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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)

TERMINATION OF A DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED SHARES OF, AND SHAREHOLDERS' AND DIRECTORS' LOAN TO, THE TARGET COMPANY

Reference is made to the announcement of Tsui Wah Holdings Limited (the “**Company**”) dated 26 January 2017 (the “**Announcement**”) in respect of the Acquisition Agreement and the transactions contemplated thereunder as well as the subsequent announcements of the Company dated 16 February 2017 and 16 March 2017, respectively, in relation to the delay in despatch of the circular. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same respective meanings as those defined in the Announcement.

The Board would like to announce that on 27 April 2017 (after trading hours of the Stock Exchange), the Vendors and the Purchaser (a direct wholly-owned subsidiary of the Company) entered into a deed of termination (the “**Deed of Termination**”), pursuant to which the parties thereto have agreed to terminate the Acquisition Agreement.

Pursuant to the Deed of Termination, it was agreed that (i) the respective rights and obligations of the Vendors and the Purchaser under the Acquisition Agreement (save for the confidentiality and expenses clauses thereof) were terminated and ceased to have any force and effect immediately upon signing of the Deed of Termination and none of the parties shall be liable to pay for any compensation to the other party as a result thereof; and (ii) none of the parties shall have any rights to claim for any damages or claims of any nature nor to propose any proceedings or any other procedures under the Acquisition Agreement (save for breaches of the confidentiality and expenses clauses thereof).

As the Acquisition Agreement has been terminated, no EGM will be convened and held by the Company for the Independent Shareholders to consider and approve the Acquisition Agreement and the transactions contemplated thereunder and hence, no circular will be issued by the Company.

The Board considers that the termination of the Acquisition Agreement is in the interests of the Company and its Shareholders as a whole and has no material adverse impact on the existing business or financial position of the Group.

By order of the Board
Tsui Wah Holdings Limited
Kwok Siu Man
Company Secretary

Hong Kong, 27 April 2017

As at the date of this announcement, the Board comprises the following members: (a) as executive directors, Mr. LEE Yuen Hong, Mr. CHEUNG Yu To and Mr. LEE Tsz Kin Kenji; (b) as non-executive directors, Mr. WONG Chi Kin, Mr. CHENG Chung Fan and Mr. CHENG Yu Sang; and (c) as independent non-executive directors, Mr. GOH Choo Hwee, Mr. YIM Kwok Man and Mr. TANG Man Tsz.