

*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.*

*This announcement appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.*

## **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)*

### **COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**

**UOBKayHian**

**大華繼显**

UOB Kay Hian (Hong Kong) Limited

The Board is pleased to announce that the condition of the Placing has been fulfilled and the completion of the Placing took place on 17 July 2015. An aggregate of 20,000,000 Placing Shares have been successfully placed by the Placing Agent to four Placees at the Placing Price of HK\$3.01 per Placing Share.

Reference is made to the announcement of Sam Woo Construction Group Limited (the “**Company**”) dated 2 July 2015 (the “**Announcement**”) in relation to among other matters, placing of new shares under the General Mandate. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless otherwise stated.

The Board is pleased to announce that the condition of the Placing has been fulfilled and the completion of the Placing took place on 17 July 2015. An aggregate of 20,000,000 Placing Shares have been successfully placed by the Placing Agent to four Placees at the Placing Price of HK\$3.01 per Placing Share.

To the best of the Directors’ knowledge, information and belief after having made reasonable enquires, (i) the Placees and whose respective ultimate beneficial owner(s) are third parties independent of and not connected with the Company and its connected persons, and (ii) none of the Placees and their respective associates becomes a substantial shareholder of the Company upon completion of the Placing.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and upon the completion of the Placing is set out as below:

Shareholders	Immediately before completion of the Placing		Immediately upon completion of the Placing	
	<i>Number of Shares</i>	<i>Approximate % of shareholding</i>	<i>Number of Shares</i>	<i>Approximate % of shareholding</i>
Actiease Assets Limited ( <i>Note</i> )	300,000,000	75.00	300,000,000	71.43
<b>Public</b>				
Placees and their respective beneficial owners	26,436,000	6.61	46,436,000	11.06
Other public Shareholders	73,564,000	18.39	73,564,000	17.51
Total	<u>400,000,000</u>	<u>100.00</u>	<u>420,000,000</u>	<u>100.00</u>

*Note:* 300,000,000 shares were held by Actiease Assets Limited, a company wholly owned by Silver Bright Holdings Limited. Silver Bright Holdings Limited is 100% held by Managecorp Limited as trustee of a unit trust, of which issued units are 100% held by Nautilus Trustees Asia Limited as trustee of a discretionary trust set up by Mr. Lau Chun Ming.

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

Hong Kong, 17 July 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.*