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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)

SHARE TRANSFER BY CONTROLLING SHAREHOLDER UPDATE ON THE POSSIBLE DISPOSAL PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE RESUMPTION OF TRADING

Financial Adviser



This announcement is made by Tsui Wah Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 19 July 2016 (the “**Announcement**”) informing Shareholders of the approach to the Potential Vendors by an independent third party and there have been discussions in respect of the Possible Disposal, which may result in a change in control of the Company, and the announcements of the Company dated 19 August 2016 and 19 September 2016 updating the Shareholders on the progress of the Possible Disposal. Capitalized terms used in this announcement shall have the same meanings ascribed to them in the Announcement unless the context requires otherwise.

1. Share Transfer by Controlling Shareholder

After trading hours on 23 September 2016, the Company was informed by Mr. Lee Yuen Hong (the chairman and executive director of the Company, “**Mr. Lee**”) that on 22 September 2016 (after trading hours), Mr. Lee had entered into a share transfer agreement (as supplemented by a supplemental agreement dated 27 September 2016) with Mr. Cheung Yu To (an executive director of the Company “**Mr. Cheung**”) and Mr. Ho Ting Chi (former non-executive director of the Company, “**Mr. Ho**”), whereby Mr. Cheung and Mr. Ho sold 8,330 shares and 21,515 shares of Cui Fa Limited (“**Cui**

Fa”) respectively to Mr. Lee (“**Share Transfer**”) at total consideration of HK\$11,867,449 and HK\$30,651,613 respectively, which is equivalent to HK\$1.85 per Share of the Company. The Share Transfer was completed on 22 September 2016.

Upon completion of the Share Transfer and as at the date of this announcement, Mr. Lee’s interest in Cui Fa will increase from 46.92% to 49.90%, and interests of Mr. Ho and Mr. Cheung in Cui Fa will decrease from 38.27% to 36.12% and from 14.82% to 13.98% respectively.

As at the date of this announcement, Cui Fa is the controlling Shareholder holding 770,092,000 Shares (representing approximately 54.57% of the issued share capital of the Company).

2. Update on the Possible Disposal

The Company was informed by the Potential Vendors that as at the date of this announcement, no formal/informal, legally binding/non-binding agreement has been entered into in relation to the Possible Disposal since the announcement dated 19 September 2016 issued by the Company pursuant to Rule 3.7 of the Takeovers Code and the Share Transfer does not have any impact on the Possible Disposal. 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 regarding the Possible Disposal will proceed or that the same will result in any binding agreement. There is no assurance that any discussions relating to the Possible Disposal will either materialise or eventually be consummated and 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 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the aforesaid Possible Disposal 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.

3. Resumption of Trading

At the request of the Company, trading in the Shares was halted with effect from 9:00 a.m. on 26 September 2016 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 28 September 2016.

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

Hong Kong, 27 September 2016

As at the date of this announcement, the executive directors of the Company are Mr. Lee Yuen Hong and Mr. Cheung Yu To and independent non-executive directors of the Company 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.