

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** as to any aspect of this circular, or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in Tsui Wah Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “**AGM**”) to be held at 2/F., Tsui Wah Group Centre, 50 Lai Yip Street, Ngau Tau Kok, Kowloon, Hong Kong, on Friday, 14 August 2015 at 3:00 p.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Hong Kong, 14 July 2015

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 2/F., Tsui Wah Group Centre, 50 Lai Yip Street, Ngau Tau Kok, Kowloon, Hong Kong, on Friday, 14 August 2015 at 3:00 p.m., a notice of which is set out on pages 16 to 20 of this circular, or any adjourned meeting thereof
“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemental from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, modified or otherwise supplemental from time to time
“Company”	Tsui Wah Holdings Limited, an exempted company incorporated under the laws of the Cayman Islands with limited liability with its Shares listed on the Stock Exchange
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to Mr. Lee Yuen Hong, Mr. Ho Ting Chi, Mr. YT Cheung, Mr. WK Cheung, Mr. YP Cheung, Cui Fa Limited, Ample Favour Limited and Victor Leap Limited
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

## DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	6 July 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time
“Mr. WK Cheung”	Mr. CHEUNG Wai Kueng, a Controlling Shareholder and non-executive Director
“Mr. YP Cheung”	Mr. CHEUNG Yue Pui, a Controlling Shareholder and executive Director
“Mr. YT Cheung”	Mr. CHEUNG Yu To, a Controlling Shareholder and executive Director
“PRC”	The People’s Republic of China, and for the sole purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them during the relevant period to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Option(s)”	the share option(s) granted under the pre-IPO share option scheme adopted by the Company on 5 November 2012
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

## DEFINITIONS

“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)**

*Executive Directors:*

Mr. Lee Yuen Hong (*Chairman*)  
Mr. Ho Ting Chi  
Mr. Cheung Yu To  
Mr. Cheung Yue Pui

*Registered office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Non-Executive Director:*

Mr. Cheung Wai Keung

*Head office and principal place*

*of business in Hong Kong:*  
3/F, Tsui Wah Group Centre  
50 Lai Yip Street, Ngau Tau Kok  
Kowloon, Hong Kong

*Independent Non-executive Directors:*

Mr. Goh Choo Hwee  
Mr. Wong Chi Kin  
Mr. Yim Kwok Man

14 July 2015

*To the Shareholders*

Dear Sirs or Madams,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The Company will propose resolutions at the AGM to, inter alia, (a) grant to the Directors the Issue Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors at the last annual general meeting of the Company held on 15 August 2014; and (b) re-election of Directors at the AGM.

## LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information on the resolutions to be proposed at the AGM for granting the general mandates to Directors to allot, issue, deal with and repurchase Shares, and the re-election of Directors at the AGM, and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

### **PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE**

At the last annual general meeting of the Company held on 15 August 2014, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of the relevant ordinary resolution; (b) a general and unconditional mandate to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the mandate to repurchase securities referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The full text of above resolutions are set out in resolutions numbered 5 to 7 as set out in the notice of the AGM contained on pages 17 to 19 of this circular.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles of Association to be held; or (c) when the mandate given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting of the Company prior to the next annual general meeting of the Company following the AGM.

## **LETTER FROM THE BOARD**

Under the Rule 10.06(1)(b) of the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

### **PROPOSED RE-ELECTION OF DIRECTORS**

As at the Latest Practicable Date, the executive Directors are Mr. Lee Yuen Hong, Mr. Ho Ting Chi, Mr. YT Cheung and Mr. YP Cheung, the non-executive Director is Mr. WK Cheung and the independent non-executive Directors are Mr. Goh Choo Hwee, Mr. Wong Chi Kin and Mr. Yim Kwok Man.

Pursuant to Articles 84(1) and 84(2) of the Articles of Association, at each annual general meeting, not less than one-third of the Directors for the time being shall retire from office by rotation and, every Director shall be subject to retirement by rotation at least once every 3 years. Accordingly, Mr. YT Cheung, Mr. Yim Kwok Man and Mr. Goh Choo Hwee shall retire from office by rotation at the AGM and shall be eligible for re-election. All the retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Particulars of each of the Directors proposed to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

### **AGM AND PROXY ARRANGEMENT**

A notice of the AGM is set out on pages 16 to 20 of this circular.

