

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however 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)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR,  
CHAIRMAN OF AUDIT COMMITTEE AND  
REMUNERATION COMMITTEE MEMBER**

The board of directors (the “Board”) of Sam Woo Holdings Limited (the “Company”) announces that Mr. Chan Wai Dune (“Mr. Chan”), an independent non-executive director, the chairman of audit committee and a member of remuneration committee of the Company has resigned with effect from 31 July 2009 due to his heavy work commitment and overseas duties.

Mr. Chan has confirmed that there is no disagreement between him and the Board and there are no matters that need to be brought to the attention of the shareholders of the Company in relation to his resignation. The Board would like to express its sincere appreciation to Mr. Chan for his valuable contributions to the Company during his tenure.

Following the resignation of Mr. Chan, the Company has only two independent non-executive directors, the audit committee of the Company comprises only two members, and there is no existing independent non-executive director who has appropriate professional qualifications or accounting or related financial management expertise, which fall below the minimum number as required under Rule 3.10(1) and Rule 3.21 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the qualification requirement set out in Rule 3.10(2) respectively. In order to meet the requirements under the Listing Rules, The Company will appoint a new independent non-executive director and audit committee member as soon as practicable and in any event within three months.

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

Hong Kong, 31 July 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*