

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2011

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | Sam Woo Holdings Limited |
|----------------|--------------------------|
| Date Submitted | 3 January 2012 |

I. Movements in Authorised Share Capital

| 1. Ordinary Shares | | | |
|---------------------------------------|---------------------------|----------------------------------|---|
| (1) Stock code : <u>02322</u> Descrip | otion : | Sam | Woo |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | 10,000,000,000 | HK\$0.01 | HK\$100,000,000.00 |
| Increase/(decrease) | Nil | | Nil |
| Balance at close of the month | 10,000,000,000 | HK\$0.01 | HK\$100,000,000.00 |
| (2) Stock code : Descrip | otion : | | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

2. Preference Shares

| Stock code : Descri | ption : | | |
|-------------------------------------|--------------------------|----------------------------------|---|
| | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

3. Other Classes of Shares

| Stock code : Descrip | otion : | | |
|-------------------------------------|--------------------------------|----------------------------------|---|
| | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

Total authorised share capital at the end of the month (*State currency*): **HK\$100,000,000.00**

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference | No. of other classes | | |
|--|------------------------|-----|------------------|----------------------|--|--|
| | (1) | (2) | shares | of shares | | |
| Balance at close of preceding month | 3,020,000,000 | | | | | |
| Increase/ (decrease) during the month | Nil | | | | | |
| Balance at close of the month | 3,020,000,000 | | | | | |

III. Details of Movements in Issued Share Capital

| Share Options (under | Share Option | Schemes of the I | ssuer) | | | |
|-------------------------|--------------|------------------|--------------|--------------|----------------------|--------------------------|
| Particulars of share | | | | | No. of new shares of | No. of new shares of |
| option scheme | | | | | issuer issued during | issuer which may be |
| including EGM | | | | | the month pursuant | issued pursuant thereto |
| approval date | | Movement durin | g the month | | thereto | as at close of the month |
| (dd/mm/yyyy) and — | | | 0 | | | |
| class of shares | | | | | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| 1.Exercise Price | | | | | | |
| HK\$ | | | | | | |
| | | | | | | |
| Meeting approved | | | | | | |
| (/ /) | | | | | | |
| Ordinary shares | | | | | | |
| (Note 1) | | | | | | |
| (Ivole I) | | | | | | |
| | | | | | | |
| 2.Exercise Price | | | | | | |
| HK\$ | | | | | | |
| | | | | | | |
| Meeting approved | | | | | | |
| (/ /) | | | | | | |
| Ordinary shares | | | | | | |
| (Note 1) | | | | | | |
| (| | | | | | |
| 3.Exercise Price | | | | | | |
| HK\$ | | | | | | |
| | | | | | | |
| | | | | | | |
| Meeting approved | | | | | | |
| | | | | | | |
| Ordinary shares | | | | | | |
| (Note 1) | | | | | | |
| | | Tot | al A. (Ordin | | | |
| | | | (Prefere | nce shares) | | |
| | | | (0 | Other class) | | |
| Total funds raised duri | ng the month | from exercise of | | | | |
| options (State currency | | | | | | |
| | | | | | | |

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of Nominal value at nominal close of value preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---|----------------------------------|---|--|--|
| <u>\.</u> | | | | | |
| | | | | | |
| (/) Stock code (if listed) Class of shares issuable (<i>Nate 1</i>) Subscription price | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | |
| <u>2.</u> | | | | | |
| (/ /) Stock code (if listed) Class of shares | <u> </u> | | | | |
| issuable (Note 1) | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | | | | | |
| <u>3.</u> | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | |
| 4. | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) | | | | | |
| California di anciera | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | |
| | Total | (Preferen | ary shares) ace shares) ther class) | | |

