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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)

**DISCLOSEABLE TRANSACTION
PURCHASE OF EQUIPMENT**

On 17 July 2025, a sales contract was confirmed by the AAFL with the Supplier, pursuant to which AAFL shall purchase the Equipment for the Consideration of RMB10,400,000 (equivalent to approximately HK\$11.6 million) from the Supplier.

As one or more of the applicable percentage ratios in relation to the transactions contemplated under the Sales Contract is more than 5% but less than 25%, the transactions contemplated under the Sales Contract constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

THE SALES CONTRACT

- Date : 17 July 2025
- Parties : (1) the Purchaser, AAFL, a wholly-owned subsidiary of the Company is principally engaged in the foundation works and ancillary services in Hong Kong
- (2) the Supplier, a PRC manufacturer of machinery and equipment
- Equipment : 2 units of foundation related machinery and equipment as specified under the Sales Contract
- Consideration : RMB10,400,000 (equivalent to approximately HK\$11.6 million)
- Payment Terms : 10% of the agreed price of the Equipment will become payable within 3 days upon the signing of Sales Contract; 40% payable upon delivery of the Equipment; and the remaining 50% payable in installments within 12 months on credit provided by the Supplier bearing interest of 4% per annum

The Directors confirm that the Consideration was determined after arm's length negotiations between the Parties by reference to the market value of similar type of equipment.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiry, the Supplier and its ultimate beneficial owner(s) are independent of and not connected with the Company and its connected persons (as defined in the Listing Rules).

REASONS FOR AND BENEFITS

The Group is principally engaged in the provision of foundation works and ancillary services. 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.

The Directors are of the view that the Sales Contract is made on normal commercial terms which are fair and reasonable. The Directors also believe that the purchase of the Equipment is in the interest of the Group and the shareholders of the Company as a whole.

LISTING RULES IMPLICATION

As one or more of the applicable percentage ratios in relation to the transactions contemplated under the Sales Contract is more than 5% but less than 25%, the transactions contemplated under the Sales Contract constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

DEFINITIONS

“AAFL”	AA Foundation Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“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
“Consideration”	the aggregate consideration for the purchase of the Equipment pursuant to the Sales Contract
“Director(s)”	the director(s) of the Company
“Equipment”	2 units of foundation related machinery and equipment as specified under the Sales Contract

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Parties”	AAFL and the Supplier
“percentage ratio”	has the meaning ascribed to this term under the Listing Rules, as application to a transaction
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of PRC
“Sales Contract”	the sales contract confirmed on 17 July 2025 by the Purchaser for the purchase of the Equipment from the Supplier
“Supplier”	“Xuzhou JingAn Heavy Industry Manufacture Co., Ltd. (徐州景安重工機械制造有限公司)”, a PRC manufacturer of machinery and equipment, an independent third party owned by 13 individual shareholders in PRC, in which Jiang Jun-hui (江君慧) is the single largest shareholder holding 34.99% in its share capital, according to available public records on the internet
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 18 July 2025

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. 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.

Note: For the purpose of this announcement, amounts denominated in RMB have been translated into HK\$ for the purpose of illustration only at the exchange rate of RMB1.00 = HK\$1.1110.