



SAM WOO HOLDINGS LIMITED

三和集團有限公司*

(incorporated in Bermuda with limited liability)
(Stock Code: 2322)

HIGH CONCENTRATION OF SHAREHOLDING

This announcement is made at the request of the Stock Exchange. The Board has recently been informed by the Stock Exchange on the basis of the information provided by the SFC, that there was a concentration of Shares in the hands of a relative small number of shareholders as at 26 June 2007. In view of the high concentration of shareholding in a small number of shareholders, holders of the securities of the Company and potential investors should be aware that the price of the Shares could fluctuate substantially even with a small number of the Shares traded. **Holders of the securities of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.**

This announcement is made at the request of The Stock Exchange of Hong Kong Limited ("Stock Exchange").

Shareholdings and movements in prices and trading volumes of shares in the Company

The board ("Board") of directors ("Directors") of Sam Woo Holdings Limited ("Company") has recently been informed by the Stock Exchange that on the basis of the information provided by the Securities and Futures Commission ("SFC"), Actiease Assets Limited ("Actiease", a substantial shareholder (within the meanings of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules")) of the Company and a company indirectly wholly-owned by a discretionary trust of which Ms Leung Lai So, an executive Director, is a beneficiary), CKL Development Limited ("CKL", a company wholly-owned by Mr Lau Chun Kwok, an executive Director) and Nice Fair Group Limited ("Nice Fair", a company wholly-owned by Mr Lau Chun Ka, an executive Director) held approximately 56.29%, 7.45% and 7.45% of the total issued share capital of the Company as at 26 June 2007. These shareholders of the Company, together with a group of 14 other entities, held in aggregate approximately 94.88% of the total issued share capital of the Company as at 26 June 2007. On this basis, the Shares held by other investors only accounted for approximately 5.12% of the total issued share capital of the Company as at 26 June 2007.

According to the information provided by the SFC (which information is a matter of public record), the share price of the Company hovered from HK\$0.68 to HK\$1.21, with a thin average daily turnover of 380,000 shares of HK\$0.10 each in the Company (each a "Share"). Since 17 May 2007, share price started to rise and closed at HK\$6.14 on 11 June 2007, representing a gain of 407.4% as compared with the closing price of HK\$1.21 on 16 May 2007. During this period, the average daily turnover remained low at 230,000 Shares.

On 12 June 2007, the Company issued a clarification announcement ("Clarification Announcement") which indicated that on 11 June 2007, it had entered into a non-legally binding memorandum of understanding with Nah Trang Vinalines Marine Company, an independent third party incorporated in Vietnam, in relation to the Company's possible investment of a shipyard project in Nha Trang City in Vietnam. Since then, the share price of the Company continued to trend upwards and closed at HK\$8 on 29 June 2007. As at 31 July 2007, the share price of the Company closed at HK\$5.30.

Save as disclosed in the Clarification Announcement, the Directors are not aware of any matters which were or might be of a price sensitive nature during the period from 17 May 2007 to 10 June 2007.

Public float and general matters

The Directors wish to clarify that as the above information is provided by the SFC, the Company is not in a position to verify or comment on the accuracy of such information except in connection with the matters disclosed in the Clarification Announcement, and the shareholdings of Actiease, CKL and Nice Fair based on the register of interests in shares and short positions maintained by the Company.

The Company has also reviewed the list of the shareholders of the Company provided by the Company's registrar, Tengis Limited, and the CCASS Participants Shareholding Report generated by Hong Kong Securities Clearing Company Limited. The following table shows the registered shareholding structure of the Company as at 26 June 2007:

	No. of Shares	Approximate percentage of the Company's issued share capital	
Controlling shareholder	Actiease (beneficial owner of 170,000,000 Shares – see Note 1)	170,000,000	56.29%
Other connected persons	CKL (beneficial owner of 22,500,000 Shares – see Note 2)	22,500,000	7.45%
	Nice Fair (beneficial owner of 22,500,000 Shares – see Note 3)	22,500,000	7.45%
Other shareholders	HKSCC Nominees Limited (Note 4)	71,448,000	23.66%
	41 registered shareholders (Note 5)	15,552,000	5.15%
	<u>302,000,000</u>	<u>100.00%</u>	

Notes:

- Actiease is indirectly wholly-owned by a discretionary trust of which Ms Leung Lai So, an executive Director, is a beneficiary. According to the last notifications received by the Company in respect of the disclosure of interests in Shares required under SFO (as defined below), Actiease was the beneficial owner of 170,000,000 Shares (representing approximately 56.29% of the total issued share capital of the Company as at 26 June 2007). So far as the Company is aware, as at 26 June 2007, all the 170,000,000 Shares were registered in Actiease's own name.
- CKL is wholly-owned by Mr Lau Chun Kwok, an executive Director. According to the last notifications received by the Company in respect of the disclosure of interests in Shares required under SFO (as defined below), CKL was the beneficial owner of 22,500,000 Shares (representing approximately 7.45% of the total issued share capital of the Company as at 26 June 2007). So far as the Company is aware, as at 26 June 2007, all the 22,500,000 Shares were registered in CKL's own name.
- Nice Fair is wholly-owned by Mr Lau Chun Ka, an executive Director. According to the last notifications received by the Company in respect of the disclosure of interests in Shares required under SFO (as defined below), Nice Fair was the beneficial owner of 22,500,000 Shares (representing approximately 7.45% of the total issued share capital of the Company as at 26 June 2007). So far as the Company is aware, as at 26 June 2007, all the 22,500,000 Shares were registered in Nice Fair's own name.
- According to the CCASS Participants Shareholding Report generated by Hong Kong Securities Clearing Company Limited as at 26 June 2007, an aggregate of 63,164,000 Shares were held by 62 CCASS participants. Based on the list of shareholders of

