

**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 Room 1606–1608, 16/F, Riley House, 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong, on Friday, 26 August 2016 at 3:00 p.m. is set out on pages 15 to 19 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, 22 July 2016

# CONTENTS

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
Introduction .....	3
Proposed Grant of Issue Mandate, Repurchase Mandate and Extension Mandate .....	4
Proposed Re-election of Directors .....	5
AGM and Proxy Arrangement .....	5
Voting by way of Poll .....	5
Responsibility Statement .....	6
Recommendation .....	6
General .....	6
Miscellaneous .....	6
<b>APPENDIX I — EXPLANATORY STATEMENT ON THE                     REPURCHASE MANDATE</b> .....	7
<b>APPENDIX II — PARTICULARS OF THE DIRECTORS PROPOSED                     TO BE RE-ELECTED AT THE AGM</b> .....	12
<b>NOTICE OF AGM</b> .....	15

## 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 Room 1606–1608, 16/F, Riley House, 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong, on Friday, 26 August 2016 at 3:00 p.m., a notice of which is set out on pages 15 to 19 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
“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
“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 number of issued shares of the Company as at the date of passing the relevant resolution at the AGM

## DEFINITIONS

“Latest Practicable Date”	14 July 2016, 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 Keung, a Controlling Shareholder
“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 up to a maximum of 10% of the number of issued shares of the Company 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
“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. Cheung Yu To

Mr. Cheung Yue Pui

*Non-Executive Director:*

Mr. Ho Ting Chi

*Independent Non-executive Directors:*

Mr. Goh Choo Hwee

Mr. Wong Chi Kin

Mr. Yim Kwok Man

*Registered office:*

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place*

*of business in Hong Kong:*

Room 1606–1608, 16/F, Riley House,

88 Lei Muk Road, Kwai Chung,

New Territories, Hong Kong

22 July 2016

*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 14 August 2015; 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 14 August 2015, 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 number of issued shares of the Company 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 number of issued shares of the Company 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 6 to 8 as set out in the notice of the AGM contained on pages 15 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. YT Cheung and Mr. YP Cheung, the non-executive Director is Mr. Ho Ting Chi 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. YP Cheung, Mr. Ho Ting Chi and Mr. Wong Chi Kin 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 15 to 19 of this circular.

At the AGM, resolutions will be proposed to the Shareholders in respect of the matters 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 1,411,226,450 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase the Shares up to a maximum of 10% of the number of issued shares 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 141,122,645 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>	64.18%	71.31%
Ms. Chan Choi Fung <sup>(Note 3)</sup>	Long	Interest of a spouse	905,756,054 <sup>(Note 2)</sup>	64.18%	71.31%
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>	64.18%	71.31%
Ms. Tai Ngan Har Talia <sup>(Note 4)</sup>	Long	Interest of a spouse	905,756,054 <sup>(Note 2)</sup>	64.18%	71.31%
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>	64.18%	71.31%
Ms. Lam Hiu Man <sup>(Note 5)</sup>	Long	Interest of a spouse	905,756,054 <sup>(Note 2)</sup>	64.18%	71.31%
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>	64.18%	71.31%
Ms. Woo Chun Li <sup>(Note 6)</sup>	Long	Interest of a spouse	905,756,054 <sup>(Note 2)</sup>	64.18%	71.31%
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>	64.18%	71.31%
Ms. Lui Ning <sup>(Note 7)</sup>	Long	Interest of a spouse	905,756,054 <sup>(Note 2)</sup>	64.18%	71.31%
Cui Fa Limited <sup>(Note 8)</sup>	Long	Beneficial Interest	770,092,000	54.57%	60.63%

*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 54.57% 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**

The Company had repurchased a total of 2,636,000 Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date, details of which are as follows:

<b>Date of repurchase</b>	<b>No. of Shares repurchased</b>	<b>Price Paid per Share</b>	
		<b>Highest HK\$</b>	<b>Lowest HK\$</b>
23 February 2016	222,000	1.42	1.39
24 February 2016	658,000	1.43	1.40
25 February 2016	514,000	1.41	1.39
26 February 2016	<u>1,242,000</u>	1.47	1.40
Total	<u><u>2,636,000</u></u>		

Save as disclosed above, the Company had not repurchased any Share during the six months immediately 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 HK\$</b>	<b>Lowest HK\$</b>
<b>2015</b>		
July	2.46	1.92
August	2.47	1.98
September	2.00	1.76
October	2.10	1.75
November	1.93	1.74
December	1.85	1.70
<b>2016</b>		
January	1.83	1.35
February	1.65	1.38
March	1.64	1.42
April	1.62	1.43
May	1.55	1.42
June	1.54	1.17
July (up to the Latest Practicable Date)	1.30	1.22

