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)

ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 MARCH 2014

FINANCIAL HIGHLIGHTS

	For the year ended 31 March		% Change
	2014	2013	
	(HK$'000)	*(HK$'000)*	
Revenue	**1,473,691**	1,084,415	35.9
Hong Kong#	**1,105,011**	870,223	27.0
Mainland China	**355,412**	203,965	74.3
Macau##	**13,268**	10,227	29.7
Profit for the year	**156,043**	131,297	18.8
Attributable to:			
Owners of the Company	**156,031**	129,598	20.4
Non-controlling interests	**12**	1,699	(99.3)
Earnings per share			
Basic	**HK11.23 cents**	HK11.48 cents	(2.2)
Diluted	**HK10.85 cents**	HK11.35 cents	(4.4)
No. of restaurants including joint ventures (As at 31 March)			
Hong Kong	**27**	24	
Mainland China	**13**	7	
Macau	**1**	1	

Revenue from external customers located in Hong Kong includes revenue derived from the sale of food to a joint venture of the Group amounting to approximately HK$9,320,000 (2013: approximately HK$8,545,000).

Revenue from external customers located at Macau represents revenue derived from the sale of food to a joint venture of the Group.

ANNUAL RESULTS

The board of directors (the "**Board**") is pleased to announce the consolidated results of Tsui Wah Holdings Limited (the "**Company**") and its subsidiaries (together with the Company, the "**Group**") for the year ended 31 March 2014, together with the comparative figures for the year ended 31 March 2013, as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 March 2014

	Notes	**2014** *HK$'000*	2013 *HK$'000*
REVENUE	*4*	**1,473,691**	1,084,415
Other income and gains		**12,778**	5,804
Cost of inventories sold		**(452,982)**	(331,973)
Staff costs		**(395,241)**	(286,732)
Depreciation and amortisation		**(66,548)**	(40,851)
Property rentals and related expenses		**(209,777)**	(152,944)
Fuel and utility expenses		**(66,423)**	(49,749)
Advertising and marketing expenses		**(6,341)**	(5,842)
Other operating expenses		**(123,313)**	(80,430)
Finance costs	*5*	**(206)**	(111)
Equity-settled share option expense		**(12,961)**	(5,422)
Share of profits of joint ventures		**37,127**	21,964
PROFIT BEFORE TAX	*6*	**189,804**	158,129
Income tax expense	*7*	**(33,761)**	(26,832)
PROFIT FOR THE YEAR		**156,043**	131,297
Attributable to:			
Owners of the Company		**156,031**	129,598
Non-controlling interests		**12**	1,699
		156,043	131,297
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY			
Basic	*9*	**HK11.23 cents**	HK11.48 cents
Diluted	*9*	**HK10.85 cents**	HK11.35 cents

Details of the dividends payable and proposed for the year are disclosed in note 8 below.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 March 2014

	2014	2013
	HK$'000	*HK$'000*
PROFIT FOR THE YEAR	**156,043**	131,297
OTHER COMPREHENSIVE INCOME		
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	**(8,041)**	1,689
TOTAL COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	**148,002**	132,986
Attributable to:		
Owners of the Company	**147,990**	131,287
Non-controlling interests	**12**	1,699
	148,002	132,986

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 31 March 2014

	Notes	2014 HK$'000	2013 HK$'000
NON-CURRENT ASSETS			
Property, plant and equipment	10	**515,024**	147,941
Prepaid land lease payments		**16,118**	–
Investments in joint ventures		**41,898**	31,837
Prepayments for purchase of property, plant and equipment		**106,802**	3,196
Non-current rental deposits		**43,828**	31,413
Deferred tax assets		**11,995**	7,578
Total non-current assets		**735,665**	221,965
CURRENT ASSETS			
Inventories		**19,967**	13,043
Trade receivables	11	**7,125**	5,223
Prepayments, deposits and other receivables		**49,707**	32,978
Pledged time deposit		**1,802**	1,025
Pledged time deposit with original maturity of more than three months		**441**	438
Cash and cash equivalents		**634,551**	916,908
Total current assets		**713,593**	969,615
CURRENT LIABILITIES			
Trade payables	12	**69,811**	55,222
Other payables and accruals		**128,070**	87,738
Interest-bearing bank borrowings	13	**86,809**	–
Finance lease payables		**411**	411
Tax payable		**14,192**	9,681
Total current liabilities		**299,293**	153,052
NET CURRENT ASSETS		**414,300**	816,563
TOTAL ASSETS LESS CURRENT LIABILITIES		**1,149,965**	1,038,528

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

As at 31 March 2014

	Notes	2014 HK$'000	2013 HK$'000
NON-CURRENT LIABILITIES			
Finance lease payables		**552**	913
Deferred tax liabilities		**399**	398
Total non-current liabilities		**951**	1,311
Net Assets		**1,149,014**	1,037,217
EQUITY			
Equity attributable to owners of the Company			
Issued capital	*14*	**14,044**	13,833
Reserves		**1,134,873**	1,023,299
		1,148,917	1,037,132
Non-controlling interests		**97**	85
Total Equity		**1,149,014**	1,037,217

NOTES:

1. CORPORATE INFORMATION AND GROUP REORGANISATION

The Company was incorporated in the Cayman Islands on 29 May 2012 as an exempted company with limited liability under the Companies Law, Cap. 22 of the Cayman Islands. The Company's registered office address is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company's shares were listed (the "**Listing**") on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 26 November 2012.

