

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated November 14, 2012 (the “**Prospectus**”) issued by Tsui Wah Holdings Limited (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.

*This announcement is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States except pursuant to registration or an exemption from registration requirements under the United States Securities Act of 1933, as amended (the “**US Securities Act**”). The Hong Kong Public Offer Shares are being offered and sold outside the United States in offshore transactions in accordance with Regulation S under the US Securities Act. There will not and is not currently intended to be any public offering of securities in the United States.*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*In connection with the Global Offering, Deutsche Bank AG, Hong Kong Branch, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or maintaining the market price of our Shares at a level higher than that which might otherwise prevail in the open market for a limited period beginning on the Listing Date and expected to end on the 30th day after the last day for lodging of applications under the Hong Kong Public Offering. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on December 19, 2012, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, and demand for the Shares and the price of the Shares could fall.



翠華餐廳®
Tsui Wah Restaurant

Tsui Wah Holdings Limited
翠華控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

**Number of Offer Shares under : 333,334,000 Shares (subject to the
the Global Offering Over-allotment Option)**

Number of Hong Kong Public Offer Shares : 33,334,000 Shares (subject to adjustment)

**Number of International Placing Shares : 300,000,000 Shares (subject to adjustment
and the Over-allotment Option)**

**Maximum Offer Price : HK\$2.27 per Offer Share, plus
brokerage of 1.0%, SFC transaction
levy of 0.003% and Stock Exchange
trading fee of 0.005% (payable in full
on application in Hong Kong dollars
and subject to refund)**

Nominal value : HK\$0.01 per Share

Stock code : 1314

Sole Sponsor

Deutsche Securities Asia Limited

Sole Global Coordinator, Sole Bookrunner and Sole Lead Manager

Deutsche Bank AG, Hong Kong Branch

Deutsche Bank Group 

Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, (i) the Shares in issue; (ii) the Shares to be issued pursuant to the Global Offering and the Capitalization Issue; and (iii) the Shares that may be issued pursuant to the exercise of the Over-allotment Option, the Pre-IPO Share Option Scheme and the Share Option Scheme. The Global Offering comprises the Hong Kong Public Offering of initially 33,334,000 Shares, representing approximately 10% of the total number of Shares initially being offered in the Global Offering (subject to adjustment), and the International Placing of initially 300,000,000 Shares, representing approximately 90% of the total number of Shares initially being offered in the Global Offering Shares (subject to adjustment and the Over-allotment Option). The allocation of the Shares between the Hong Kong Public Offering and the International Placing is subject to adjustment as stated in the section headed “Structure and Conditions of the Global Offering — Hong Kong Public Offering” in the Prospectus.

Assuming the Global Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Monday, November 26, 2012, it is expected that dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, November 26, 2012. In the event that the Over-allotment Option is exercised, an announcement will be made on the Company's website at www.tsuiwah.com and the website of the Stock Exchange at www.hkexnews.hk.

The Offer Price will not be more than HK\$2.27 per Offer Share and is expected to be not less than HK\$1.89 per Offer Share. Applicants for Hong Kong Public Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$2.27 for each Offer Share together with a brokerage fee of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.27 per Offer Share.

Applications for the Hong Kong Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.

Applicants who would like to be allocated the Hong Kong Public Offer Shares in their own names should complete and sign the **WHITE** Application Forms or submit applications online through the designated website of the HK eIPO White Form Service Provider www.hkeipo.hk under the **HK eIPO White Form** service. Applicants who would like to have the allocated Hong Kong 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 should (i) complete and sign the **YELLOW** Application Form, copies of which, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Wednesday, November 14, 2012 until 12:00 noon on Monday, November 19, 2012 at the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or their stockbroker, who may have such Application Forms and Prospectus available; 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 Wednesday, November 14, 2012, until 12:00 noon on Monday, November 19, 2012 at:

Deutsche Bank AG, Hong Kong Branch
52/F, International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

CCB International Capital Limited
34/F, Two Pacific Place
88 Queensway
Admiralty
Hong Kong

or any of the following branches of Bank of China (Hong Kong) Limited:

District	Branch name	Branch address
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road, Central
	Lee Chung Street Branch	29–31 Lee Chung Street, Chai Wan
Kowloon	Tseung Kwan O Plaza Branch	Shop 112–125, Level 1, Tseung Kwan O Plaza, Tseung Kwan O
	Kowloon Plaza Branch	Unit 1, Kowloon Plaza, 485 Castle Peak Road
New Territories	Kau Yuk Road Branch	18–24 Kau Yuk Road, Yuen Long

or any of the following branches of Standard Chartered Bank (Hong Kong) Limited:

District	Branch	Address
Hong Kong Island	Quarry Bay Branch	G/F, Westlands Gardens, 1027 King's Road, Quarry Bay
	Yun Ping Road Branch	G/F to 2/F, Fortune Centre, 44–48 Yun Ping Road, Causeway Bay
Kowloon	Kwun Tong Branch Mei Foo Stage I Branch	1A Yue Man Square, Kwun Tong G/F, 1C Broadway, Mei Foo Sun Chuen Stage I, Lai Chi Kok
New Territories	Metroplaza Branch	Shop No. 175–176, Level 1, Metroplaza, 223 Hing Fong Road, Kwai Chung

or any of the following branches of Hang Seng Bank Limited:

District	Branch	Address
Hong Kong Island	Head Office	83 Des Voeux Road Central
	Wanchai Branch	200 Hennessy Road
	North Point Branch	335 King's Road
Kowloon	Tsimshatsui Branch	18 Carnarvon Road
	Kowloon Main Branch	618 Nathan Road

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, to which cheques or banker's cashier orders payable to "Bank of China (Hong Kong) Nominees Limited — Tsui Wah Holdings Public Offer" should be securely stapled and should be deposited in the special collection boxes provided at any of the branches and sub-branches referred to above on the following dates during the following times:

Wednesday, November 14, 2012 — 9:00 a.m. to 5:00 p.m.
Thursday, November 15, 2012 — 9:00 a.m. to 5:00 p.m.
Friday, November 16, 2012 — 9:00 a.m. to 5:00 p.m.
Saturday, November 17, 2012 — 9:00 a.m. to 1:00 p.m.
Monday, November 19, 2012 — 9:00 a.m. to 12:00 noon

Applicants applying by **HK eIPO White Form** may submit their applications to the HK eIPO White Form Service Provider through the designated website www.hkeipo.hk from 9:00 a.m. on Wednesday, November 14, 2012 until 11:30 a.m. on Monday, November 19, 2012 (24 hours daily, except on the last application day) (or such later date as may apply in the case of a tropical cyclone warning signal number 8 or above or a "black" rainstorm warning signal being in force as described in "How to Apply for the Hong Kong Public Offer Shares and Employee Reserved Shares — 6. Effect of bad weather on the opening of the application lists" in the Prospectus).

A **PINK** Application Form together with the prospectus can be collected from the Company's headquarter at 3/F, Tsui Wah Group Centre, 50 Lap Yip St., Ngau Tau Kok, Kowloon, Hong Kong during normal business hours from 9:00 a.m. on Wednesday, November 14, 2012 until 4:00 p.m. on Friday, November 16, 2012. Electronic copies of the **PINK** Application Form and the prospectus can be viewed from the website of the Company at www.tsuiwah.com. Completed **PINK** Application Form, together with a cheque attached and marked payable to "Bank of China (Hong Kong) Nominees Limited — Tsui Wah Holdings Public Offer" for the payment must be returned to the Company's headquarter by 4:00 p.m. on Friday, November 16, 2012.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Wednesday, November 14, 2012 until 12:00 noon on Monday, November 19, 2012. The application lists will open from 11:45 a.m. to 12:00 noon on Monday, November 19, 2012 (or such later date as may apply in case of certain bad weather conditions as described in "How to Apply for the Hong Kong Public Offer Shares and Employee Reserved Shares — 6. Effect of bad weather on the opening of the application lists" in the Prospectus). Please refer to "Structure and Conditions of the Global Offering" and "How to Apply for the Hong Kong Public Offer Shares and Employee Reserved Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of applications in the Hong Kong Public Offering and Employee Preferential Offering, the level of indications of interest in the International Placing and the basis of allocation of the Hong Kong Public Offer Shares and Employee Preferential Offering on Friday, November 23, 2012 in The Standard (in English) and the Hong Kong Economic Times (in Chinese), on the Company's website at www.tsuiwah.com and the website of the Stock Exchange at www.hkexnews.hk.

Results of allocations of the Hong Kong Public Offering and Employee Preferential Offering, the Hong Kong Identity Card/passport/Hong Kong business registration numbers of successful applicants (where appropriate) and the number of Hong Kong Public Offer Shares/Employee Reserved Shares successfully applied for under **WHITE, YELLOW and PINK** Application Forms, by **HK eIPO White Form** and by giving **electronic application instructions** to HKSCC via CCASS, will be made available through a variety of channels from Friday, November 23, 2012 as described in “How to Apply for the Hong Kong Public Offer Shares and Employee Reserved Shares — 7. Results of Allocations” in the Prospectus.

The Company will not issue temporary documents of title or receipt for application monies paid. Share certificates will only become valid documents of title provided that the Global Offering has become unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with its terms, which is expected to be at 8:00 a.m. on Monday, November 26, 2012.

Dealings in the Offer Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, November 26, 2012. Our Shares will be traded in board lots of 2,000 Shares each. The stock code of our Shares is 1314.

By Order of the Board of
Tsui Wah Holdings Limited
LEE Yuen Hong
Chairman and executive Director

Hong Kong, Wednesday, November 14, 2012

As at the date of this announcement, our executive Directors are Mr. Lee Yuen Hong, Mr. Ho Ting Chi, Mr. Cheung Yu To, Mr. Cheung Wai Keung and Mr. Cheung Yue Pui and our independent non-executive Directors are Mr. Goh Choo Hwee, Mr. Wong Chi Kin and Mr. Yim Kwok Man.

Please also refer to the published version of this announcement in The Standard (in English) and the Hong Kong Economic Times (in Chinese).