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 Yue Pui**

Mr. Cheung Yue Pui, aged 54, is an executive Director. He has been an executive Director since 29 May 2012, the date of incorporation of the Company. Apart from his current directorate in the Company, he also holds directorship in various subsidiaries of the Group. Mr. YP Cheung is also the director of Victor Leap Limited, a Controlling Shareholder. Mr. YP Cheung is one of the founders of the Group and he oversees the operations of the central kitchen. Mr. YP Cheung has over 30 years of experience in the restaurant industry. Prior to founding the Group, Mr. YP Cheung served as a chef in various restaurants in Hong Kong and the PRC during the period between 1979 to 1989. Mr. YP 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 in December 2004. Mr. YP Cheung is the brother of Mr. YT 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. YP Cheung is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders. As at the Latest Practicable Date, Mr. YP Cheung was deemed to be interested 905,756,054 Shares (comprising of 878,956,000 Shares and 26,800,054 share options) representing approximately 64.18% of the issued share capital of the Company. Save as disclosed above, Mr. YP Cheung did not have any other interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. YP Cheung has entered into a service agreement with the Company for a term of three years effected from 5 November 2015 and he is subject to retirement from office by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. YP 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. YP 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. YP 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. Ho Ting Chi**

Mr. Ho Ting Chi, aged 53, is a non-executive Director and one of the founders of the Group. He was an executive Director from 29 May 2012, the date of incorporation of the Company, to 31 May 2016 and was the chief executive of the Company from 1 May 2015 to 31 May 2016. Mr. Ho is also a director of Cui Fa Limited, a Controlling Shareholder. Mr. Ho has over 30 years of experience in the restaurant and catering industry in Hong Kong. Prior to the founding of the Group, Mr. Ho worked as a chef and supervisor in a number of restaurants from 1981 to 1989. Mr. Ho completed the Hygiene Supervisor Training Course (衛生督導員訓練課程) organised by the Food and Environmental Hygiene Department in July 2004. He is a vice president of the Association for Hong Kong Catering Services Management Limited. Mr. Ho obtained his Master's degree in Business Administration from Sun Yat-Sen University (中山大學) in November 2010.

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, Mr. Ho is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders. As at the Latest Practicable Date, Mr. Ho was deemed to be interested 905,756,054 Shares (comprising of 878,956,000 Shares and 26,800,054 share options) representing approximately 64.18% of the issued share capital of the Company. Save as disclosed above, Mr. Ho did not have any other interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Ho has entered into a service agreement with the Company for a term of one year effected from 1 June 2016, pursuant to which the term will be subject to renewal and he is also subject to retirement from office by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Pursuant to the service agreement, Mr. Ho was entitled to HK\$180,000 per annum for his role as a 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. Ho 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. Ho 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. Wong Chi Kin**

Mr. Wong Chi Kin, aged 42, is an independent non-executive Director. Mr. Wong has been an independent non-executive Director since 5 November 2012. Mr. Wong is the chairman of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee. Mr. Wong has around 20 years of accounting, banking and corporate finance experience with various international banks and companies listed in Hong Kong and the United Kingdom. He is a fellow member of the Hong Kong Institute of Certified Public Accountants (HKICPA) and a Certified Practicing Accountant of CPA Australia. Mr. Wong held various positions at China Qinfra Group Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 866). He served as its deputy chief financial officer from April 2011 to September 2011, its company secretary and authorised representative from July 2011 to August 2014. Mr. Wong has been the chief financial officer of Orient Victory China Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 0265) since October 2014.

Mr. Wong obtained a Bachelor of Science (Honours) degree in Finance from The City University of Hong Kong in December 1996, a Master's Degree in Practising Accounting from Monash University, Australia, in November 2001 and a Master of Business Administration degree (Executive MBA Programme) from The Chinese University of Hong Kong in December 2010.

Mr. Wong has entered into a letter of appointment with the Company with an initial term of three years effected from 5 November 2015 and he is subject to retirement from office by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. Wong was 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. Wong is not connected with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders. As at the Latest Practicable Date, Mr. Wong 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 herein, Mr. Wong 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. Wong 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 Room 1606–1608, 16/F, Riley House, 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong, on Friday, 26 August 2016 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 2016.
2. To declare a final dividend of HK1.5 cents per ordinary share of the Company in respect of the financial year ended 31 March 2016.
3. To declare a special dividend of HK1.6 cents per ordinary share of the Company in respect of the financial year ended 31 March 2016.
4. (a) To re-elect the following directors of the Company:
  - (i) Mr. Cheung Yue Pui as an executive director;
  - (ii) Mr. Ho Ting Chi as a non-executive director; and
  - (iii) Mr. Wong Chi Kin 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.
5. To re-appoint Ernst & Young as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

## NOTICE OF AGM

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

6. **“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 total number of the shares 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 number of issued shares of the Company 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;

## NOTICE OF AGM

- (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).”

7. “**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 total number 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 number of issued shares of the Company 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

## NOTICE OF AGM

- (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.”
8. “**THAT** conditional upon the ordinary resolutions set out in paragraphs 6 and 7 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 6 of the notice convening this meeting be and is hereby **extended** by the addition to the number of the shares 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 number of the shares of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution set out in paragraph 7 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total number of issued shares of the Company as 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, 22 July 2016

*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.

## NOTICE OF AGM

3. The register of members of the Company will be closed from Monday, 22 August 2016 to Friday, 26 August 2016, 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, 19 August 2016.
4. The register of members of the Company will be closed from Monday, 5 September 2016 to Wednesday, 7 September 2016, 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, 2 September 2016.
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 4 and 6 to 8 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. Cheung Yu To, Mr. Cheung Yue Pui, the non-executive director of the Company is Mr. Ho Ting Chi and the independent non-executive directors of the Company are Mr. Goh Choo Hwee, Mr. Wong Chi Kin and Mr. Yim Kwok Man.