

*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.*

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

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

The information contained in this announcement is not for distribution, directly or indirectly, in or into the United States. This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. Securities may not be offered or sold in the United States unless they are registered under applicable laws or are exempt from registration under the US Securities Act, as amended. No public offer of securities of the Company will be made in the United States.



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)

(Stock Code: 1314)

FULL EXERCISE OF OVER-ALLOTMENT OPTION, STABILIZATION ACTIONS AND END OF STABILIZATION PERIOD

FULL EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option was exercised fully by the Sole Global Coordinator, on behalf of the International Underwriters, on December 19, 2012 in respect of 50,000,000 Shares (the “**Over-allotment Shares**”), representing approximately 15% of the total number of Offer Shares initially available under the Global Offering, to cover over-allocations in the International Placing. The Over-allotment Shares will be allotted and issued by the Company at HK\$2.27 per Share (exclusive of 1% brokerage, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering.

STABILIZATION ACTIONS AND END OF STABILIZATION PERIOD

The Company further announces that the stabilization period in connection with the Global Offering ended on December 19, 2012. The stabilization actions undertaken during the stabilization period were:

- (1) over-allocations of an aggregate of 50,000,000 Shares in the International Placing, representing approximately 15% of the total number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option; and
- (2) the full exercise of the Over-allotment Option by the Sole Global Coordinator, on behalf of the International Underwriters, on December 19, 2012 in respect of an aggregate of 50,000,000 Shares, representing approximately 15% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price per Offer Share to cover over-allocations in the International Placing.

This announcement is made pursuant to Section 9 of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

FULL EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option was exercised fully by the Sole Global Coordinator, on behalf of the International Underwriters, on December 19, 2012 in respect of 50,000,000 Shares, representing approximately 15% of the total number of Offer Shares initially available under the Global Offering, to cover over-allocations in the International Placing.

The Over-allotment Shares will be allotted and issued by the Company at HK\$2.27 per Share (exclusive of 1% brokerage, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering.

The Over-allotment Shares will be used to cover over-allocations in the International Placing. Immediately after the allotment and issue by the Company of the Over-allotment Shares, approximately 27.71% of the issued share capital of the Company will be held by the public.

Listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of and dealing in the Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on December 28, 2012.

The shareholding structure of the Company immediately before and immediately after the completion of the allotment and issue of the Over-allotment Shares is as follows:

Shareholder	Immediately before the allotment and issue of the Over-allotment Shares		Immediately after the allotment and issue of the Over-allotment Shares	
	<i>Number of Shares</i>	<i>Approximate percentage of the Company's issued share capital</i>	<i>Number of Shares</i>	<i>Approximate percentage of the Company's issued share capital</i>
Cui Fa	789,092,000	59.18%	789,092,000	57.04%
Ample Favour	85,408,000	6.41%	85,408,000	6.17%
Victor Leap	63,456,000	4.76%	63,456,000	4.59%
Macca Investment	60,000,000	4.50%	60,000,000	4.34%
Mr. Chau	2,044,000	0.15%	2,044,000	0.15%
Public	<u>333,334,000</u>	<u>25%</u>	<u>383,334,000</u>	<u>27.71%</u>
Total	<u><u>1,333,334,000</u></u>	<u><u>100%</u></u>	<u><u>1,383,334,000</u></u>	<u><u>100%</u></u>

The net proceeds of approximately HK\$109,518,420, after deducting the underwriting fees and commissions, from the issue of the Over-allotment Shares by the Company will be used by the Company for the purposes as set out in the section headed "Future plans and use of proceeds — Use of proceeds" in the Prospectus.

STABILIZATION ACTIONS AND END OF STABILIZATION PERIOD

The Company further announces that the stabilization period in connection with the Global Offering ended on December 19, 2012, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering.

The stabilization actions undertaken during the stabilization period were:

- (1) over-allocations of an aggregate of 50,000,000 Shares in the International Placing, representing approximately 15% of the total number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option; and
- (2) the full exercise of the Over-allotment Option by the Sole Global Coordinator, on behalf of the International Underwriters, on December 19, 2012 in respect of an aggregate of 50,000,000 Shares, representing approximately 15% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price per Offer Share to cover over-allocations in the International Placing.

The Company continues to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules. No new shares or securities convertible into equity securities of the Company may be issued within six months from the Listing Date save for the situations set out in Rule 10.08 of the Listing Rules.

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

Hong Kong, December 19, 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.