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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)

INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2014

The board (the "Board") of directors (the "Directors") of Sam Woo Construction Group Limited (the "Company") is pleased to present the unaudited interim results of the Company and its subsidiaries (collectively the "Group") for the six months ended 30 September 2014 (the "Period"), together with the comparative figures for the corresponding period in 2013 (the "Previous Period"). These information should be read in conjunction with the prospectus of the Company dated 29 September 2014 (the "Prospectus").

CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2014

		Unaudited Six months ended 30 September	
	Note	2014 HK\$'000	2013 HK\$'000
Revenue	3	517,880	400,056
Cost of sales	4	(351,242)	(268,006)
Gross profit		166,638	132,050
Other income and gain, net		229	1,017
Administrative expenses	4	(33,433)	(12,738)
Operating profit		133,434	120,329
Finance income	5	345	109
Finance costs	5	(7,194)	(4,767)
Finance costs, net	5	(6,849)	(4,658)
Profit before income tax		126,585	115,671
Income tax expense	6	(10,679)	(4,236)
Profit for the period		115,906	111,435
Other comprehensive income			
Profit and total comprehensive income			
attributable to equity holders of the Company		115,906	111,435
Basic and diluted earnings per share (HK cents)	7	38.64	37.15
Dividends	8	50,000	50,000

CONDENSED CONSOLIDATED INTERIM BALANCE SHEET *AS AT 30 SEPTEMBER 2014*

ASSETS Non-current assets	Note	Unaudited 30 September 2014 <i>HK\$'000</i>	Audited 31 March 2014 <i>HK\$'000</i>
Plant and equipment		510,390	398,832
Deferred income tax assets		3,603	3,602
Deposits and prepayments		936	1,368
		514,929	403,802
Current assets			
Trade and retention receivables	9	209,735	78,586
Deposits, prepayments and other receivables		7,155	3,115
Amounts due from customers for contract work		14,808	19,481
Amounts due from related companies		-	386
Income tax receivable		27	27
Restricted bank balances Cash and cash equivalents (excluding bank		26,996	36,138
overdraft)		131,708	85,937
		390,429	223,670
Total assets		905,358	627,472
EQUITY Capital and reserves Share capital			
Reserves		284,625	218,719
Total equity		284,625	218,719
LIABILITIES Non-current liabilities Long-term borrowings		152,067	37,806
Deferred income tax liabilities		39,799	31,846
		191,866	69,652

CONDENSED CONSOLIDATED INTERIM BALANCE SHEET (CONTINUED) AS AT 30 SEPTEMBER 2014

	Note	Unaudited 30 September 2014 <i>HK\$'000</i>	Audited 31 March 2014 <i>HK\$'000</i>
Current liabilities			
Trade and retention payables Accruals and other payables Amounts due to customers for contract work Borrowings Income tax payable	10	38,090 37,264 74,364 274,028 5,121 428,867	14,873 22,284
Total liabilities		620,733	408,753
Total equity and liabilities		905,358	627,472
Net current liabilities		(38,438)	(115,431)
Total assets less current liabilities		476,491	288,371

NOTES:

1 GENERAL INFORMATION AND KEY EVENTS

1.1 General information

The Company was incorporated in the Cayman Islands on 17 September 2012 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries now comprising the group (together the "Group") are principally engaged in foundation works and ancillary services in Hong Kong and Macau.

The Company has listed its shares on the Main Board of The Stock Exchange of Hong Kong Limited on 16 October 2014.

These condensed consolidated interim financial information is presented in Hong Kong dollars ("HK\$"), unless otherwise stated and was approved for issue on 27 November 2014.

This condensed consolidated interim financial information has not been audited.

1.2 Key events

Prior to the completion of the group reorganisation set out under the section "History and Corporate Structure" in the Prospectus, which was completed on 15 September 2014 (the "Reorganisation"), companies now comprising the Group were principally held under Sam Woo Group Limited ("SW (BVI)"), of which the sole shareholder was Actiease Assets Limited ("Actiease Assets").

On 15 September 2014, Actiease Assets transferred its entire interest in the issued share capital of SW (BVI) to the Company by crediting the Company's existing one nil-paid share in issue as fully paid and the Company allotting and issuing 999 additional shares, credited as fully paid, to Actiease Assets. Upon completion of the Reorganisation, the Company has become the holding company of the companies now comprising the Group.

