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**SUPERB SMART LIMITED**

*(Incorporated in the British Virgin Islands  
with limited liability)*

**SAM WOO HOLDINGS LIMITED**

**三和集團有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 2322)**

**COMPLETION OF PLACING OF EXISTING SHARES  
BY EXISTING SHAREHOLDERS**

Reference is made to the joint announcements made by the Company and Superb Smart Limited dated 16 March 2011 and 18 March 2011 in relation to, among other things, the Placing of existing Shares by existing Shareholders (the “**Joint Announcements**”). Unless otherwise defined, terms used in this joint announcement shall have the same meanings as those used in the Joint Announcements.

The Board was notified by two Shareholders, namely CKL Development and Nice Fair, that the Placing was completed on 22 March 2011 in accordance with the terms and conditions of the Placing. An aggregate of 450,000,000 Shares have been fully placed to placees, who are independent of and not connected with the Offeror, the Group or any of their connected persons (as defined in the Listing Rules) and are not parties acting in concert with the Offeror, CKL Development, Nice Fair, the Directors, substantial Shareholders and chief executive of the Company, its subsidiaries and their respective concert parties and associates, at the Placing Price of HK\$0.116 per Share.

None of the placees became a substantial Shareholder (as defined under the Listing Rules) as a result of the Placing.

\* *For identification purposes only*

Set out below is the shareholding structure of the Company immediately before and after completion of the Placing:

Shareholders	Shareholding immediately before completion of the Placing		Shareholding immediately after completion of Placing	
	Number of Shares	Approximate % of issued Shares	Number of Shares	Approximate % of issued Shares
Offeror and parties acting in concert with it	1,724,240,000	57.09	1,724,240,000	57.09
Directors and/or their controlled corporations ( <i>notes 1 and 2</i> )	459,320,000	15.21	9,320,000	0.31
Places	—	0.00	450,000,000	14.90
Other public Shareholders ( <i>note 2</i> )	<u>836,440,000</u>	<u>27.70</u>	<u>836,440,000</u>	<u>27.70</u>
Total	<u>3,020,000,000</u>	<u>100.00</u>	<u>3,020,000,000</u>	<u>100.00</u>

*Note:*

- (1) Prior to the completion of the Placing, these Shares were held as to 225,000,000 Shares by CKL Development (a company which is wholly-owned by Mr. Lau Chun Kwok, an executive Director), as to 225,000,000 Shares by Nice Fair (a company which is wholly-owned by Mr. Lau Chun Ka, an executive Director), as to 5,000,000 Shares by Mr. Chan Sun Kwong, an executive Director and as to 4,320,000 Shares by Dr. Lee Peng Fei, Allen, an independent non-executive Director.
- (2) Professor Wong Sue Cheun, Roderick, an independent non-executive Director, disposed of 5,000,000 Shares through the Stock Exchange on 22 March 2011, being the date of this joint announcement. Therefore, such 5,000,000 Shares have been counted as Shares held by “Other public Shareholders”, and are not included as Shares held by “Directors and/or their controlled corporations”, for the purpose of the above table.

Immediately after completion of Placing, CKL Development and Nice Fair ceased to be Shareholders.

By order of the Board  
**Superb Smart Limited**  
**Zheng Juhua**  
*Sole Director*

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

Hong Kong, 22 March 2011

*As at the date of this joint announcement, the executive Directors are Mr. Lau Chun Ming, Mr. Lau Chun Kwok, Mr. Lau Chun Ka, Ms. Leung Lai So and Mr. Chan Sun Kwong; the independent non-executive Directors are Dr. Lee Peng Fei, Allen, Professor Wong Sue Cheun, Roderick and Ms. Wong Tsui Yue, Lucy.*

*All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not*

*contained in this joint announcement (other than those relating to the Offeror and parties acting in concert with it), the omission of which would make any statement contained in this joint announcement misleading.*

*As at the date of this joint announcement, the sole director of the Offeror is Ms. Zheng Juhua.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, CKL Development and Nice Fair), and confirms, having made all reasonable enquires, that to the best of her knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts (other than those relating to the Group, CKL Development and Nice Fair) not contained in this joint announcement, the omission of which would make any such statement contained in this joint announcement misleading.*