



# SAM WOO HOLDINGS LIMITED

三和集團有限公司\*

(Incorporated in Bermuda with limited liability)  
(Stock code: 2322)

## POLL RESULTS OF RESOLUTION PROPOSED AT THE SPECIAL GENERAL MEETING OF THE COMPANY HELD ON 7 MARCH 2006

The Board is pleased to announce that the ordinary resolution approving the S&P Agreement and the Supplemental Agreement in relation to the Acquisition was duly passed by the Independent Shareholders at the SGM held on 7 March 2006.

Reference is made to the announcement of Sam Woo Holdings Limited (“**Company**”) dated 9 December 2005, 30 December 2005, 12 January 2006, 20 January 2006 and 10 February 2006 and the circular (“**Circular**”) of the Company dated 13 February 2006. Terms used in this announcement shall have the same meanings as defined in the Circular.

The Board is pleased to announce that the ordinary resolution (the “**Resolution**”) approving the S&P Agreement and the Supplemental Agreement in relation to the Acquisition and the transactions contemplated thereunder as set out in the notice convening the SGM was duly passed by the Independent Shareholders at the SGM held on 7 March 2006.

At the SGM, the chairman of the SGM demanded a poll for voting on the Resolution. Tengis Limited, the Hong Kong branch share registrar of the Company, acted as scrutineer for the vote-taking at the SGM. The results of the voting by poll are as follows:

Total number of shares voted for the Resolution	40,468,000 (100%)
Total number of shares voted against the Resolution	Nil (0%)

The total number of Shares entitling the holders thereof to attend and vote for or against the Resolution as at the date of the SGM was 300 million Shares. As the Vendor, Mr Lau Chun Kwok, Mr Lau Chun Ka and Ms Leung Lai So, being the brothers and wife of the Vendor, respectively, are connected persons of the Company materially interested in the Acquisition, each of CKL Development Limited, Nice Fair Group Limited and Actiease Assets Limited, being their respective associates holding in aggregate 225 million Shares (representing 75% equity interest in the Company as at the date of the SGM), abstained from voting on the Resolution accordingly.

As at the date of this announcement, the Board comprises the following members:

*Executive Directors:*

Mr. Lau Chun Ming  
Mr. Lau Chun Kwok  
Mr. Lau Chun Ka  
Ms. Leung Lai So  
Mr. Hsu Kam Yee, Simon  
Mr. Chan Sun Kwong

*Independent non-executive Directors:*

Dr. Lee Peng Fei, Allen  
Professor Wong Sue Cheun, Roderick  
Mr. Chan Wai Dune

*Non-executive Director:*

Mr. Chiu Kam Kun, Eric

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

Hong Kong, 7 March 2006

\* For identification purpose only