On 15 September 2014, pursuant to the written resolution passed by the shareholders on 15 September 2014, the authorised share capital of the Company was increased from HK\$380,000 to HK\$10,000,000 by the creation of an additional 962,000,000 shares of HK\$0.01 each.

On 16 October 2014, pursuant to the Share Offer (as mentioned in the Prospectus), the Company issued a total 100,000,000 shares at a price of HK\$1.50 per share. The Group intends to apply the net proceeds for acquisition and/or part finance of machinery and equipment and for working capital.

On 16 October 2014, pursuant to the Capitalisation Issue (as mentioned in the Prospectus), the Company issued additional 299,999,000 shares, credited as fully paid, to Actiease Assets.

2 BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

This condensed consolidated interim financial information for the six months ended 30 September 2014 has been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34, "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The condensed consolidated interim financial information should be read in conjunction with the Accountant's Report included in Appendix I to the Prospectus, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") and has been prepared under the historical cost convention.

As at 30 September 2014, the Group's current liabilities exceeded its current assets by approximately HK\$38,438,000, because of (i) certain bank borrowings contractually due for repayment after one year with a repayment on demand clause amounting to approximately HK\$24,476,000 have been classified as current liabilities in accordance with the HK Interpretation 5, "Presentation of Financial Statements – Classification by the Borrower of a Term Loan that contains a Repayment on Demand Clause"; and (ii) an increase in the Group's non-current assets of approximately HK\$111,127,000 during the period, which was partly financed by the borrowings classified under current liabilities.

In preparing the condensed consolidated interim financial information, the Directors have taken into account all information that could reasonably be expected to be available, and consider that (i) it is not probable that the relevant banks will exercise their discretion to demand immediate repayment; (ii) it has various construction contracts on hand that can generate positive cash flows, and (iii) the net proceeds from the listing had been received. Management and the Directors consider the Group has sufficient financial resources in the coming twelve months to meet its financial obligations as and when they fall due.

2.2 Summary of significant accounting policies

Except as described below, the accounting policies applied are consistent with those described in the Accountant's Report included in Appendix I to the Prospectus.

(a) New, revised and amended standards adopted by the Group

The following amendments to standards and interpretation are mandatory for the Group's financial year beginning 1 April 2014 and have been adopted by the Group:

HKAS 32 (Amendment) HKAS 36 (Amendment)	Offsetting Financial Assets and Financial Liabilities Impairment of Assets – Recoverable amount
	disclosures for non-financial assets
HKAS 39 (Amendment)	Financial instruments: Recognition and Measurement
HKFRS 10, HKFRS 12	Investment entities
and HKAS 27 (2011)	
(Amendment)	
HK(IFRIC) – Int 21	Levies

The adoption of these new standards, amendments and interpretation to the existing standards does not have any significant impact to the results and financial position of the Group's condensed consolidated interim financial information.

(b) New and amended standards not yet adopted

The following new standards and amendments have been issued but are not effective for the financial year beginning on or after 1 April 2014 and have not been early adopted:

		Effective for annual periods beginning on or after
HKAS 16 and HKAS 38 (Amendment)	Clarification of Acceptable Methods of Depreciation and Amortisation	1 January 2016
HKAS 16 and HKAS 41 (Amendment)	Bearer Plants	1 January 2016
HKAS 19 (2011) (Amendment)	Defined Benefit Plans: Employee Contribution	1 July 2014
HKAS 27 (Amendment)	Equity Method	1 January 2016
HKFRS 9	Financial Instruments	1 January 2018
HKFRS 10 and HKAS 28 (Amendment)	Sale or Contribution of Assets between an Investor and its Associate and Joint Venture	1 January 2016
HKFRS 11 (Amendment)	Joint Arrangements – Accounting for Acquisitions of Interests in Joint Operation	1 January 2016
HKFRS 14	Regulatory Deferral Accounts	1 January 2016
HKFRS 15	Revenue from Contracts with Customers	1 January 2017
HKFRSs (Amendment)	Annual improvements to HKFRSs 2010 – 2012 cycle	1 July 2014
HKFRSs (Amendment)	Annual improvements to HKFRSs 2011 – 2013 cycle	1 July 2014
HKFRSs (Amendment)	Annual improvements to HKFRSs 2012 – 2014 cycle	1 July 2016

Management is in the process of making an assessment on the impact of these standards, amendments and interpretations to existing HKFRSs and is not yet in a position to state whether they will have a significant impact on the Group's results of operations and financial position.

