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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)**

### **ANNOUNCEMENT PURSUANT TO RULE 13.09 OF THE LISTING RULES AND RULE 3.7 OF THE TAKEOVERS CODE AND RESUMPTION OF TRADING**

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to the announcement of Tsui Wah Holdings Limited (the “**Company**”) dated 19 July 2016 in respect of the trading halt in the shares of the Company pending the release of an announcement pursuant to the Takeovers Code which constitutes inside information of the Company.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to advise the shareholders of the Company (the “**Shareholders**”) that the Board has been informed by Cui Fa Limited, Ample Favour Limited and Victor Leap Limited (the “**Potential Vendors**”) that they have been approached by an independent third party in respect of a possible disposal (the “**Possible Disposal**”) of the shares of the Company (the “**Shares**”) which may result in a change in control of the Company. As at the date of this announcement, the Potential Vendors in aggregate hold 878,956,000 Shares, representing approximately 62.28% of the issued share capital of the Company.

The Potential Vendors informed the Board that discussions are still in progress and no legally binding agreement has been entered into in relation to the Possible Disposal. In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the aforesaid discussions will be made until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made as and when necessary in accordance with the Listing Rules and the Takeovers Code (if applicable).

**Shareholders and potential investors of the Company should be aware that there is no certainty that the discussions mentioned in this announcement will proceed or that the same will result in binding agreement(s). There is no assurance that any discussions mentioned in this announcement will either materialise or eventually be consummated and the discussions may or may not lead to the making of an offer for the shares of the Company. Shareholders and potential investors are therefore advised to exercise caution when dealing in the Shares and/or other securities of the Company.**

In compliance with Rule 3.8 of the Takeovers Code, the relevant securities of the Company (as defined in the Takeovers Code) in issue comprise 1,411,226,450 Shares as at the date of this announcement. As at the date of this announcement, there are 26,800,054 share options granted to Mr. Lee Yuen Hong, the executive Director, and there are no outstanding share options under the pre-IPO share option scheme adopted by the Company on 5 November 2012.

Save as disclosed above, the Company does not have other classes of securities, derivatives, warrants or other securities which are convertible or exchangeable into Shares as at the date of this announcement.

### **Dealing disclosures**

For the purpose of the Takeovers Code, the offer period commences on the date of this announcement, being 19 July 2016.

The associates of the Company (including, amongst others, persons holding 5% or more of a class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company) are hereby reminded to disclose their dealings in any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them.*

*Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.*

*This dispensation does not alter the obligations of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that cooperation.”*

For the avoidance of doubt, the meaning of “Executive” as set out above has the meaning ascribed to it under the Takeovers Code, being the executive director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of such executive director.

### **Trading halt and resumption of trading in Shares**

At the request of the Company, trading in the Shares was halted with effect from 9:00 a.m. on 19 July 2016 pending the release of this announcement. An application has been made by the Company to The Stock Exchange of Hong Kong Limited for the resumption of trading in the Shares with effect from 9:00 a.m. on 20 July 2016.

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

Hong Kong, 19 July 2016

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

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*