



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 The Ballroom, 18th Floor, Hotel Miramar, 118-130 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 10 December 2007 at 11:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modification, the following ordinary resolution:

ORDINARY RESOLUTION

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in, the Subdivided Shares (as defined in paragraph (a) of this resolution below) and any new Subdivided Shares which may fall to be issued pursuant to the exercise of options which may be granted under the share option scheme adopted by the Company on 25 March 2003:

- (a) with effect from 9:30 a.m. (Hong Kong time) on the business day (not being a Saturday) (the “**Effective Date**”) immediately after the passing of this Resolution, each of the issued and unissued ordinary shares of HK\$0.10 each in the share capital of the Company be and it is hereby subdivided into ten ordinary shares of HK\$0.01 each, to the intent that upon passing of this Resolution and subject to the condition as aforesaid, the authorised and issued share capital of the Company will comprise shares (the “**Subdivided Shares**”) of HK\$0.01 each; and
- (b) the directors of the Company be and they are hereby authorised generally to do all such acts and things as they consider necessary or expedient in connection with the subdivision of shares as referred to in paragraph (a) above.”

By order of the Board
Sam Woo Holdings Limited
Chan Sun Kwong
Company Secretary

Hong Kong, 20 November 2007

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Units 1310-13, 13th Floor
113 Argyle Street, Mongkok
Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, at Tricor Tengis Limited, the Company's branch registrar in Hong Kong, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
3. In the case of joint registered holders of any Shares, any one of them may vote at the meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the meeting, either personally or by proxy, that one of them so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
4. As at the date of this notice, the board of directors 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 non-executive director and Dr. Lee Peng Fei, Allen, Professor Wong Sue Cheun, Roderick and Mr. Chan Wai Dune as independent non-executive directors.

* *for identification purposes only*