



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 (“**Company**”) will be held at Ballroom A–C, Penthouse, Hotel Miramar, 118-130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong at 11:00 a.m. on 7 March 2006 to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** the sale and purchase agreement dated 1 December 2005 and a supplemental agreement dated 12 January 2006 and made between Sam Woo Group Limited (“**Sam Woo**”), a subsidiary of the Company and Mr. Lau Chun Ming (the “**Vendor**”) in relation to, among other things, the acquisition (the “**Acquisition**”) by Sam Woo from the Vendor for the entire issued share capital of Master View Co., Ltd. at HK\$1, copies of which have been produced to the meeting and signed by the chairman of the meeting for the purpose of identification, and that all the transactions in relation to the Acquisition contemplated thereunder be and they are hereby approved.”

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.

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

Hong Kong, 13 February 2006

Principal place of business in Hong Kong:

Units 1310-13
113 Argyle Street
Mongkok, Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more than one proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
2. To be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar and transfer offices in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for scheduled for holding the meeting or adjourned meeting thereof.

* *For identification purposes only*

Please also refer to the published version of this announcement in The Standard.