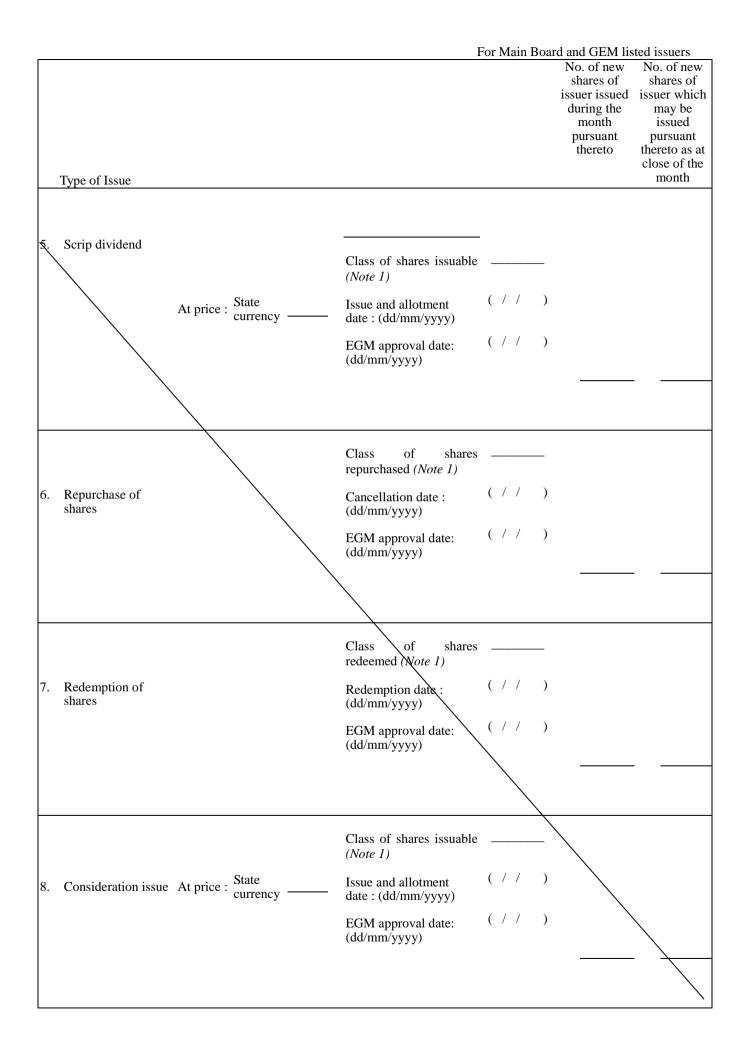
| Convertibles (i.e. Convertible into S Class and description | | Amount at close of preceding month | Converted during the month | Amount at close of the | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the |
|---|------------------|--|----------------------------------|------------------------------|--|---|
| <u>x</u> | | | | month | | month |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| Stock code (if listed) Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy)) | (//) | | | | | |
| 2. | | | | | | |
| \ | \backslash | | | | | |
| | $\underline{\ }$ | | | | | |
| Stock code (if listed) Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ /) | | | | | |
| 3. | | \backslash | | | | |
| | | \sim | | | | |
| | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | \backslash | ` | | |
| EGM approval date (if applicable) | | | | \backslash | | |
| (dd/mm/yyyy) | (/ /) | | | \backslash | | |
| 4. | | | | | | |
| | | | | \backslash | | |
| | | | | | <u> </u> | |
| Stock code (if listed) Class of shares | | | | | \backslash | |
| issuable (Note 1) | | | | | \backslash | |
| Subscription price | | | | | \backslash | |
| (if applicable) | | | | | Ň | \backslash |
| | (/ /) | | | | | \backslash |
| | | | Prefere | nary shares) ence shares) | | |
| | | | (| Other class) | | |

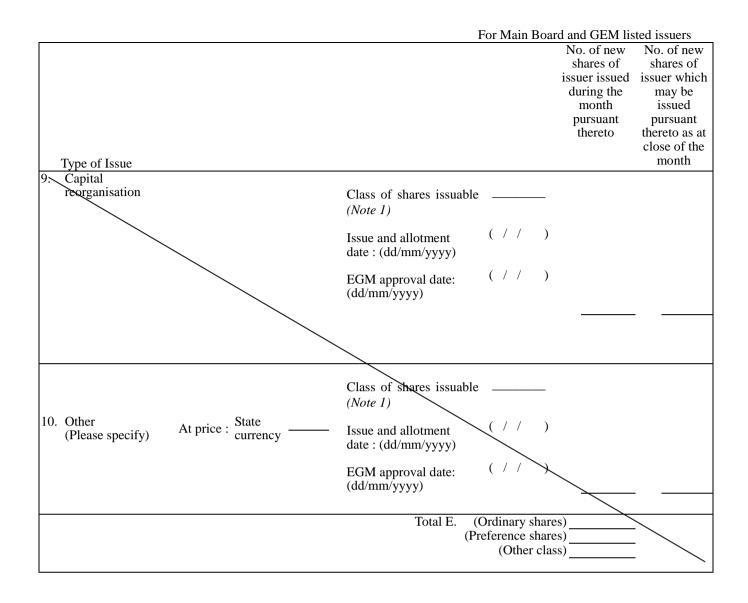
For Main Board and GEM listed issuers Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---|--|
| if applicable, and class of shares issuable: | | as at close of the month |
| | | |
| | | |
| | | |
| | | |
| shares (Note 1) | | |
| | | |
| 2 | - | |
| | | |
| | | |
| shares (Note 1) | | |
| | | |
| 3. | | |
| | | |
| | | |
| | | |
| shares (Note 1) | | < <u> </u> |
| | | |
| Total D. (Ordinary shares) | | |
| (Preference shares) | | |
| (Other class) | | |
| | 1 | |



| | ner Movements in Issu Type of Issue | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----|--|------------------|--|-------|---|--|---|
| X | Rights issue | | Class of shares issuable (<i>Note 1</i>) | | | | |
| | | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |
| | | | Class of shares issuable (Note 1) | | | | |
| 2. | Open offer | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |
| | | | Class of shares issuable (<i>Note 1</i>) | | | | |
| 3. | Placing | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |
| | | | Class of shares issuable (Note 1) | | _ | | |
| 4. | Bonus issue | | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |





| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | Nil |
|--|-----------|----------------|
| | (2) | |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | - | |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E) | : | |
| (These figures should be the same as the relevant figures under II above ("Movements in I | ssued Sha | re Capital").) |

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| Submitted by: | Chan Chi Yuen | | |
|----------------|--|---|--|
| | | | |
| Title: | Director | | |
| | | _ | |
| (Director, Sec | retary or other duly authorised officer) | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| Notes : | | | |

State the class of shares (e.g. ordinary, preference or other). 1.

If there is insufficient space, please append the prescribed continuation sheet. 2.