Sam Woo Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange;
“Consolidated Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company upon Share Consolidation becoming effective;
“Director(s)”	director(s) of the board of the Company;
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company as at the Latest Practicable Date and before the Share Consolidation becoming effective;
“Group”	the Company and its subsidiaries;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	Hong Kong Special Administrative Region of PRC;
“Latest Practicable Date”	27 August 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the main board of the Stock Exchange;
“SGM”	the special general meeting of the Company to be held on Friday, 14 September 2012 at 3/F, Nexxus Building, 77 Des Voeux Road, Central, Hong Kong for the purpose of considering and, if thought fit, approving the proposed resolution as set out in the notice of the SGM;
“Share(s)”	the Existing Share(s) or the Consolidated Share(s), as the case may be;
“Share Consolidation”	the proposed consolidation of every five (5) Existing Shares into one (1) Consolidated Share;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

EXPECTED TIMETABLE

Set out below is an indicative timetable for the implementation of the Share Consolidation. The timetable is subject to the results of the SGM and other changes. The Company will notify the Shareholders of any significant changes to the expected timetable by way of announcement(s) as and when appropriate.

Event	Time and Date
Latest time for lodging forms of proxy for the SGM	3:00 p.m. on Wednesday, 12 September 2012
Date of SGM	3:00 p.m. on Friday, 14 September 2012
Publication of announcement of the result of the SGM in respect of the approval of the Share Consolidation	Friday, 14 September 2012
Effective date of the Share Consolidation	Monday, 17 September 2012
Dealing in Consolidated Shares commences	9:00 a.m. on Monday, 17 September 2012
First day for free exchange of existing share certificates for new share certificates	Monday, 17 September 2012
Original counter for trading in Existing Shares in board lots of 10,000 Existing Shares temporarily closes	9:00 a.m. on Monday, 17 September 2012
Temporary counter for trading in Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Monday, 17 September 2012
Original counter for trading in Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens.	9:00 a.m. on Wednesday, 3 October 2012
Parallel trading in Consolidated Shares in the form of new share certificates and existing share certificates commences	9:00 a.m. on Wednesday, 3 October 2012
Designated broker starts to stand in the market to provide matching services for odd lots of Consolidated Shares	Wednesday, 3 October 2012

EXPECTED TIMETABLE

Event	Time and Date
Temporary counter for trading in Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) closes	4:00 p.m. on Wednesday, 24 October 2012
Parallel trading in Consolidated Shares in the form of new share certificates and existing share certificates ends	4:00 p.m. on Wednesday, 24 October 2012
Designated broker ceases to stand in the market to provide matching services for odd lots of Consolidated Shares	4:00 p.m. on Wednesday, 24 October 2012
Last day for free exchange of existing share certificates for new share certificates	Friday, 26 October 2012

LETTER FROM THE BOARD



SAM WOO HOLDINGS LIMITED

三和集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 2322)

Executive Directors:

Zheng Juhua (*Chairman*)

Chan Chi Yuen

Chen Shaohua

Registered Office:

Clarendon House

2 Church Street

Hamilton HM II

Bermuda

Independent Non-executive Directors:

Man Kwok Leung

Yu Pak Yan, Peter

Chi Chi Hung, Kenneth

*Head Office and Principal Place
of Business in Hong Kong:*

Units 1310–13, 13th Floor

113 Argyle Street, Mongkok
Kowloon, Hong Kong

29 August 2012

To the Shareholders

Dear Sir/Madam,

**PROPOSED SHARE CONSOLIDATION
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 14 August 2012 in relation to, among other things, the Share Consolidation and the placing of new Shares under general mandate.

The purpose of this circular is to provide you with information regarding the Share Consolidation.

SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every five (5) issued and unissued Existing Shares of HK\$0.01 each will be consolidated into one (1) Consolidated Share of HK\$0.05 each. Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated

* *For identification purpose only*

LETTER FROM THE BOARD

and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

Currently, the Existing Shares are traded on the Stock Exchange in the board lot size of 10,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 10,000 Consolidated Shares.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$100,000,000 divided into 10,000,000,000 Shares of HK\$0.01 each, of which 3,020,000,000 Existing Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective, on the basis that the Company does not allot, issue or purchase any Existing Shares prior thereto, the authorised share capital of the Company shall become HK\$100,000,000 divided into 2,000,000,000 Consolidated Shares of HK\$0.05 each, of which 604,000,000 Consolidated Shares will have been allotted and issued as fully paid or credited as fully paid.

The Consolidated Shares will be identical in all respects and rank *pari passu* in all respects with each other. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may be entitled.