3 **REVENUE AND SEGMENT INFORMATION**

Revenue, which is also the Group's turnover, represents gross contract receipts on foundation works and ancillary services in the ordinary cause of business. Revenue recognised is as follows:

	Six mon	udited ths ended otember
	2014 <i>HK\$`000</i>	2013 <i>HK\$</i> '000
Turnover	ПК\$ 000	ΠΚΦ 000
Foundation works and ancillary services	517,880	400,056

The chief operating decision-maker has been identified as the executive directors of the Company. The executive directors regard the Group's business as a single operating segment and review financial information accordingly. Therefore, no segment information is presented.

4 **EXPENSES BY NATURE**

	Unaudited	
	Six months ended	
	30 September	
	2014	2013
	HK\$'000	HK\$'000
Cost of sales		
Construction contract costs (note (a))	340,105	260,479
Depreciation	7,302	4,619
Repair and maintenance	3,741	2,024
Others	94	884
	351,242	268,006
Administrative expenses		
Depreciation	356	325
Operating leases rental in respect of		
- Office premises and storage premises	1,762	1,643
– Directors' quarters	1,084	1,084
Professional fees		
- incurred for initial public offering	11,481	12
– others	6,856	1,640
Staff costs, including directors' emoluments (note (b))	7,293	5,209
Others	4,601	2,825
	33,433	12,738
Total cost of sales and administrative expenses	384,675	280,744

notes:

Construction contract costs included but not limited to costs of construction materials, staff (a) costs (refer to note (b) below), consultancy fee, parts and consumables, subcontracting charges and transportation.

(b)	Total staff cost	85,951	74,062
	Less: amount included in construction contracts costs or capitalised in work-in progress	(78,658)	(68,853)
		7,293	5,209

5 FINANCE INCOME AND COSTS

30 Sep	ths ended stember
-	tember
0014	venno er
2014	2013
HK\$'000	HK\$'000
345	109
(5,308)	(3,733)
(1,710)	(929)
(176)	(105)
(7,194)	(4,767)
6,849	4,658
	2014 HK\$'000 345 (5,308) (1,710) (176) (7,194)

6 INCOME TAX EXPENSE

Hong Kong profits tax and Macau complementary tax have been provided at the rate of 16.5% and 12%, respectively, on the estimated assessable profit for the Period and the Previous Period.

	Unaudited Six months ended 30 September	
	2014	2013
	HK\$'000	HK\$'000
Hong Kong profits tax		
Current income tax	772	2
Deferred income tax	7,952	3,257
Macau profits tax		
Current income tax	1,955	977
	10,679	4,236

7 EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the respective periods. The weighted average number of ordinary shares used for such purpose has been retrospectively adjusted for the effects of the issue of shares in connection with the Reorganisation completed on 15 September 2014 and the Capitalisation Issue of ordinary shares which took place on 16 October 2014. It does not take into account the issue of shares pursuant to the Share Offer which took place after the Period end date.

	Unaudited Six months ended 30 September	
	2014	2013
Profit attributable to equity holders of the Company (HK\$'000) Weighted average number of ordinary shares for the purpose of calculating basic earnings	115,906	111,435
per share	300,000,000	300,000,000
Basic earnings per share (HK cents)	38.64	37.15

(b) Diluted

Diluted earnings per share is of the same amount as the basic earnings per share as there were no potential dilutive ordinary shares outstanding at Period end.

8 DIVIDENDS

The Board does not recommend the payment of interim dividend for the Period (2013: nil).

Final dividends of HK\$50,000,000 relating to the year ended 31 March 2013 and HK\$50,000,000 relating to the year ended 31 March 2014 were declared and paid to the then shareholders in August 2013 and September 2014, respectively.

