

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.



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
DEPOSIT PAYMENT AGREEMENT IN RELATION TO
THE PROPOSED ACQUISITION OF THE PROPERTY**

This announcement is made pursuant to Rule 13.09(2)(a) 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 25 October 2013 (after trading hours), Shanghai Cai Hua entered into the Deposit Payment Agreement with the Vendor.

As the proposed acquisition of the Property is subject to the execution of the Formal Agreement which may or may not proceed, Shareholders and any potential investors are advised to take caution in dealing in the securities of the Company.

This announcement is made pursuant to Rule 13.09(2)(a) 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 25 October 2013 (after trading hours), Shanghai Cai Hua entered into the Deposit Payment Agreement with the Vendor.

PRINCIPAL TERMS OF THE DEPOSIT PAYMENT AGREEMENT

Date: 25 October 2013 (after trading hours)

Parties: (1) Shanghai Cai Hua as purchaser
(2) the Vendor

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendor is independent of, and not connected with any of the directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or their respective associates.

Asset to be acquired: the Property.

Consideration: the aggregate consideration for the proposed acquisition is RMB62,686,540. A deposit in the amount of RMB5,000,000 shall be payable to the Vendor by Shanghai Cai Hua after the execution of the Deposit Payment Agreement. The remaining consideration shall be settled in the following manner: (i) upon execution of the Formal Agreement, 50% of the total consideration shall be payable to the Vendor (the deposit of RMB5,000,000 shall be applied as part payment) and the Vendor shall only use such money for the purpose of discharging the mortgage of the Property and not for any other purposes until and unless the mortgage of the Property has been completely discharged; and (ii) subject to completion of Capital Injection, the remaining 50% of the total consideration shall be payable to the Vendor on the date when the registration of transfer of ownership of the Property is completed with the relevant government authority.

Other terms: the Vendor agrees to lease eight nearby car parking spaces to Shanghai Cai Hua.

Formal Agreement:

Shanghai Cai Hua and the Vendor shall enter into the Formal Agreement before 31 December 2013.

Deposit:

If the Vendor, without the prior consent of Shanghai Cai Hua, proposes to sell and transfer the Property to any third party(ies) before 31 December 2013, or if the Vendor fails to enter into the Formal Agreement before 31 December 2013, Shanghai Cai Hua shall have the right to terminate the Deposit Payment Agreement and the Vendor shall refund the above-mentioned deposit and pay a sum equivalent to the said deposit as liquidated damages to Shanghai Cai Hua.

Except in the case of any delay in the approval of Capital Injection (subject to the official supporting documents issued by the relevant government authority) or for reasons related to the Vendor, the Vendor shall have the right to terminate the Deposit Payment Agreement and the Vendor is entitled to forfeit the above-mentioned deposit if Shanghai Cai Hua fails to enter into the Formal Agreement before 31 December 2013.

REASONS FOR THE PROPOSED ACQUISITION OF THE PROPERTY

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

The Board believes that the proposed acquisition of the Property is in line with the Group's long-term development plan in the East China region and will allow the Group to effectively control the office rental costs, and further enhance the Group's position in the East China region.

The Directors are of the view that the Deposit Payment Agreement is on normal commercial terms which are fair and reasonable and in the interest of the Company and its Shareholders as a whole.

GENERAL

As the proposed acquisition of the Property is subject to the execution of the Formal Agreement which may or may not proceed, Shareholders and any potential investors are advised to take caution in dealing in the securities of the Company.

Should there be any subsequent development related to the proposed acquisition of the Property, the Company will make further announcement(s) as and when appropriate in compliance with the Listing Rules.

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
“Capital Injection”	the proposed increase of the total amount of investment and registered capital of Shanghai Cai Hua to be made by the Company for the purposes of paying the consideration of the proposed acquisition of the Property to the Vendor
“Cha Chaan Teng”	茶餐廳, Hong Kong-style restaurants that serve Asian and Western cuisine in a casual environment

“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
“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 a wholly-owned subsidiary of the Company
“Deposit Payment Agreement”	the agreement in Chinese made between Shanghai Cai Hua as a purchaser and the Vendor as a vendor on 25 October 2013 (after trading hours) regarding the payment of deposit for the proposed acquisition by Shanghai Cai Hua of the Property subject to the terms and conditions therein mentioned
“Director(s)”	the director(s) of the Company
“Formal Agreement”	the formal sale and purchase agreement to be entered into between Shanghai Cai Hua and the Vendor regarding the proposed acquisition of the Property
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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
“Property”	the office premises with the gross floor area of approximately 1,528.94 square meters (subject to the relevant property ownership certificate) within a building which is situated in Huangpu District, Shanghai, the PRC
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Cai Hua”	Shanghai Cai Hua Restaurants Management Company Limited (上海采華餐飲管理有限公司), a company established in the PRC with limited liability on 27 April 2009 and a wholly-owned subsidiary of Cui Xin

“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
“substantial shareholder(s)”	has the same meaning ascribed to this term under the Listing Rules
“Vendor”	a company established in the PRC and the legal and beneficial owner of the Property
“%”	per cent.

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

Hong Kong, 25 October 2013

As at the date of this announcement, the 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 the independent non-executive Directors are Mr. Goh Choo Hwee, Mr. Wong Chi Kin and Mr. Yim Kwok Man.