
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, 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 proxy form enclosed with this circular to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular appears for information only and does not constitute an invitation or offer to shareholders or any other persons to acquire, purchase, or subscribe for 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)

PROPOSED SHARE CONSOLIDATION

AND

NOTICE OF EGM

Capitalised terms used on this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A notice convening the EGM of the Company to be held at Room 6, 3/F, Tower 2, South Sea Centre, 75 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Wednesday, 12 February 2025, at 10:30 a.m. is set out on pages 12 to 14 of this circular.

Whether or not you are able to attend the EGM, please complete the accompanying form of proxy in accordance with the instructions printed on the form and return it to the office of the branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment of that meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment of that meeting should you so wish.

No refreshment or souvenir will be provided.

23 January 2025

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DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this circular:

“Announcement”	the announcement of the Company dated 17 January 2025 in relation to, among other things, the Share Consolidation
“Board”	the board of Directors
“Business Day(s)”	day(s) (excluding Saturdays, Sundays and public holidays) on which banks are open for business in Hong Kong
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“Company”	Sam Woo Construction Group Limited (三和建築集團有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (stock code: 3822)
“Consolidated Share(s)”	the ordinary share(s) of par value HK\$0.05 each in the share capital of the Company upon the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve the Share Consolidation
“Existing Share(s)”	ordinary share(s) of HK\$0.0025 each in the existing share capital of the Company before the Share Consolidation becomes effective
“General Rules of HKSCC”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20 January 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, being Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s) as the case may be
“Share Consolidation”	the proposed consolidation of every twenty (20) issued and unissued Existing Shares of par value of HK\$0.0025 each in the share capital of the Company into one (1) Consolidated Share of par value of HK\$0.05
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced under a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Event	Time and date (Hong Kong time)
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Expected date of despatch of Circular, the notice of the EGM and the form of proxy of the EGM	on or before Thursday, 23 January 2025
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Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM.	4:30 p.m. on Monday, 10 February 2025
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Closure of register of members for determining the entitlement to attend and vote at the EGM (both dates inclusive)	Tuesday, 11 February 2025 to Wednesday, 12 February 2025
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Latest date and time for lodging the proxy forms for the EGM.	10:30 a.m. on Monday, 10 February 2025
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Record date for EGM.	Wednesday, 12 February 2025
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Expected date and time of the EGM.	10:30 a.m. on Wednesday, 12 February 2025
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Publication of announcement of poll results of the EGM.	Wednesday, 12 February 2025
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The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation as set out in this circular and therefore the dates are tentative only.

Effective date of the Share Consolidation	Friday, 14 February 2025
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First day of free exchange of existing share certificates for new share certificates of the Consolidated Shares.	Friday, 14 February 2025
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Dealings in the Consolidated Shares commence.	9:00 a.m. on Friday, 14 February 2025
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Original counter for trading in the Existing Shares in board lots of 4,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Friday, 14 February 2025
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Temporary counter for trading in the Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Friday, 14 February 2025
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EXPECTED TIMETABLE

Original counter for trading in the Consolidated Shares
in board lots of 4,000 Consolidated Shares
(in the form of new share certificates
for the Consolidated Shares) re-opens 9:00 a.m. on Friday, 28 February 2025

Parallel trading in the Consolidated Shares
(in the form of new share certificates
for the Consolidated Shares and existing share
certificates) commences 9:00 a.m. on Friday, 28 February 2025

Designated broker starts to stand in the market to
provide matching services for the sale and
purchase of odd lots of the Consolidated Shares. 9:00 a.m. on Friday, 28 February 2025

Designated broker ceases to stand in the market to
provide matching services for sale and
purchase of odd lots of the Consolidated Shares. 4:00 p.m. on Thursday, 20 March 2025

Temporary counter for trading Consolidated Shares
in board lots of 200 Consolidated Shares
(in the form of existing share certificates) closes 4:10 p.m. on Thursday, 20 March 2025

Parallel trading in Consolidated Shares
(in the form of new share certificates for
the Consolidated Shares and existing share
certificates) ends 4:10 p.m. on Thursday, 20 March 2025

Last date and time for free exchange of existing
share certificates for new share certificates of
the Consolidated Shares Monday, 24 March 2025

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. Lau Pui Shan

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681, Grand Cayman

KY1-1111, Cayman Islands

Independent non-executive Directors:

Mr. Chu Tak Sum

Mr. Ip Tin Chee, Arnold

Mr. Pang Tat Choi, Paul

Principal place of business in Hong Kong:

Unit 901, 9/F, Energy Plaza

92 Granville Road

Tsim Sha Tsui East

Kowloon

Hong Kong

23 January 2025

To the Shareholders

Dear Sir or Madam,

PROPOSED SHARE CONSOLIDATION AND NOTICE OF EGM

INTRODUCTION

Reference is made to the Announcement in relation to the proposed Share Consolidation. The purpose of this circular is to provide you with more information regarding the Share Consolidation and the notice of the EGM.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) issued and unissued Existing Shares with par value of HK\$0.0025 each in the share capital of the Company be consolidated into one (1) Consolidated Share with par value of HK\$0.05 each.