9 TRADE AND RETENTION RECEIVABLES

	Unaudited 30 September	Audited 31 March
	2014 HK\$'000	2014 HK\$'000
	HK\$ 000	ΠΚΦ 000
Trade receivables	153,788	27,799
Retention receivables	55,947	50,787
	209,735	78,586

The credit period granted to trade customers other than for retention receivables was within 45 days. The terms and conditions in relation to the release of retention vary from contract to contract, which may be subject to practical completion, the expiry of the defect liability period or a preagreed time period. The Group does not hold any collateral as security.

The ageing analysis of trade receivables based on invoice date is as follows:

	Unaudited	Audited
	30 September	31 March
	2014	2014
	HK\$'000	HK\$'000
1 to 30 days	153,788	27,799

As at 30 September 2014 and 31 March 2014, retention receivables of HK\$2,072,000 were past due but not impaired.

10 TRADE AND RETENTION PAYABLES

	Unaudited	Audited
	30 September	31 March
	2014	2014
	HK\$'000	HK\$'000
Trade payables	37,396	14,534
Retention payables	694	339
	38,090	14,873

The ageing analysis of trade payables based on invoice date is as follows:

	Unaudited 30 September 2014 <i>HK\$'000</i>	Audited 31 March 2014 <i>HK\$'000</i>
0 to 30 days	12,987	13,275
31 to 60 days	16,814	641
61 to 90 days	7,595	_
91 to 180 days	-	10
181 to 365 days	-	196
More than 365 days		412
	37,396	14,534

MANAGEMENT DISCUSSION AND ANALYSIS

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

BUSINESS REVIEW

During the Period, the Group derived revenue of HK\$255.8 million and HK\$262.1 million from foundation works and ancillary services projects based in Hong Kong and Macau, respectively. As at 30 September 2014, the Group had five contracts on hand for which the awarded contract sum and outstanding contract sum (including contracts in progress and contracts of which the work has yet to commence) amounted to HK\$1.3 billion and HK\$0.8 billion, respectively. Barring any unforeseen circumstances, the Directors anticipate that the works under three of these projects, namely Multi-storey logistics centre at Tsing Yi, Shatin to Central rail link project and the Hotel Casino Project will be completed in the second half of this financial year; while the works of Hong Kong boundary crossing facilities and the Composite Development Project are expected to carry on into the next financial year.

In November 2014, the Group mobilised its machinery and equipment to commence the piling works for the Composite Development Project following the grant of quota for non-Macau resident construction workers by the Macau government and the issuance of bored pile works construction instruction by the employer.

Since 30 September 2014, the Group had not been awarded with new material contracts in relation to tenders/quotation submitted for both public and private sectors up to the date of this announcement. Due to the recent uncertainties in the timing of funding approvals to be obtained from the relevant government councils, there may be delay in the rolling out of certain public infrastructure works. While the Directors take a cautious view in the business growth in the forthcoming year, they remain positive on the prospect of the construction industry attributable to the demand for commercial and residential buildings and infrastructure developments in Hong Kong and Macau.

FINANCIAL REVIEW

The Group recorded revenue of HK\$517.9 million for the Period, representing an increase of 29.4% as compared to HK\$400.1 million for the Previous Period. The increase was mainly due to increased contract value of foundation works and ancillary services performed by the Group.

Administrative expenses increased by HK\$20.7 million from HK\$12.7 million for the Previous Period to HK\$33.4 million for the Period, mainly due to professional fees related to the Company's initial public offering (the "IPO") of HK\$11.5 million, provision for legal and professional fees related to legal and arbitration proceedings arising from operations of HK\$3.6 million, as well as the increase in salaries and wages and other administrative expenses.

Finance costs for the Period were HK\$7.2 million, representing an increase of 50.0% when compared to HK\$4.8 million for the Previous Period. The increase was mainly attributable to the increase in bank borrowings for acquisition of machinery and equipment and for working capital.

As a result, profit before income tax of the Group was HK\$126.6 million which was 9.4% higher than that of HK\$115.7 million for the Previous Period.

The Group acquired machinery and equipment of HK\$120.2 million during the Period which were mainly financed by bank borrowings. Total bank borrowings increased by HK\$89.4 million to HK\$426.1 million as at 30 September 2014 (31 March 2014: HK\$336.7 million).

