

*The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **SAM WOO HOLDINGS LIMITED**

**三和集團有限公司\***

*(incorporated in Bermuda with limited liability)*

(Stock Code: 2322)

### **PROPOSED SUBDIVISION OF SHARES AND CHANGE OF BOARD LOT SIZE**

The Board is pleased to announce the proposed Share Subdivision, whereby the existing issued and unissued Shares of HK\$0.10 each in the share capital of the Company be subdivided into ten Subdivided Shares of HK\$0.01 each in the share capital of the Company. The Share Subdivision will be subject to the conditions set out below.

The Shares are currently traded in board lots of 4,000 Shares each on the Stock Exchange. Upon the Share Subdivision having become effective, the Subdivided Shares will be traded in board lots of 10,000 Subdivided Shares each.

An ordinary resolution to approve the Share Subdivision will be proposed at the SGM.

A circular containing, among other matters, details of the Share Subdivision, the trading arrangements in respect of the Subdivided Shares, the procedures for free exchange of share certificates and the notice of SGM will be despatched to the Shareholders as soon as possible.

### **PROPOSED SUBDIVISION OF SHARES AND CHANGE OF BOARD LOT SIZE**

The Board is pleased to announce the proposed Share Subdivision, whereby the existing issued and unissued Shares of HK\$0.10 each in the share capital of the Company be subdivided into ten Subdivided Shares of HK\$0.01 each in the share capital of the Company. The Shares are currently traded in board lots of 4,000 Shares each on the Stock Exchange. Upon the Share Subdivision having become effective, the Subdivided Shares will be traded in board lots of 10,000 Subdivided Shares each. No odd lot will be resulted from the Share Subdivision and change of board lot size.

## **Conditions of the Share Subdivision**

The Share Subdivision is conditional upon, among other matters:

- (a) the Shareholders at the SGM having passed an ordinary resolution approving the Share Subdivision; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares.

The Share Subdivision is to become effective on the trading day immediately after the conditions mentioned above are fulfilled. The effective date is expected to be 11 December 2007.

## **Reasons for the Share Subdivision and change of board lot size**

Based on the closing price of HK\$2.9 of the Shares as quoted on the Stock Exchange on 5 November 2007 and assuming that the Share Subdivision became effective on that date, (a) the trading price for each new board lot of 10,000 Subdivided Shares will be HK\$2,900 (and not less than HK\$2,000); and (b) the aggregate trading price for each new board lot of 10,000 Subdivided Shares will be less than the aggregate trading price of the existing board lot of 4,000 Shares by approximately 75%. The Board believes the Share Subdivision will improve the liquidity in trading of shares of the Company and thereby would attract more investors and widen the Shareholders' base. Given the prevailing market conditions, a more liquid market will provide more flexibility for investors to buy and sell shares of the Company. Accordingly, the Board considers that the Share Subdivision and change of board lot size are in the interests of the Company and the Shareholders as a whole.

Save for the costs incurred by the Company in implementing the Share Subdivision and change of board lot size, the Share Subdivision will not alter the underlying assets, business operations, management or financial position of the Group or the proportional interests of the Shareholders. The Board considers that the Share Subdivision and the change of board lot size will not have any material adverse effect on the financial position of the Group.

## **Share Capital of the Company**

As at the date of this announcement, the authorised share capital of the Company is HK\$100,000,000 divided into 1,000,000,000 Shares, of which 302,000,000 Shares have been issued and fully paid or credited as fully paid. Assuming no further Shares will be issued or repurchased after the date of this announcement, upon the Share Subdivision having become effective, the authorised share capital of the Company will be HK\$100,000,000 divided into 10,000,000,000 Subdivided Shares, of which 3,020,000,000 Subdivided Shares will be in issue and 6,980,000,000 Subdivided Shares will remain unissued.

The Subdivided Shares will rank *pari passu* in all respects among themselves and the Share Subdivision will not result in any change in the relative rights of the Shareholders.

