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SAM WOO HOLDINGS LIMITED

三和集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 2322)

DISCLOSEABLE TRANSACTION PURCHASE OF EQUIPMENT

On 2 September 2009, an order was confirmed by the Purchaser for the purchase of the Equipment at the aggregate Consideration of EUR6,298,000.00 (approximately HK\$69,574,006.00) from the Supplier. The transactions contemplated under the Order Confirmation together constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

THE ORDER CONFIRMATION

Date : 2 September 2009

Supplier : Liebherr

Purchaser : Sam Woo Engineering Equipment Limited, a wholly-owned subsidiary of the Company

Equipment : six units of crawler crane

Consideration : EUR6,298,000.00 in aggregate (approximately HK\$69,574,006.00)

Payment Terms : (1) For Equipment unit 1, 2 and 3, 100% of contract value for each unit will be payable seven days prior to delivery, which is scheduled in the period from 21 September 2009 to 9 November 2009. (2) For Equipment unit 4, 5 and 6, 5% down payment of contract value for each unit will be payable within seven days after signing the Order Confirmation; another 5% will be payable 30 days before delivery; 90% of contract value for each unit will be payable by bank draft within seven days after taking delivery of the respective unit, which is scheduled in the period from 5 January 2010 to 22 March 2010.

The Directors confirm that the Consideration is determined after arm's length negotiations between the relevant Supplier and the Purchaser by reference to the market value of similar type of equipment.

REASONS FOR AND BENEFITS OF THE PURCHASE OF THE EQUIPMENT

The Group is principally engaged in foundation works, trading of machinery and equipment and vessel chartering. The Supplier is a manufacturer of construction machinery and equipment in Austria.

To the best of the Directors' knowledge, information and belief after making all reasonable enquiries, the Supplier and its respective ultimate beneficial owners are Independent Third Parties.

The Equipment is intended to be deployed in construction projects by the Group. The Directors believe that the purchase of the Equipment will enhance the construction capacity and efficiency of the Group.

The Directors are of the view that the Order Confirmation are made on normal commercial terms which are fair and reasonable. The Directors also believe that the purchase of the Equipment is in the interest of the Group and the shareholders of the Company as a whole.

SOURCE OF FUNDING

The purchase of the Equipment will be financed principally by internal resources and borrowings of the Group. The Directors consider that there will be no material impact on the independence of the Company or its financial conditions. However, the Consideration will be paid in EUR, there may be foreign exchange risks.

LISTING RULES IMPLICATION

The relevant Percentage Ratio of the transactions contemplated under the Order Confirmation is more than 5% but less than 25%, hence, the transactions contemplated under the Order Confirmation together constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

The Group does not have prior transactions with the Supplier and/or its ultimate beneficial owner which would require to be aggregated under Rule 14.22 of the Listing Rules.

DEFINITIONS

“Board”	the board of Directors
“Company”	Sam Woo Holdings Limited, a company incorporated in the Bermuda and the shares of which are listed on the Main Board of the Stock Exchange
“Consideration”	the aggregate consideration for the purchase of the Equipment pursuant to the Order Confirmation
“Directors”	the directors of the Company
“Equipment”	six units of crawler crane
“EUR”	Euro dollars, the lawful currency of the European Union
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of the Group and connected person(s) (as defined in the Listing Rules) of the Group
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Order Confirmation”	the order confirmation dated 2 September 2009 issued from the Supplier to the Purchaser for the purchase of the Equipment
“Percentage Ratio”	has the meaning ascribed to this term under the Listing Rules, as application to a transaction
“Purchaser”	Sam Woo Engineering Equipment Limited, a wholly-owned subsidiary of the Company
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Supplier”	Liebherr-Werk Nenzing GmbH, a manufacturer of construction machinery and equipment in Austria
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

Note: For the purpose of this announcement, unless otherwise specified, amounts denominated in EUR have been translated into HK\$ for the purpose of illustration only at the exchange rate of EUR1.00 = HK\$11.047.

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

Hong Kong, 2 September 2009

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 and Professor Wong Sue Cheun, Roderick.

** for identification purposes only*