The Company is an investment holding company. The Group is principally engaged in the provision of food catering services through a chain of Hong Kong-style restaurants in Hong Kong and the People's Republic of China (the "**PRC**" or "**Mainland China**").

2.1 BASIS OF PRESENTATION

Pursuant to the group reorganisation (the "**Reorganisation**") which was set out in the Company's prospectus dated 14 November 2012 for details, the Company became the holding company of the companies then comprising the Group on 30 June 2012. Since the Company and the companies then comprising the Group were under common control of the controlling shareholders of the Company (the "**Controlling Shareholders**") both before and after the completion of the Reorganisation, the Reorganisation was accounted for using merger method of accounting.

The consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year ended 31 March 2013 include the results and cash flows of all companies then comprising the Group from the earliest date presented or since the date when the subsidiaries first came under the common control of the Controlling Shareholders, where this is a shorter period. The consolidated statements of financial position of the Group as at 31 March 2013 and 2012 have been prepared to present the assets and liabilities of the Group using the existing carrying values from the Controlling Shareholders' perspective. No adjustments are made to reflect fair values, or recognise any new assets or liabilities as a result of the Reorganisation. Equity interests in subsidiaries held by parties other than the Controlling Shareholders prior to the Reorganisation are presented as non-controlling interests in equity in applying the merger method of accounting.

In the opinion of the directors of the Company, the consolidated financial statements in respect of the year ended 31 March 2013 prepared on the above basis present more fairly the results and the state of affairs of the Group as a whole.

2.2 BASIS OF PREPARATION

The financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("**HKASs**") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention. The financial statements are presented in Hong Kong dollars ("**HK$**") and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 March 2014. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. As explained in note 2.1 above, the acquisition of subsidiaries under common control has been accounted for using the merger method of accounting.

The merger method of accounting involves incorporating the financial statement items of the combining entities or businesses in which the common control combination occurs as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling party. The net assets of the combining entities or businesses are combined using the existing book value. No amount is recognised in respect of goodwill or the excess of the acquirers' interest in the net fair value of acquirees' identifiable assets, liabilities and contingent liabilities over the cost of investment at the time of common control combination.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described in the accounting policy for subsidiaries. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

HKFRS 1 Amendments	Amendments to HKFRS 1 *First-time Adoption of Hong Kong Financial Reporting Standards — Government Loans*
HKFRS 7 Amendments	Amendments to HKFRS 7 *Financial Instruments: Disclosures — Offsetting Financial Assets and Financial Liabilities*
HKFRS 10	*Consolidated Financial Statements*
HKFRS 11	*Joint Arrangements*
HKFRS 12	*Disclosure of Interests in Other Entities*
HKFRS 10, HKFRS 11 and HKFRS 12 Amendments	Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 *— Transition Guidance*
HKFRS 13	*Fair Value Measurement*
HKAS 1 Amendments	Amendments to HKAS 1 *Presentation of Financial Statements — Presentation of Items of Other Comprehensive Income*
HKAS 19 (2011)	*Employee Benefits*
HKAS 27 (2011)	*Separate Financial Statements*
HKAS 28 (2011)	*Investments in Associates and Joint Ventures*
HK(IFRIC)-Int 20	*Stripping Costs in the Production Phase of a Surface Mine*
Annual Improvements 2009-2011 Cycle	Amendments to a number of HKFRSs issued in June 2012

Other than as further explained below regarding the impact of HKFRS 10, HKFRS 11, HKFRS 12, HKFRS 13, amendments to HKFRS 10, HKFRS 11 and HKFRS 12 and HKAS 1, the adoption of the new and revised HKFRSs has had no significant financial effect on the financial statements.

The principal effects of adopting these new and revised HKFRSs are as follows:

(a) HKFRS 10 replaces the portion of HKAS 27 *Consolidated and Separate Financial Statements* that addresses the accounting for consolidated financial statements and addresses the issues in HK(SIC)-Int 12 *Consolidation — Special Purpose Entities*. It establishes a single control model used for determining which entities are consolidated. To meet the definition of control in HKFRS 10, an investor must have (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor's returns. The changes introduced by HKFRS 10 require management of the Group to exercise significant judgement to determine which entities are controlled.

As a result of the application of HKFRS 10, the Group has changed the accounting policy with respect to determining which investees are controlled by the Group.