At the AGM, resolutions will be proposed to the Shareholders in respect of ordinary business to be considered at the AGM, including, among other things, the proposed grant of Issue Mandate, Repurchase Mandate and Extension Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### **VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.



## LETTER FROM THE BOARD

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the AGM including (a) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (b) the re-election of Directors at the AGM, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors, together with their associates, intend to vote in favour of the relevant resolutions in respect of their respective shareholdings in the Company and recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By Order of the Board  
**Lee Yuen Hong**  
*Chairman and Executive Director*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.*

## **LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase shares on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

## **SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 1,413,816,047 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase the Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 141,381,604 Shares.

The Repurchase Mandate, unless revoked or varied by way of an ordinary resolution of the Shareholders in general meeting, will expire at the earlier of (i) the conclusion of the next annual general meeting of the Company following the AGM; or (ii) the date by which the next annual general meeting of the Company is required to be held by the Companies Law or Articles of Association to be held; or (iii) when the mandate given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting of the Company prior to the next annual general meeting of the Company following the AGM.

## **FUNDING OF REPURCHASE**

Repurchases must be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the Companies Law.

**REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

**EFFECT OF EXERCISING THE REPURCHASE MANDATE**

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the most recent published audited accounts, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the AGM.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders at the AGM.

**DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If, as a result of a Shares repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code.

Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code. As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders are interested in more than 5% of the Company's issued share capital:

Name of Shareholder	Long/Short position	Capacity/Nature of interest	Number of Shares	Approximate percentage of shareholding in the Company	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Mr. Lee Yuen Hong <sup>(Note 1)</sup>	Long	Beneficial interest, interests held jointly with another person; interest in a controlled corporation	905,756,054 <sup>(Note 2)</sup>	64.06%	71.18%
Ms. Chan Choi Fung <sup>(Note 3)</sup>	Long	Interest of a spouse	905,756,054 <sup>(Note 2)</sup>	64.06%	71.18%
Mr. Ho Ting Chi <sup>(Note 1)</sup>	Long	Interests held jointly with another person; interest in a controlled corporation	905,756,054 <sup>(Note 2)</sup>	64.06%	71.18%
Ms. Tai Ngan Har Talia <sup>(Note 4)</sup>	Long	Interest of a spouse	905,756,054 <sup>(Note 2)</sup>	64.06%	71.18%
Mr. YP Cheung <sup>(Note 1)</sup>	Long	Interests held jointly with another person; interest in a controlled corporation	905,756,054 <sup>(Note 2)</sup>	64.06%	71.18%
Ms. Lam Hiu Man <sup>(Note 5)</sup>	Long	Interest of a spouse	905,756,054 <sup>(Note 2)</sup>	64.06%	71.18%
Mr. WK Cheung <sup>(Note 1)</sup>	Long	Interests held jointly with another person; interest in a controlled corporation	905,756,054 <sup>(Note 2)</sup>	64.06%	71.18%
Ms. Woo Chun Li <sup>(Note 6)</sup>	Long	Interest of a spouse	905,756,054 <sup>(Note 2)</sup>	64.06%	71.18%
Mr. YT Cheung <sup>(Note 1)</sup>	Long	Interests held jointly with another person; interest in a controlled corporation	905,756,054 <sup>(Note 2)</sup>	64.06%	71.18%
Ms. Lui Ning <sup>(Note 7)</sup>	Long	Interest of a spouse	905,756,054 <sup>(Note 2)</sup>	64.06%	71.18%
Cui Fa Limited <sup>(Note 8)</sup>	Long	Beneficial Interest	770,092,000	54.47%	60.52%