Dealings of the Consolidated Shares

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Conditions of the Share Consolidation

The Share Consolidation is conditional on:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the SGM;
- (ii) the Listing Committee of the Stock Exchange granting approval for the listing of, and the permission to deal in, the Consolidated Shares in issue; and

LETTER FROM THE BOARD

- (iii) the compliance with the relevant procedures and requirements under the Listing Rules and Bermuda Law to effect the Share Consolidation.

Listing Application

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation becoming effective.

Reasons for the Share Consolidation

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 to HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. In view of the recent trading price of the Existing Shares, the Board proposes to implement the Share Consolidation. The Share Consolidation will increase the nominal value of the Shares and also reduce the total number of Shares currently in issue, and is expected to bring about a corresponding upward adjustment in the trading price of the Consolidated Shares and enable the Company to comply with the trading requirements under the Listing Rules. Accordingly, the Board is of the view that the Share Consolidation is in the interests of the Company and the Shareholders as a whole.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed Kingston Securities Limited to provide matching service, on a best effort basis, for the sale and purchase of odd lots of Consolidated Shares arising from the Share Consolidation. Shareholders who wish to take advantage of this facility either to dispose of their odd lots of the Consolidated Shares or to top-up their odd lots to a full new board lot should contact Ms. Rosita Kiu of Kingston Securities Limited at Suite 2801, 28/F, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong at telephone number (852) 2298-6215 during office hours during the period as stated in the section headed "EXPECTED TIMETABLE" on page 2 to 3 of this circular. Shareholders should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed.

Exchange of share certificates

The new share certificates will be in the colour of blue in order to distinguish them from the existing share certificates which are green in colour. Subject to the Share Consolidation becoming effective, which is expected to be on Monday, 17 September 2012, Shareholders may, on or after 17 September 2012 until 4:30 p.m. on 26 October 2012 (both days inclusive), submit share certificates for Existing Shares to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, to exchange, at the expense of the Company, for certificates of the Consolidated Shares (on the basis of five (5) Existing Shares for one (1) Consolidated Share). Thereafter, certificates of Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the

LETTER FROM THE BOARD

Shareholders for each certificate issued or cancelled, whichever the number of certificates is higher. Existing certificates for the Existing Shares will remain effective as documents of title and may be exchanged for certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purpose after 24 October 2012. It is expected that new certificates for the Consolidated Shares will be available for collection on or after the 10th business day following the date of submission of the certificates for Existing Shares to the Company's branch share registrar in Hong Kong for exchange.

Expected timetable

The expected timetable for the implementation of the Share Consolidation is set out on page 2 to 3 of this circular.

SGM

A notice convening the SGM to be held on Friday, 14 September 2012 at 3:00 p.m. is set out on page 9 to 10 of this circular. The resolution to be proposed at the SGM will be voted on by poll.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you intend to attend and vote at such meeting, you are advised to complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event no less than 48 hours before the time appointed for holding such meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting (as the case may be) should you so wish.

No Shareholder has any material interest in the Share Consolidation that is materially different from the other Shareholders. Therefore no Shareholder is required to abstain from voting at the SGM in respect of the resolution to approve the same.

RECOMMENDATION

The Directors (including the independent non-executive directors) are of the opinion that the proposed Share Consolidation is in the interests of the Company and the Shareholders as a whole and so recommend you to vote in favour of the resolution to be proposed at the SGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully
By order of the Board
Sam Woo Holdings Limited
Zheng Juhua
Chairman

NOTICE OF SPECIAL GENERAL MEETING



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 3/F, Nexxus Building, 77 Des Voeux Road, Central, Hong Kong on Friday, 14 September 2012 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** conditional upon The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue and to be issued, with effect from the business day (as defined in the Rules Governing the Listing of Securities on the Stock Exchange) immediately following the day on which this resolution is passed, every five (5) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share of HK\$0.05 each (each a “**Consolidated Share**”), and such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the bye-laws of the Company, and any one or more of the directors of the Company be and is/are hereby authorised to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the aforesaid matters.”

By order of the Board
Sam Woo Holdings Limited
Zheng Juhua
Chairman

Hong Kong, 29 August 2012

Registered Office:
Clarendon House
2 Church Street
Hamilton HM II
Bermuda

*Head Office and Principal Place
of Business in Hong Kong:*
Units 1310–13, 13th Floor
113 Argyle Street, Mongkok
Kowloon, Hong Kong

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NOTICE OF SPECIAL GENERAL MEETING

Notes:

- 1 A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he is the holder of two or more shares, more than one, proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- 2 To be valid, the form of proxy, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- 3 Completion and return of the accompanying form of proxy will not preclude members of the Company from attending and voting in person at the aforesaid meeting or any adjournment thereof should they so wish.
- 4 The voting on the proposed resolution at the SGM will be conducted by way of poll.