the Company provided by the Company's registrar, Tengis Limited, 71,448,000 Shares were registered in the name of HKSCC Nominees Limited. The difference of 8,284,000 Shares between the list of shareholders of the Company provided by the Company registrar, Tengis Limited, and the CCASS Participants Shareholding Report generated by Hong Kong Securities Clearing Company Limited is due to the different updating process handled by these two organisations.

Based on the above CCASS Participants Shareholding Report, the top 20 CCASS Participants accounted for 62,462,000 Shares (representing approximately 20.68% of the Company's issued share capital as at 26 June 2007). So far as the Company is aware, among the Shares registered under the name of HKSCC Nominees Limited, 500,000 Shares, 500,000 Shares, 500,000 Shares and 112,000 Shares were held by CCASS participants nominated by Wong Sue Cheun Roderick, Lee Peng Fei Allen Chan Sun Kwong and Chiu Kam Kun Eric respectively, each being a Director.

The Directors confirm that to the best knowledge, belief and information after making reasonable enquiries, they are not aware of any party having an interest in any of the remaining 69,836,000 Shares (representing approximately 23.12% of the Company's issued share capital as at 26 June 2007) registered under the name of HKSCC Nominees Limited who is either (a) a connected person (as defined in the Listing Rules) of the Company; (b) a person whose acquisition of Shares has been financed directly or indirectly by a connected person; or (c) a person who is accustomed to taking instructions from a connected person in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it. For such reasons, the remaining 69,836,000 Shares held by HKSCC Nominees Limited were regarded as being in public hands under the Listing Rules.

- Based on the information contained in the shareholders' register as at 26 June 2007 provided by the Company's share registrar, approximately 5.15% of the issued share capital of the Company was held by 41 registered shareholders (other than HKSCC Nominees Limited, Actiease, CKL and Nice Fair), the majority of whom held a small number of Shares.

According to the last notifications received by the Company in respect of the disclosure of interests in Shares required under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO") and other information available to the Company, as at 26 June 2007:

- Actiease as a beneficial owner had an interest in 170,000,000 Shares (representing approximately 56.29% of the Company's issued share capital). As understood by the Company, as at 26 June 2007, all 170,000,000 Shares owned by Actiease were registered in Actiease's own name.
- CKL as a beneficial owner had an interest in 22,500,000 Shares (representing approximately 7.45% of the Company's issued share capital). As understood by the Company, as at 26 June 2007, all 22,500,000 Shares owned by CKL were registered in CKL's own name.
- Nice Fair as a beneficial owner had an interest in 22,500,000 Shares (representing approximately 7.45% of the Company's issued share capital). As understood by the Company, as at 26 June 2007, all 22,500,000 Shares owned by Nice Fair were registered in Nice Fair's own name.
- As at 26 June 2007, Wong Sue Cheun Roderick, Lee Peng Fei Allen, Chan Sun Kwong and Chiu Kam Kun Eric, each being a Director, were beneficially interested in 500,000 Shares, 500,000 Shares, 500,000 Shares and 112,000 Shares respectively (representing approximately 0.16%, 0.16%, 0.16% and 0.04% of the Company's issued share capital respectively). As understood by the Company, all the Shares owned by these four Directors were deposited with a broker house as CCASS participant and registered under the name of HKSCC Nominees Limited.

Save as disclosed above, and having made all reasonable enquiries of the directors and the chief executive of each of the Company and its subsidiaries, the Company is not aware of any of its connected persons (within the meaning of the Listing Rules) having any interests in the issued share capital of the Company. So far as the Company is aware, the said top 20 CCASS Participants are banks or brokers. The Company believes that such banks and brokers held shares as custodians on behalf of their respective clients and other than as mentioned above, the said top 20 CCASS Participants shareholders are not related to or connected with any of the connected persons of the Company as defined under the Listing Rules. The Company does not have knowledge as to whether such 20 CCASS Participants shareholders are related to or connected with each other.

In any event, the Directors confirm that to the best of their knowledge and belief on the information available to them, approximately 28.27% of the issued share capital of the Company was in public hands as at 26 June 2007 and the Company is able to comply with the public float requirement under the Listing Rules.

The Company makes this announcement to keep the market informed at the request of the Stock Exchange. In view of the high concentration of shareholding in a small number of shareholders, holders of the securities of the Company and potential investors should be aware that the price of the Shares could fluctuate substantially even with a small number of the Shares traded. **Holders of the securities of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 14 August 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