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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)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

This refers to the announcements made by Sam Woo Holdings Limited (the “**Company**”) on 11 October 2010, 11 November 2010, 10 December 2010 and 11 January 2011 (together the “**Announcements**”) in relation to the Possible Disposal. Unless otherwise defined, terms used in this announcement shall have the same meanings as those used in the Announcements.

The Company wishes to update the Shareholders that, as informed by AAL, it was approached by an independent third party other than those as mentioned in the Announcements, in respect of the Possible Disposal. Preliminary discussion has been held and no agreement has been entered into. The Company was also informed by AAL that further discussion has been held with certain independent third parties as mentioned in the Announcements and no agreement has been entered into.

Shareholders and potential investors should be aware that the Possible Disposal may or may not proceed and hence Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

This announcement is issued pursuant to Rule 3.7 of the Takeovers Code. Shareholders will be informed of any further development with regard to the Possible Disposal as and when necessary and on a monthly basis pursuant to Rule 3.7 of the Takeovers Code until an announcement of a firm intention to make an offer or of a decision not to proceed with an offer is made in compliance with the Takeovers Code.

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

Hong Kong, 11 February 2011

As at the date of this announcement, the Board 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.

The Directors 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.

** for identification purposes only*