

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 howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

SAM WOO CONSTRUCTION GROUP LIMITED

三和建築集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code : 3822)

VOLUNTARY ANNOUNCEMENT MEMORANDUM OF UNDERSTANDING IN RELATION TO PURCHASE OF EQUIPMENT

This announcement is published by the Company on a voluntary basis to keep the Shareholders and potential investors informed of the latest business development of the Group.

The Board is pleased to announce that SWEE, an indirect wholly-owned subsidiary of the Company, has entered into the Memorandum of Understanding with the Potential Supplier on 23 March 2015, pursuant to which SWEE agreed to purchase the Equipment at the aggregate consideration of approximately EUR15,600,000 (approximately HK\$131.1 million) from the Potential Supplier.

This announcement is published by the Company on a voluntary basis to keep the Shareholders and potential investors informed of the latest business development of the Group.

THE MEMORANDUM OF UNDERSTANDING

The Board is pleased to announce that SWEE, an indirect wholly-owned subsidiary of the Company, has entered into the Memorandum of Understanding with the Potential Supplier on 23 March 2015, pursuant to which SWEE agreed to purchase the Equipment at the aggregate consideration of approximately EUR15,600,000 (approximately HK\$131.1 million) from the Potential Supplier (the “**Proposed Purchase**”). The Proposed Purchase is subject to (i) the Parties entering into a definitive agreement after negotiation on the terms of such agreement, including but not limited to relevant financial arrangement and delivery time of the Equipment; and (ii) approval from, among others, the Stock Exchange, if necessary.

INFORMATION ABOUT THE PARTIES

SWEE is an indirectly wholly-owned subsidiary of the Company and is principally engaged in the leasing of machinery and equipment in Hong Kong.

The Potential Supplier is a manufacturer of construction machinery and equipment.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiry, the Potential Supplier and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

REASONS FOR AND BENEFITS OF THE MEMORANDUM OF UNDERSTANDING

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.

LISTING RULES IMPLICATION

The Proposed Purchase, if materialized, may constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules. Further announcement(s) in relation to the Proposed Purchase will be made by the Company as and when appropriate in accordance with the Listing Rules.

DEFINITIONS

“Board”	the board of Directors
“Company”	Sam Woo Construction Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Equipment”	certain units of foundation related equipment
“EUR”	the lawful currency of the Euro Zone
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Memorandum of Understanding”	the memorandum of understanding entered into between the Parties in relation to the Proposed Purchase
“Parties”	SWEE and the Potential Supplier
“Potential Supplier”	the supplier of the Equipment, an independent third party
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“SWEE”	Sam Woo Engineering Equipment Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company

*Note:*For the purpose of this announcement, amounts denominated in EUR have been translated into HK\$ for the purpose of illustration only at the exchange rate of EUR1.00 = HK\$8.41.

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

Hong Kong, 23 March 2015

As at the date of this announcement, the executive directors of the Company are Mr. Lau Chun Ming, Mr. Lau Chun Kwok, Mr. Lau Chun Ka and Ms. Leung Lai So; the independent non-executive directors of the Company are Professor Wong Sue Cheun, Roderick, Mr. Chu Tak Sum and Mr. Ip Tin Chee, Arnold.