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Tsui Wah Holdings Limited

翠華控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1314)

**INSIDE INFORMATION
PRELIMINARY AGREEMENT IN RELATION TO
THE PROPOSED ACQUISITION**

This announcement is made pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong.

The Board is pleased to announce that on 24 September 2013 (after trading hours), TW Catering Management, an indirectly wholly-owned subsidiary of the Company, entered into the Preliminary Agreement with the Vendor.

As the Preliminary Agreement is subject to the fulfillment of the Conditions and formal agreement in relation thereto being entered into, the transaction contemplated thereunder may or may not proceed, Shareholders and any potential investors are advised to take caution in dealing in the securities of the Company.

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The Preliminary Agreement

Date: 24 September 2013 (after trading hours)

Parties: (1) TW Catering Management
(2) the Vendor

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendor is an Independent Third Party and not connected with the Company and its connected person(s).

Assets to be acquired: the Land-use Right and the Building

Consideration: the total consideration of RMB30,000,000, to be settled by cash, of which an earnest money in the amount of RMB7,000,000 to be paid by TW Catering Management or its associate to the Vendor within 2 Business Days following the signing of the Preliminary Agreement. The said sum of RMB7,000,000 shall be refunded to the paying parties within 2 Business Days following the signing of the formal agreement and the payment of the first installment of the total consideration in the amount RMB10,000,000 to the Vendor

Conditions:

The proposed acquisition by TW Catering Management or its associate under the Preliminary Agreement is subject to the fulfillment of a number of conditions (the "Conditions").

Formal sale and purchase agreement:

TW Catering Management or its associates and the Vendor shall have the exclusivity in entering into a formal agreement regarding the subject matters of the Preliminary Agreement which expires at the earlier of (i) the period of 90 Business Days following the signing of the Preliminary Agreement (or any such period as agreed in writing by the parties); or (ii) the termination of the Preliminary Agreement.

Earnest money:

If the Vendor fails to fulfil certain Conditions resulting in the termination of the proposed acquisition, TW Catering Management shall have the unilateral right to terminate the Preliminary Agreement and the Vendor shall immediately refund the earnest money of RMB7,000,000 in full to TW Catering Management together with the costs incurred to obtain the earnest money and such costs are calculated as 120% of the central bank's benchmark lending rate running from the day of the first receipt of earnest money by the Vendor.

If TW Catering Management fails to complete the proposed acquisition despite the fulfillment of the Conditions, the Vendor is entitled to forfeit the earnest money.

Reasons for the proposed acquisition

The Group is principally engaged in the operation of a chain of Cha Chaan Teng in Hong Kong, PRC and Macau.

The Board considered that the proposed acquisition will allow the Group to establish a central kitchen in Shanghai, PRC for enhancing (i) the quality and standardization on food processing; (ii) operating efficiency; and (iii) supply chain management, which is beneficial to and in the interests of the Company and its shareholders as a whole.

General

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DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Building”	the building, with the ground floor area of approximately 7,749.39 square meters, completed and erected on the Land, together with any construction, facilities and equipment ancillary to and erected on the Land
“Business Day”	a day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal business
“Company”	Tsui Wah Holdings Limited (Stock Code: 1314), a company incorporated in the Cayman Islands with limited liability whose issued Shares are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to this term under the Listing Rules
“Cui Xin”	Cui Xin Holdings Limited (翠新控股有限公司), a company incorporated in the British Virgin Islands with limited liability on 28 September 2011 and directly wholly-owned by the Company

“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	party who, together with his/her/its ultimate beneficial owner(s), is/are persons independent of the Company and its connected persons
“Land”	the parcel of land with the land area of approximately 13,068.10 square meters, located at 中國上海松江區書海路 518號 (No. 518, Shuhai Road, Songjiang District, Shanghai, the PRC*)
“Land-use Right”	the land-use rights in respect of the Land for a term of 50 years, from 13 September 2006, provided under 上海市房地產權証 (Shanghai Certificate of Real Estate Ownership)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“PRC”	the People’s Republic of China but for the purpose of this announcement shall exclude Hong Kong, Macau and Taiwan
“Preliminary Agreement”	the Chinese preliminary agreement made between TW Catering Management as a purchaser and the Vendor as a vendor on 24 September 2013 regarding the proposed acquisition by TW Catering Management or its associate of the Land-use Right and the Building subject to the terms and conditions therein mentioned
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“TW Catering Management”	Tsui Wah Catering Management Limited (翠華餐飲管理有限公司), formerly known as Tsui Wah Group Holdings Limited (翠華集團控股有限公司), a company incorporated in Hong Kong with limited liability on 29 December 2006 and indirectly wholly-owned by the Company through Cui Xin

“Vendor” the legal and beneficial owner of the Land-use Right and the Building, an Independent Third Party

“%” per cent.

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

Hong Kong, 24 September 2013

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.

“*” is for identification purpose only.