LETTER FROM THE BOARD

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$10,000,000 divided into 4,000,000,000 Existing Shares with par value of HK\$0.0025 each, of which 1,680,000,000 Existing Shares have been issued and are fully paid or credited as fully paid. Assuming no further Existing Shares will be issued, allotted or repurchased from the Latest Practicable Date to the date of the EGM, upon the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$10,000,000 divided into 200,000,000 Consolidated Shares with par value of HK\$0.05 each, of which 84,000,000 Consolidated Shares (which are fully paid or credited as fully paid) will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares will not be allocated to the Shareholders who may otherwise be entitled.

Save as disclosed above, as at the Latest Practicable Date, the Company does not have any other outstanding derivatives, options, warrants, conversion rights, securities in issue, convertible securities or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the above conditions, the Share Consolidation is expected to become effective on Friday, 14 February 2025, being the second Business Day immediately following the date of the EGM.

As at the Latest Practicable Date, none of the above conditions has been fulfilled.

LETTER FROM THE BOARD

Application for Listing of the Consolidated Shares

An application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated 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 Consolidated 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 settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares is listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

The Consolidated Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders, but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Exchange of share certificates for the Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be on Friday, 14 February 2025, Shareholders may, during the period from Friday, 14 February 2025 to Monday, 24 March 2025 (both days inclusive), submit share certificates for the Existing Shares (in yellow colour) to the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, during business hours, in exchange, at the expense of the Company, for new share certificates for the Consolidated Shares (in red colour). Thereafter, share certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may be allowed by the Stock Exchange from time to time) for each share certificate for the Existing Shares cancelled or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher.

LETTER FROM THE BOARD

The existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:10 p.m. on Thursday, 20 March 2025, and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will remain valid and effective as documents of title to the Consolidated Shares on the basis of every twenty (20) Existing Shares for one (1) Consolidated Share. The new share certificates for the Consolidated Shares will be issued in red colour in order to distinguish them from the share certificates for the Existing Shares which are in yellow colour.

Arrangement on odd lot trading and matching services

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company had appointed Aristo Securities Limited as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares from 9:00 a.m. on Friday, 28 February 2025 to 4:00 p.m. on Thursday, 20 March 2025 (both days inclusive). Shareholders who wish to take advantage of this facility should contact Mr. Yuen Hang Ka, Hunda of Room B, 11/F, Golden Star Building, 22 Lockhart Road, Wan Chai, Hong Kong (telephone number: (852) 3622 1770) during office hours of such period.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

REASONS FOR THE SHARE CONSOLIDATION

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated in June 2024 has further stated that (i) market price of the shares at a level less than HK\$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

The Shares are currently traded on the Stock Exchange in the board lot size of 4,000 Existing Shares. Based on the closing price of HK\$0.056 per Existing Share (equivalent to the theoretical closing price of HK\$1.12 per Consolidated Share) as quoted on the Stock Exchange as at the date of the Announcement, (i) the value per board lot of 4,000 Existing Shares is HK\$224; and (ii) the value per board lot of 4,000 Consolidated Shares would be HK\$4,480 on the assumption that the Share Consolidation becomes effective.

LETTER FROM THE BOARD

In view of the recent trading price of the Shares, the Board considers that the Share Consolidation will increase the board lot value of the Existing Shares, thereby enabling the Company to comply with the trading requirements under the Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction cost for each securities trade. With a corresponding upward adjustment in the trading price of the Consolidated Shares and an increase in the net asset value per Share, the Board believes that the Share Consolidation will enhance the corporate image of the Company so as to make investing in the Shares more attractive to a broader range of prospective investors, and therefore further broaden the shareholder base of the Company.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not, by itself, alter the underlying assets, business operation, management or financial position of the Group or the proportionate interests or rights of the Shareholders. Accordingly, the Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group nor result in a change in the relative rights of the Shareholders.

In view of the above, the Board considers that the Share Consolidation are beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, save for the Share Consolidation, the Company has no intention to carry out other corporate actions or arrangements, in the next 12 months, which may have an effect of undermining or negating the intended purpose of the Share Consolidation.