## Expected Timetable

The expected timetable for implementation of the Share Subdivision and the relevant trading arrangements are as follows:

**2007/2008**

Circular in relation to the Share Subdivision to be despatched on or before .....	Tuesday, 20 November 2007
Latest time for lodging forms of proxy for use at the SGM .....	11:00 a.m. on Saturday, 8 December 2007
Date of SGM .....	11:00 a.m. on Monday, 10 December 2007
Publication of announcement in relation to completion of the Share Subdivision .....	Monday, 10 December 2007
Effective time and date of the Share Subdivision .....	9:30 a.m. on Tuesday, 11 December 2007
Dealings in Subdivided Shares commence.....	9:30 a.m. on Tuesday, 11 December 2007
Original counter for trading in existing Shares in board lots of 4,000 Shares temporarily closes .....	9:30 a.m. on Tuesday, 11 December 2007
Temporary counter for trading in board lots of 40,000 Subdivided Shares (in the form of certificates of existing Shares (the “ <b>Old Share Certificates</b> ”)) opens.....	9:30 a.m. on Tuesday, 11 December 2007
First day of free exchange of Old Share Certificates for new certificates of Subdivided Shares (the “ <b>New Share Certificates</b> ”)).....	Tuesday, 11 December 2007
Original counter for trading in Subdivided Shares in new board lots of 10,000 Subdivided Shares (in the form of New Share Certificates) re-opens .....	9:30 a.m. on Thursday, 27 December 2007

Parallel trading in Subdivided Shares  
(in the form of New Share Certificates and  
Old Share Certificates) commences . . . . . 9:30 a.m. on Thursday,  
27 December 2007

Parallel trading in Subdivided Shares  
(in the form of New Share Certificates and  
Old Share Certificates) ends. . . . . 4:00 p.m. on Friday,  
18 January 2008

Temporary counter for trading in board lots of  
40,000 Subdivided Shares (in the form of  
Old Share Certificates) closes . . . . . 4:00 p.m. on Friday,  
18 January 2008

Last day for free exchange of Old Share Certificates  
for New Share Certificates . . . . . Wednesday, 23 January 2008

### **Share certificates**

The Old Share Certificates will only be valid for delivery, trading and settlement purpose for the period up to 4:00 p.m. on Friday, 18 January 2008 and thereafter will not be accepted for delivery, trading and settlement purpose. However, the Old Share Certificates will continue to be good evidence of title to the Subdivided Shares on the basis of one Share for ten Subdivided Shares and may be exchanged for the New Share Certificates (i) free of charge at any time between Tuesday, 11 December 2007 and Wednesday, 23 January 2008 (both days inclusive); or (ii) upon payment of a prescribed fee of HK\$2.50 (or such amount as may from time to time be determined by the Stock Exchange) per share certificate at any time after Wednesday, 23 January 2008. It is expected that New Share Certificates will be available for collection within a period of 10 business days after submission of the Old Share Certificates.

The New Share Certificates will be in green in order to be distinguished from the Old Share Certificates which are in beige.

### **General**

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Subdivided Shares.

A circular containing, among other matters, details of the Share Subdivision, the trading arrangements in respect of the Subdivided Shares, the procedures for free exchange of share certificates and the notice of SGM will be despatched to the Shareholders as soon as practicable.

## DEFINITIONS

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

“Board”	the board of Directors
“business day”	any days (other than Saturdays) on which licensed banks in Hong Kong are open for business during their normal business hours
“Company”	Sam Woo Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be held to approve, among other matters (if any), the Share Subdivision
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company as at the date of this announcement
“Shareholder(s)”	holder(s) of Share(s)
“Share Subdivision”	the subdivision of Shares whereby the existing issued and unissued Shares of HK\$0.10 each in the share capital of the Company be subdivided into ten Subdivided Shares of HK\$0.01 each in the share capital of the Company
“Subdivided Share(s)”	new ordinary share(s) of HK\$0.01 each in the share capital of the Company upon completion of the Share Subdivision
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“HK\$”

Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the People’s Republic of China

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

Hong Kong, 5 November, 2007

*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*