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If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sam Woo Construction Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank manager, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

**PROPOSED SUBDIVISION OF SHARES;
CHANGE IN BOARD LOT SIZE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover shall have the same meanings as those defined in this circular.

A notice convening the EGM of the Company to be held at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Tuesday, 22 December 2015 at 10:30 a.m. is set out on pages 7 to 8 of this circular. Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

7 December 2015

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EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision and the relevant trading arrangements are set out below:

2015

Latest time for lodging forms of proxy for the EGM. 10:30 a.m. on Sunday 20 December

Expected time and date of EGM 10:30 a.m. on Tuesday 22 December

Publication of the announcement of the results of the EGM Tuesday 22 December

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision

Effective date of the Share Subdivision Wednesday, 23 December

Dealings in the Subdivided Shares commence. 9:00 a.m. on Wednesday, 23 December

Original counter for trading in Shares in board lots of
2,000 Shares temporarily closes 9:00 a.m. on Wednesday, 23 December

Temporary counter for trading in Subdivided Shares
in board lots of 8,000 Subdivided Shares
(in the form of Existing Share Certificates) opens. 9:00 a.m. on Wednesday, 23 December

First day of free exchange of the Existing Share Certificates
for New Share Certificates Wednesday, 23 December

2016

Original counter for trading in Subdivided Shares in
board lots of 4,000 Subdivided Shares (in the form of
New Share Certificates) re-opens 9:00 a.m. on Friday, 8 January

Parallel trading in the existing Shares and Subdivided Shares
(in the form of Existing Share Certificates and
New Share Certificates) commences 9:00 a.m. on Friday, 8 January

Temporary counter for trading in Subdivided Shares in
board lots of 8,000 Subdivided Shares (in the form of
Existing Share Certificates) closes 4:00 p.m. on Thursday, 28 January

Parallel trading in the existing Shares and
the Subdivided Shares (in the form of Existing Share
Certificates and New Share Certificates) ends. 4:00 p.m. on Thursday, 28 January

Last day for free exchange of Existing Share Certificates
for New Share Certificates 4:00 p.m. on Monday, 1 February

EXPECTED TIMETABLE

All times and dates in this circular refer to Hong Kong time and dates.

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Sam Woo Construction Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (stock code: 3822)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to consider and, if thought fit, approve the Share Subdivision
“Existing Share Certificate(s)”	certificate(s) of the Share(s)
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	3 December 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Committee”	has the meaning ascribed thereto under the Listing Rules
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“New Share Certificate(s)”	certificate(s) of the Subdivided Share(s)
“Share(s)”	ordinary share(s) of HK\$0. 01 each in the share capital of the Company before the Share Subdivision becoming effective
“Share Subdivision”	the proposed subdivision of each and every issued and unissued Shares of HK\$0.01 into four (4) Subdivided Shares of HK\$0.0025 each
“Shareholder(s)”	holder(s) of Share(s) or Subdivided Share(s) (where appropriate)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of HK\$0.0025 each in the share capital of the Company upon the Share Subdivision becoming effective

DEFINITIONS

“HK\$” Hong Kong dollar, the lawful currency of Hong Kong

“%” per cent.

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Lau Chun Ming (*Chairman*)

Mr. Lau Chun Kwok (*Chief Executive Officer*)

Mr. Lau Chun Ka

Ms. Leung Lai So

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Professor Wong Sue Cheun, Roderick

Mr. Chu Tak Sum

Mr. Ip Tin Chee, Arnold

Principal place of business

in Hong Kong:

10/F, Energy Plaza

92 Granville Road

Tsim Sha Tsui East

Kowloon

Hong Kong

7 December 2015

To the Shareholders,

Dear Sir or Madam,

PROPOSED SUBDIVISION OF SHARES; CHANGE IN BOARD LOT SIZE AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

On 27 November 2015, the Board announced the proposal to subdivide each (1) existing issued and unissued Share of HK\$0.01 each in the share capital of the Company into four (4) Subdivided Shares of HK\$0.0025 each.

The purpose of this circular is to provide you with further information regarding the Share Subdivision and to give you the notice of the EGM to be convened for the purpose of considering and, if thought fit, approving the Share Subdivision.

LETTER FROM THE BOARD

PROPOSED SHARE SUBDIVISION

The Board proposes that each existing issued and unissued Share of HK\$0.01 in the share capital of the Company be subdivided into four (4) Subdivided Shares of HK\$0.0025 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out under the paragraph headed “Conditions of the Share Subdivision” below.

EFFECT OF THE SHARE SUBDIVISION

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$10,000,000 divided into 1,000,000,000 Shares, of which 420,000,000 Shares have been issued and fully paid or credited as fully paid. Assuming no further Shares will be issued or repurchased prior to the effective date of the Share Subdivision, upon the Share Subdivision having become effective, the authorised share capital of the Company will be HK\$10,000,000 divided into 4,000,000,000 Subdivided Shares, of which 1,680,000,000 Subdivided Shares will be in issue.

The Subdivided Shares will rank *pari passu* in all respects with each others and the Share Subdivision will not result in any change in the rights of the Shareholders.

