

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 29 September 2014 (the “**Prospectus**”) issued by Sam Woo Construction Group Limited (the “**Company**”).

This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for Shares. Potential investors should read the Prospectus for detailed information about the Share Offer before deciding whether or not to invest in Offer Shares.

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This announcement is not an offer to sell, or a solicitation of an offer to buy, any securities of the Company in the United States or in any other jurisdictions or an invitation to engage in any investment activity with respect to securities or investments of any kind. The Offer Shares have not been, and will not be, registered under the applicable securities laws and regulations of the United States, and may not be offered or sold in the United States except in accordance with the applicable securities laws and regulations of the United States. There will not and is not currently intended to be any public offer of the Offer Shares in the United States.

## **SAM WOO CONSTRUCTION GROUP LIMITED**

**三和建築集團有限公司**

(Incorporated in the Cayman Islands with limited liability)

### **PLACING AND PUBLIC OFFER**

<b>Total number of Offer Shares</b>	<b>: 100,000,000 Shares</b>
<b>Number of Public Offer Shares</b>	<b>: 10,000,000 Shares (subject to adjustment)</b>
<b>Number of Placing Shares</b>	<b>: 90,00,000 Shares (subject to adjustment)</b>
<b>Maximum Offer Price</b>	<b>: HK\$1.50 per Offer Share (plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, payable in full on application and subject to refund)</b>
<b>Nominal value</b>	<b>: HK\$0.01 per share</b>
<b>Stock code</b>	<b>: 3822</b>

**Sponsor**



**Joint Bookrunners and Joint Lead Managers**



**Co-Lead Managers**



Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and the Shares to be issued pursuant to the Share Offer (including any additional Shares which may be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme).

The Share Offer comprises the Public Offer of initially 10,000,000 Public Offer Shares (subject to adjustment), representing approximately 10% of the Offer Shares, and the Placing of initially 90,000,000 Placing Shares (subject to adjustment) representing approximately 90% of the Offer Shares. Of the 10,000,000 Shares initially being offered under the Public Offer, up to 1,000,000 Shares (representing 10% of the total number of Shares initially being offered under the Public Offer and 1% of the total number of Shares being offered under the Share Offer) are available for subscription by the Eligible Employees on a preferential basis under the Employee Preferential Offering.

The Offer Price will be not more than HK\$1.50 per Offer Share and is expected to be not less than HK\$1.00 per Offer Share. Applicants under the Public Offer shall pay in full, on application, the maximum indicative Offer Price of HK\$1.50 per Offer Share plus 1% brokerage, 0.005% Stock Exchange trading fee and 0.003% SFC transaction levy, subject to refund if the final Offer Price should be lower than HK\$1.50.

**Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.**

Applicants who would like to have the allotted Public Offer Shares issued in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who would like to have the allotted Public Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS. Eligible Employees who wish to be allotted the Employee Reserved Shares should complete and sign the **PINK** Application Forms.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 29 September 2014 until 12:00 noon on Tuesday, 7 October 2014 from the following locations:

1. Investec Capital Asia Limited, 3609, 36th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong
2. Kingston Securities Limited, Suite 2801, 28th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong

3. Guosen Securities (HK) Capital Company Limited, 42nd Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong
4. Astrum Capital Management Limited, 11th Floor, 122 QRC, Nos. 122-126 Queen's Road Central, Central, Hong Kong
5. Ever-Long Securities Company Limited, 18th Floor, Dah Sing Life Building, 99-105 Des Voeux Road Central, Hong Kong
6. SBI China Capital Financial Services Limited, Unit A2, 32nd Floor, United Centre, 95 Queensway, Hong Kong
7. Sun Securities Limited, Rm 1504, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong
8. Any of the following branches of DBS Bank (Hong Kong) Limited:

	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	Head Office	G/F, The Centre, 99 Queen's Road Central
	United Centre Branch	Shops 1015-1018, 1/F & Shops 2032-2034, 2/F, United Centre, 95 Queensway, Admiralty
	North Point Branch	G/F, 391 King's Road, North Point
<b>Kowloon</b>	Nathan Road Branch	G/F, Wofoo Commercial Building, 574-576 Nathan Road, Mongkok
	Tsimshatsui Branch	G/F, 22-24 Cameron Road, Tsim Sha Tsui
	Hoi Yuen Road Branch	Unit 2, G/F, Hewlett Centre, 54 Hoi Yuen Road, Kwun Tong
<b>New Territories</b>	Tsuen Wan Branch	G/F, 23 Chung On Street, Tsuen Wan

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 29 September 2014 until 12:00 noon on Tuesday, 7 October 2014 at the Depository Counter of HKSCC at 2/F., Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or from your stockbrokers.

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, together with cheques or banker's cashier orders attached and marked payable to "Ting Hong Nominees Limited — Sam Woo Construction Public Offer" for the payment should be deposited in the special collection boxes provided at any of the branches of the receiving bank referred to above on such dates and during such time as specified in the Application Forms.

The **PINK** Application Form together with the Prospectus can be collected by Eligible Employees during normal business hours from 9:00 a.m. on Monday, 29 September 2014 until 12:00 noon on Monday, 6 October 2014 from the Company's head office at Unit 1310-13, 13th Floor, 113 Argyle Street, Mongkok, Kowloon, Hong Kong. Electronic copies of the **PINK** Application Form and the Prospectus can be viewed from the website of the Company at [www.samwoo-group.com](http://www.samwoo-group.com).

Applicants may apply online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except the last application day) from 9:00 a.m. on Monday, 29 September 2014 until 11:30 a.m. on Tuesday, 7 October 2014 (or such later date as may apply as described in the section headed "How to Apply for Public Offer Shares and Employee Reserved Shares — Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus).

CCASS Participants can input **electronic application instruction** from 9:00 a.m. on Monday, 29 September 2014 until 12:00 noon on Tuesday, 7 October 2014 (24 hours daily, except on the latest application day) or such later time as described in the section headed "How to Apply for Public Offer Shares and Employee Reserved Shares — Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

The completed PINK Application Form, together with a cheque attached and marked payable to "Ting Hong Nominees Limited — Sam Woo Construction Public Offer" for the payment must be deposited in the collection box located at the Company's office at Unit 1310-13, 13th Floor, 113 Argyle Street, Mongkok, Kowloon, Hong Kong by 12:00 noon on Monday, 6 October 2014.

Please refer to the "Structure and Conditions of the Share Offer" and "How to Apply for the Public Offer Shares and Employee Reserved Shares" sections of the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to announce the final Offer Price, together with the indications of the level of interests in the Placing, the results of applications and the level and the basis of allocation of the Public Offer and Employee Preferential Offering on Wednesday, 15 October 2014, in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese), and on the Company's website at [www.samwoo-group.com](http://www.samwoo-group.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Results of allocations in the Public Offer, including the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where appropriate) under the Public Offer and Employee Preferential Offering will be made available in the manner specified in the paragraph headed “Publication of Results” in the section headed “How to Apply for the Public Offer Shares and Employee Reserved Shares ” of the Prospectus on Wednesday, 15 October 2014.

Assuming the Share Offer becomes unconditional in all respects and the Underwriting Agreements are not terminated in accordance with their respective terms prior to 8:00 a.m. on Thursday, 16 October 2014, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 16 October 2014. The Shares will be traded in board lots of 2,000 each. The Company will not issue any receipts for sum paid on application or temporary documents of title.

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

Hong Kong, 29 September 2014

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

*Please also refer to the published version of this announcement in the **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).*