The Company does not have any other concrete plan or arrangement to conduct any other fund raising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising and/or investment opportunities arise in order to meet its operational needs or support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

EGM

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as none of the Shareholders or their associates would have any interest in the Share Consolidation, no Shareholder would be required to abstain from voting in favour of the resolutions relating to the Share Consolidation at the EGM.

A notice convening the EGM is set out on pages 12 to 14 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of the Company and the Stock Exchange.

LETTER FROM THE BOARD

Whether or not Shareholders are able to attend and vote at the EGM in person, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. not later than 10:30 a.m. on Monday, 10 February 2025 or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll. The chairman of the EGM shall therefore demand voting on the resolution set out in the notice of EGM be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Existing Share of which he is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his votes or cast all the votes he uses in the same way.

CLOSURE OF REGISTER OF MEMBERS OF THE COMPANY

In order to determine the entitlements of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 11 February 2025 to Wednesday, 12 February 2025, both days inclusive, during which period no transfer of Shares will be registered.

The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be Wednesday, 12 February 2025. To be eligible to attend and vote at the EGM, all transfers of Share accompanied by the relevant share certificates must be lodged with the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 10 February 2025.

RECOMMENDATION

The Directors consider that the proposed Share Consolidation is in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above 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.

LETTER FROM THE BOARD

MISCELLANEOUS

In the event of any inconsistency, the English texts of this circular and the accompanying form of proxy shall prevail over their respective Chinese texts.

Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon the fulfilment of the conditions set out in the section headed “Conditions of the Share Consolidation” in this circular. Accordingly, the Share Consolidation may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.

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

NOTICE OF 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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Sam Woo Construction Group Limited (the “**Company**”) (the “**EGM**”) will be held at Room 6, 3/F, Tower 2, South Sea Centre, 75 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Wednesday, 12 February 2025, at 10:30 a.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company. Unless otherwise specified, capitalised terms defined in the circular of the Company dated 23 January 2025 (the “**Circular**”) shall have the same meanings used herein.

ORDINARY RESOLUTION

1. “**THAT**, subject to and conditional upon the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Share Consolidation” in the Circular, with effect from the second business day immediately following the date on which this resolution is passed by the Shareholders, being a day on which the Shares of the Company are traded on the Stock Exchange:
 - (a) every twenty (20) issued and unissued Existing Shares with par value of HK\$0.0025 each in the share capital in the Company be consolidated into one (1) Consolidated Share with par value of HK\$0.05 each, and such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;
 - (b) immediately following the Share Consolidation becoming effective, the authorised share capital of the Company will be changed from HK\$10,000,000 divided into 4,000,000,000 Existing Shares with par value of HK\$0.0025 each to HK\$10,000,000 divided into 200,000,000 Consolidated Shares with par value of HK\$0.05 each;
 - (c) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the Directors may think fit; and

NOTICE OF EGM

- (d) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Share Consolidation.”

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

Hong Kong, 23 January 2025

Notes:

1. Voting at the EGM will be taken by poll as required under the Listing Rules.
2. Any member entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting of the Company. A proxy need not be a member of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
4. A form of proxy for the EGM is enclosed. In order to be valid, the form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
5. In order to determine the shareholders who will be qualified for attending and voting at the EGM, the register of members of the Company will be closed from Tuesday, 11 February 2025 to Wednesday, 12 February 2025, both days inclusive. All completed transfer document(s) together with the relevant share certificate(s) must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Monday, 10 February 2025 for registration.
6. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the EGM, and in such event the instrument appointing a proxy shall be deemed to be revoked
7. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, 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 EGM 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.
8. The English text of this notice of EGM shall prevail over the Chinese text in case of inconsistency.
9. If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by super typhoons is in force at or after 8:00 a.m. on the date of the EGM and/or the Hong Kong Observatory has announced at or after 8:00 a.m. on date of the EGM that either of the above mentioned warnings is to be issued within the next two hours, the EGM will be postponed. The Company will publish an announcement on the websites of the Company and the Stock Exchange to notify members of the date, time and place of the rescheduled EGM.

NOTICE OF EGM

10. If member has any particular access requirements or needs special arrangements for participating at the meeting, please contact the Hong Kong branch share registrar and transfer office of the Company.
11. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. Shareholders should make their own decision as to whether they would attend the EGM under bad weather conditions bearing in mind their own situations and if they choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the executive directors of the Company are Mr. Lau Chun Ming, Mr. Lau Chun Kwok, Mr. Lau Chun Ka and Ms. Lau Pui Shan; the independent non-executive directors of the Company are Mr. Chu Tak Sum, Mr. Ip Tin Chee, Arnold and Mr. Pang Tat Choi, Paul.