As at the Latest Practicable Date, the Company does not have any options outstanding under any share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

CONDITIONS OF THE SHARE SUBDIVISION

The Share Subdivision is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Subdivision; and
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Subdivided Shares.

The Share Subdivision will become effective after the conditions of the Share Subdivision above are fulfilled.

Application will be made to the Stock Exchange for the listing of and permission to deal in the Subdivided Shares arising from the Share Subdivision.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

LETTER FROM THE BOARD

No part of the securities of the Company is listed or dealt in, nor is listing or permission to deal in the securities of the Company being proposed to be sought, on any other stock exchange.

CHANGE IN BOARD LOT SIZE

The Shares are currently traded in board lots of 2,000 Shares. The Board proposes that upon the Share Subdivision becoming effective, the Subdivided Shares will be traded in board lots of 4,000 Subdivided Shares. Based on the closing price of HK\$2.75 per Share as quoted on the Stock Exchange as at the Latest Practicable Date and the existing board lot size of 2,000 Shares, the prevailing board lot value is HK\$5,500. On the basis of the aforesaid closing price and the new board lot size of 4,000 Subdivided Shares, the estimated new board lot value would be HK\$2,750.

The change in the board lot size will not result in any change in the relative rights of the Shareholders.

REASONS FOR THE SHARE SUBDIVISION AND CHANGE IN BOARD LOT SIZE

The proposed Share Subdivision will decrease the nominal value and increase the total number of Shares in issue. The Share Subdivision, together with the change in board lot size, will reduce the board lot value of the Shares and improve the liquidity in the trading of the Subdivided Shares. Accordingly, the Board considers that the Share Subdivision together with the change in board lot size, are in the interests of the Company and the Shareholders as a whole.

Save for the costs to be incurred by the Company in implementing the Share Subdivision, the Share Subdivision will not alter the underlying assets, business operations, management or financial position of the Group or the proportional interests of the Shareholders. The Board considers that the Share Subdivision will not have any material adverse effect on the financial position of the Company.

FREE EXCHANGE OF CERTIFICATES FOR THE SUBDIVIDED SHARES

Subject to the Share Subdivision becoming effective, Shareholders may, between 9:00 a.m. to 4:30 p.m. (Hong Kong time) on any business day from 23 December 2015 to 1 February 2016 (both days inclusive), submit their Existing Share Certificates for the Shares in green colour to the Company's branch registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange for New Share Certificates in cream colour at the expense of the Company. Thereafter, Existing Share Certificates will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) by the Shareholders for each certificate issued or cancelled, whichever is the higher. Existing Share Certificates will continue to be good evidence of legal title but will cease to be valid for dealings, trading and settlement purposes after the parallel trading in Subdivided Shares ends and may be exchanged for New Share Certificates at any time in accordance with the foregoing. It is expected that the New Share Certificates will be available for collection within a period of ten (10) business days after the submission of the Existing Share Certificates.

LETTER FROM THE BOARD

EGM

The Share Subdivision is subject to, among other matters, the approval of Shareholders at the EGM. The notice convening the EGM to be held at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong at 10:30 a.m. on Tuesday, 22 December 2015 is set out on pages 7 to 8 of this circular. Shareholders of the Company are advised to read the notice and complete and return the form of proxy for use at the EGM enclosed with this circular in accordance with the instructions printed thereon.

A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

No Shareholder is required to abstain from voting on the resolution to approve the proposed Share Subdivision at the EGM.

RECOMMENDATION

The Board considers that the Share Subdivision is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

Yours faithfully,
For and on behalf of the Board of
Sam Woo Construction Group Limited
Lau Chun Ming
Chairman

NOTICE OF THE EGM

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)

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Sam Woo Construction Group Limited (the “**Company**”) will be held at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Tuesday, 22 December 2015 at 10:30 a.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the Subdivided Shares (as hereinafter defined), each (1) existing issued and unissued share of HK\$0.01 each in share capital of the Company be and is hereby subdivided into four (4) shares of HK\$0.0025 each (the “**Subdivided Shares**”) with effect from the business day immediately following the date on which this resolution is passed without resulting in any change in the relative rights of the shareholders of the Company attached to the shares of the Company (the “**Share Subdivision**”) and that the directors of the Company be and are hereby authorized to do all such things and acts and sign all such documents as they may consider necessary, desirable or expedient to implement and/or give effect to any matter relating to or in connection with the Share Subdivision.”

By order of the Board

Sam Woo Construction Group Limited

Lau Chun Ming

Chairman

Hong Kong, 7 December 2015

*Headquarters and principal place of
business in Hong Kong:*

10/F, Energy Plaza
92 Granville Road
Tsim Sha Tsui East
Kowloon
Hong Kong

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

NOTICE OF THE EGM

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting may appoint another person as his proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share of the Company, any one such person may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. The vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. A form of proxy for use at the meeting is being despatched to the shareholders of the Company together with a copy of this notice.
5. As at the date hereof, the board of Directors comprises Mr. Lau Chun Ming, Mr. Lau Chun Kwok, Mr. Lau Chun Ka and Ms. Leung Lai So as executive Directors; and Professor Wong Sue Cheun, Roderick, Mr. Chu Tak Sum and Mr. Ip Tin Chee, Arnold as independent non-executive Directors.