Liquidity, Financial Resources and Gearing

The Group generally finances its operations with internally generated resources and banking facilities. As at 30 September 2014, the Group had total cash and banks balances of HK\$158.7 million (31 March 2014: HK\$122.1 million) and total borrowings of HK\$426.1 million (31 March 2014: HK\$336.7 million). Borrowings usually include short term and long term bank loans, finance leases and overdrafts. As at 30 September 2014, borrowings classified under current liabilities were HK\$274.0 million (31 March 2014: HK\$298.9 million). The Group's net gearing ratio, calculated by dividing net borrowings by total equity, was 1.00 times as at 30 September 2014 (31 March 2014: 1.10 times). For the purpose of calculating the Group's net gearing ratio, net borrowings represent total bank borrowings minus cash and cash equivalents and restricted bank balances for securing the Group's revolving loan facilities.

Foreign Exchange Exposure

Operations of the Group are mainly conducted in HK\$ and MOP and its revenue, expenses, cash and bank balances, borrowings, other monetary assets and liabilities are principally denominated in HK\$ and MOP. For the Period, the Group was not posed to significant foreign currency risk nor had employed any financial instrument for hedging.

Pledge of Assets

As at 30 September 2014, the net book value of plant and equipment held under finance leases and pledged for long term bank loans amounted to HK\$161.5 million (31 March 2014: HK\$114.1 million) and HK\$109.0 million (31 March 2014: HK\$99.1 million), respectively. Certain banking facilities of the Group were secured by the Group's bank deposits of HK\$27.0 million (31 March 2014: HK\$36.1 million).

Capital Commitments

As at 30 September 2014, the Group had capital commitments of HK\$0.3 million (31 March 2014: HK\$104.8 million) in relation to acquisitions of machinery and equipment.

RECENT DEVELOPMENT

On 16 October 2014, the shares of the Company were successfully listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") with stock code 3822 (the "Listing"). The Group intends to apply a substantial part of the net proceeds to finance the acquisition of machinery and equipment in accordance with the proposed application set out in the Prospectus. Since the Listing and up to the date of this announcement, the Group had not utilised any of the net proceeds from the IPO.

OTHER INFORMATION

Human Resources

As at 30 September 2014, the Group had approximately 232 employees. The remuneration package includes salary, discretionary bonuses and allowances. In general, the Group determines employee salaries based on the individual's qualifications, position and performance (where applicable).

Material Acquisitions and Disposals of Assets

During the Period, save as disclosed in the Prospectus, the Group did not have any material acquisitions or disposals of assets.

Contingent Liabilities

There has been no material change in the Group's contingent liabilities since the publication of the Prospectus. As at 30 September 2014, save for guarantee of performance bond relating to a foundation works and ancillary services project of the Group of approximately HK\$67.3 million, such performance bond is expected to be released in October 2016, the Group did not have material contingent liabilities.

Purchase, Sale or Redemption of Listed Securities

As the shares of the Company were not yet listed on the Stock Exchange as at 30 September 2014, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Period.

Corporate Governance

As the shares of the Company were not yet listed on the Stock Exchange as at 30 September 2014, the code provisions of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules was not applicable to the Company for the Period. The Company has adopted and complied with the code provisions, where applicable, upon Listing.

Model Code of Securities Transactions by Directors

As the shares of the Company were not yet listed on the Stock Exchange as at 30 September 2014, the Model Code was not applicable to the Company during the Period. The Company has adopted the Model Code upon Listing. The Company has made specific enquiry with the Directors and all Directors have confirmed that they complied with the required standards as set out in the Model Code throughout the period from the date of Listing up to the date of this announcement.

Audit Committee

The audit committee, comprising three independent non-executive directors, namely Professor Wong Sue Cheun, Roderick, Mr. Chu Tak Sum and Mr. Ip Tin Chee, Arnold, has reviewed the accounting principles and practice adopted by the Group, and the unaudited consolidated interim financial information of the Group for the Period.

Publication of Results Announcement and Interim Report

This announcement is published on the website of the Stock Exchange at www.hkex.com.hk and at the website of the Company at www.samwoo-group.com. The interim report will be despatched to the shareholders of the Company and available on the above websites in due course.

On behalf of the Board of Sam Woo Construction Group Limited Lau Chun Ming Chairman

Hong Kong, 27 November 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 Professor Wong Sue Cheun, Roderick, Mr. Chu Tak Sum and Mr. Ip Tin Chee, Arnold.