*Notes:*

1. Pursuant to a deed of confirmation dated 5 November 2012 (the “**Deed of Confirmation**”), Mr. Lee Yuen Hong, Mr. Ho Ting Chi, Mr. YP Cheung, Mr. YT Cheung and Mr. WK Cheung have agreed to jointly control their respective interests in the Company and decisions as to the business and operations of the Group shall be in accordance with the unanimous consent of all of them. Each of Mr. Lee Yuen Hong, Mr. Ho Ting Chi, Mr. YP Cheung, Mr. YT Cheung and Mr. WK Cheung shall exercise their respective voting rights in the Company in the same way. Hence, each of the Mr. Lee Yuen Hong, Mr. Ho Ting Chi, Mr. YP Cheung, Mr. YT Cheung and Mr. WK Cheung is deemed to be interested in all the Shares held by them in aggregate by virtue of the SFO.
2. 905,756,054 Shares consist of 878,956,000 Shares and 26,800,054 Shares Options. The 26,800,054 Share Options were granted to Mr. Lee Yuen Hong personally, but pursuant to the Deed of Confirmation as described in Note 1 above, Mr. Ho Ting Chi, Mr. YP Cheung, Mr. YT Cheung and Mr. WK Cheung are deemed to be interested in such Shares Options by virtue of the SFO.
3. Ms. Chan Choi Fung is the spouse of Mr. Lee Yuen Hong. Under the SFO, Ms. Chan Choi Fung is taken to be interested in the same number of Shares in which Mr. Lee Yuen Hong is interested.
4. Ms. Tai Ngan Har Talia is the spouse of Mr. Ho Ting Chi. Under the SFO, Ms. Tai Ngan Har Talia is taken to be interested in the same number of Shares in which Mr. Ho Ting Chi is interested.
5. Ms. Lam Hiu Man is the spouse of Mr. YP Cheung. Under the SFO, Ms. Lam Hiu Man is taken to be interested in the same number of Shares in which Mr. YP Cheung is interested.
6. Ms. Woo Chun Li is the spouse of Mr. WK Cheung. Under the SFO, Ms. Woo Chun Li is taken to be interested in the same number of Shares in which Mr. WK Cheung is interested.
7. Ms. Lui Ning is the spouse of Mr. YT Cheung. Under the SFO, Ms. Lui Ning is taken to be interested in the same number of Shares in which Mr. YT Cheung is interested.
8. As at the Latest Practicable Date, the Company is held as to approximately 54.47% by Cui Fa Limited. Cui Fa Limited is held as to approximately 48.19%, 37.35% and 14.46% by Mr. Lee Yuen Hong, Mr. Ho Ting Chi and Mr. YT Cheung, respectively.

Save as disclosed above, no other interest or short position in the Shares and underlying Shares of the Company were recorded in the register required to be kept under section 336 of the SFO as at the Latest Practicable Date.

Based on the current holding of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in any of them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

#### **SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

**SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

	<b>Share prices</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2014</b>		
July	3.88	3.23
August	3.33	3.09
September	3.15	2.86
October	3.06	2.80
November	3.02	2.76
December	2.90	2.50
<b>2015</b>		
January	2.75	2.47
February	2.55	2.43
March	2.54	2.31
April	2.92	2.40
May	2.76	2.55
June	2.67	2.39
July (up to the Latest Practicable Date)	2.46	2.20

The following are the particulars of the Directors (as required by the Listing Rules) who are proposed for re-election at the AGM:

**Mr. Cheung Yu To**, aged 57, is one of the founding members of the Group and was appointed as an executive Director with effect from 29 May 2012, the date of incorporation of the Company. Apart from his current directorate in the Company, he also held directorship in various subsidiaries of the Group. He is responsible for the overall management of the business operations together with Mr. Lee Yuen Hong and Mr. Ho Ting Chi. Mr. YT Cheung has extensive experience in the restaurant industry and has been working in the industry for over 30 years. Prior to the founding of the Group, Mr. YT Cheung worked as a manager in a number of restaurants from 1980 to 1989. In December 2004, Mr. YT Cheung completed the Basic Food Hygiene Certificate for Hygiene Managers (基礎食物衛生經理課程) organised by the Li Ka Shing Institute of Professional and Continuing Education of the Open University of Hong Kong. Mr. YT Cheung is the brother of Mr. YP Cheung.

Save as pursuant to the Deed of Confirmation where Mr. Lee Yuen Hong, Mr. Ho Ting Chi, Mr. YP Cheung, Mr. YT Cheung and Mr. WK Cheung have agreed to jointly control their respective interest in the Company and decisions as to the business and operation of the Group shall be in accordance with the unanimous consent of all of them and save as disclosed above, Mr. YT Cheung is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders. As at the Latest Practicable Date, Mr. YT Cheung was deemed to be interested 905,756,054 Shares (comprising of 878,956,000 Shares and 26,800,054 share options) representing approximately 64.06% of the issued share capital of the Company. Save as disclosed above, Mr. YT Cheung did not have any other interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. YT Cheung has entered into a service agreement with the Company for a term of three years effected from 5 November 2012 and he is subject to retirement from office and reelection at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. YT Cheung was entitled to HK\$1,440,000 per annum for his appointment as an executive Director, which was determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his position.

Mr. YT Cheung did not hold any directorship in other listed company in the past three years prior to the Latest Practicable Date. There is no information relating to Mr. YT Cheung that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

**Mr. Goh Choo Hwee**, aged 43, is an independent non-executive Director. Mr. Goh has been an independent non-executive Director since 5 November 2012. Mr. Goh is the chairman of the remuneration committee of the Company and a member of each of the audit committee and the nomination committee of the Company. Mr. Goh is a member of The Law Society of Hong Kong and has been a practicing solicitor in Hong Kong since 1997 and is currently a partner of Ma Tang & Co., a law firm in Hong Kong. Mr. Goh has over 15 years of experience in PRC-related, corporate and securities practices. Mr. Goh has served as company secretary and authorised representative at Xinhua News Media Holdings Limited since 11 December 2013. Mr. Goh has been appointed as an independent non-executive director of (i) PME Group Limited (stock code: 0379), a company listed on the Main Board of the Stock Exchange, since 18 January 2012; and (ii) Theme International Holdings Limited (stock code: 0990), a company listed on the Main Board of the Stock Exchange, since 27 September 2013. From December 2007 to November 2011, Mr. Goh was also an independent non-executive director of China Mining Resources Group Limited (stock code: 0340), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Goh graduated from The Chinese University of Hong Kong in December 1993 with a Bachelor's degree in Arts. He subsequently obtained a Postgraduate Certificate in Laws from The University of Hong Kong in June 1995.

Mr. Goh has entered into a letter of appointment with the Company with an initial term of three years effected from 5 November 2012 and he is subject to retirement from office and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. Goh is entitled to HK\$180,000 per annum for his appointment as an independent non-executive Director, which was determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his position.

Mr. Goh is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders. As at the Latest Practicable Date, Mr. Goh did not, directly or indirectly, have any underlying interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Goh did not hold any directorship in other listed company in the past three years prior to the Latest Practicable Date. There is no other information relating to Mr. Goh that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.



**Mr. Yim Kwok Man**, aged 46, is an independent non-executive Director. Mr. Yim has been an independent non-executive Director since 5 November 2012. Mr. Yim is the chairman of the audit committee of the Company. Mr. Yim has over 20 years of extensive experience in the areas of corporate finance, debt and equity capital markets, asset management and merger and acquisition advisory in Asia, in particular in Hong Kong and the PRC. He is a fellow member of The Association of Chartered Certified Accountants (FCCA) and a member of The Hong Kong Institute of Certified Public Accountants (HKICPA). Mr. Yim was a registered responsible officer of type 6 activities (advising on corporate finance) until July 2014, and was a registered representative of type 4 activities (advising on securities) and type 9 activities (asset management) with the SFC until August 2011. Mr. Yim served as a director of Galaxy Asset Management (H.K.) Limited and worked with various international financial institutions and investments banks from 1994 to 2011, including Rabobank International Hong Kong Branch, DBS Asia Capital Limited and CITIC Capital Markets Holdings Limited. Mr. Yim served as a non-executive Director of Eternite International Company Limited (currently known as Larry Jewelry International Company Limited), the shares of which are listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8351), from December 2010 to August 2011.

Mr. Yim graduated with a Bachelor of Engineering degree in Civil Engineering from the Hong Kong Polytechnic in November 1991. He completed a Master of Business Administration exchange program at the John E. Anderson Graduate School of Management, University of California, Los Angeles (UCLA), USA in 1993 and obtained a Master's degree in Business Administration (MBA) from The Chinese University of Hong Kong in December 1994.

Mr. Yim has entered into a letter of appointment with the Company with an initial term of three years effected from 5 November 2012 and he is subject to retirement from office and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. Yim is entitled to HK\$180,000 per annum for his appointment as an independent non-executive Director, which was determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his position.

Mr. Yim is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders. As at the Latest Practicable Date, Mr. Yim did not, directly or indirectly, have any underlying interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Yim did not hold any directorship in other listed company in the past three years prior to the Latest Practicable Date. There is no other information relating to Mr. Yim that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.



**Tsui Wah Holdings Limited**

**翠華控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1314)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Tsui Wah Holdings Limited (the “**Company**”) will be held at 2/F., Tsui Wah Group Centre, 50 Lai Yip Street, Ngau Tau Kok, Kowloon, Hong Kong, on Friday, 14 August 2015 at 3:00 p.m. for the following purposes:

**As ordinary business:**

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries together with the directors’ report and the independent auditors’ report for the financial year ended 31 March 2015.
2. To declare a final dividend of HK6.0 cents per ordinary share of the Company in respect of the financial year ended 31 March 2015.
3. (a) To re-elect the following directors of the Company:
  - (i) Mr. Cheung Yu To as an executive director;
  - (ii) Mr. Yim Kwok Man as an independent non-executive director; and
  - (iii) Mr. Goh Choo Hwee as an independent non-executive director.
- (b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint Ernst & Young as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

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As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. **“THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares in the capital of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to directors, officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total nominal value of the share capital of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution; and

“**Rights Issue**” means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total nominal value of the share capital of the Company in issue at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly;
- (c) subject to the passing of each of the paragraph (a) and (b) of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this resolution which has been granted to the directors of the Company and which are still in effect be and are hereby revoked; and

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- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution.”
7. “**THAT** conditional upon the ordinary resolutions set out in paragraphs 5 and 6 of the notice convening this meeting being passed, the general mandate granted to the directors of the Company to allot, issue and deal in any unissued shares pursuant to the ordinary resolution set out in paragraph 5 of the notice convening this meeting be and is hereby **extended** by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution set out in paragraph 6 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total nominal value of the share capital of the Company in issue at the date of the passing of this resolution.”

By Order of the Board  
**Tsui Wah Holdings Limited**  
**Lee Yuen Hong**  
*Chairman and Executive Director*

Hong Kong, 14 July 2015

*Notes:*

1. A member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.

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3. The register of members of the Company will be closed from Monday, 10 August 2015 to Friday, 14 August 2015, both days inclusive, during which period no transfer of shares will be registered. In order to determine the entitlement of shareholders to attend and vote at the annual general meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 7 August 2015.
4. The register of members of the Company will be closed from Monday, 24 August 2015 to Wednesday, 26 August 2015, both days inclusive, during which period no transfer of shares will be registered. In order to determine the entitlement of shareholders to receive the final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 21 August 2015.
5. According to Rule 13.39(4) of the Listing Rules and article 66 of the articles of association of the Company, any vote of shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
6. With regard to ordinary resolutions set out in paragraphs 3 and 5 to 7 of this notice, a circular giving details of the re-election of directors of the Company and general mandates to issue and to repurchase shares will be despatched to shareholders of the Company. The biographical details of the directors proposed to be re-elected at the forthcoming annual general meeting are set out in Appendix II to the circular.
7. As at the date of this notice, the executive directors of the Company are Mr. Lee Yuen Hong, Mr. Ho Ting Chi, Mr. Cheung Yu To, Mr. Cheung Yue Pui, the non-executive director of the Company is Mr. Cheung Wai Keung and the independent non-executive directors of the Company are Mr. Goh Choo Hwee, Mr. Wong Chi Kin and Mr. Yim Kwok Man.