The application of HKFRS 10 does not change any of the consolidation conclusions of the Group in respect of its involvement with investees as at 1 April 2013.

(b) HKFRS 11 replaces HKAS 31 *Interests in Joint Ventures* and HK(SIC)-Int 13 *Jointly Controlled Entities — Non-Monetary Contributions by Venturers*. It describes the accounting for joint arrangements with joint control. It addresses only two forms of joint arrangements, i.e., joint operations and joint ventures, and removes the option to account for joint ventures using proportionate consolidation. The classification of joint arrangements under HKFRS 11 depends on the parties' rights and obligations arising from the arrangements. A joint operation is a joint arrangement whereby the joint operators have rights to the assets and obligations for the liabilities of the arrangement and is accounted for on a line-by-line basis to the extent of the joint operators' rights and obligations in the joint operation. A joint venture is a joint arrangement whereby the joint venturers have rights to the net assets of the arrangement and is required to be accounted for using the equity method in accordance with HKAS 28 (2011).

The directors of the Company reviewed and assessed the classification of the Group's investments in joint arrangements in accordance with the requirements of HKFRS 11, and concluded that the Group's investments in Pak Tat Catering Management Company Limited and Famous Star Investment Limited, which were previously classified as jointly controlled entities under HKAS 31 should be classified as joint ventures under HKFRS 11 and be accounted for using the equity method.

(c) HKFRS 12 sets out the disclosure requirements for subsidiaries, joint arrangements, associates and structured entities previously included in HKAS 27 *Consolidated and Separate Financial Statements*, HKAS 31 *Interests in Joint Ventures* and HKAS 28 *Investments in Associates*. It also introduces a number of new disclosure requirements for these entities.

(d) The HKFRS 10, HKFRS 11 and HKFRS 12 Amendments clarify the transition guidance in HKFRS 10 and provide further relief from full retrospective application of these standards, limiting the requirement to provide adjusted comparative information to only the preceding comparative period. The amendments clarify that retrospective adjustments are only required if the consolidation conclusion as to which entities are controlled by the Group is different between HKFRS 10 and HKAS 27 or HK(SIC)-Int 12 at the beginning of the annual period in which HKFRS 10 is applied for the first time.

(e) HKFRS 13 provides a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The standard does not change the circumstances in which the Group is required to use fair value, but rather provides guidance on how fair value should be applied where its use is already required or permitted under other HKFRSs. HKFRS 13 is applied prospectively and the adoption has had no material impact on the Group's fair value measurements. As a result of the guidance in HKFRS 13, the policies for measuring fair value have been amended.

(f) The HKAS 1 Amendments change the grouping of items presented in other comprehensive income ("**OCI**"). Items that could be reclassified (or recycled) to profit or loss at a future point in time (for example, exchange differences on translation of foreign operations, net movement on cash flow hedges and net loss or gain on available-for-sale financial assets) are presented separately from items which will never be reclassified (for example, the revaluation of land and buildings). The amendments have affected the presentation only and have had no impact on the financial position or performance of the Group. The consolidated statement of comprehensive income has been restated to reflect the changes. In addition, the Group has chosen to use the new title "statement of profit or loss" as introduced by the amendments in the financial statements.

2.4 ISSUED BUT NOT YET EFFECTIVE HKFRSs

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in the financial statements.

HKFRS 9	*Financial Instruments*[4]
HKFRS 9, HKFRS 7 and HKAS 39 Amendments	*Hedge Accounting and amendments to HKFRS 9, HKFRS 7 and HKAS 39*[4]
HKFRS 10, HKFRS 12 and HKAS 27 (2011) Amendments	Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) — *Investment Entities*[1]
HKFRS 11 Amendments	Amendments to HKFRS 11 — *Accounting for Acquisitions of Interests in Joint Operations*[3]
HKFRS 14	*Regulatory Deferral Accounts*[3]
HKAS 16 and HKAS 38 Amendments	Amendments to HKAS 16 and HKAS 38 — *Clarification of Acceptable Methods of Depreciation and Amortisation*[3]
HKAS 19 Amendments	Amendments to HKAS 19 *Employee Benefits — Defined Benefit Plans: Employee Contributions*[2]
HKAS 32 Amendments	Amendments to HKAS 32 *Financial Instruments: Presentation — Offsetting Financial Assets and Financial Liabilities*[1]
HKAS 36 Amendments	Amendments to HKAS 36 *Impairment of Assets — Recoverable Amount Disclosures for Non-Financial Assets*[1]
HKAS 39 Amendments	Amendments to HKAS 39 *Financial Instruments: Recognition and Measurement — Novation of Derivatives and Continuation of Hedge Accounting*[1]
HK(IFRIC)-Int 21	*Levies*[1]
Annual Improvements 2010-2012 Cycle	Amendments to a number of HKFRSs issued in January 2014[2]
Annual Improvements 2011-2013 Cycle	Amendments to a number of HKFRSs issued in January 2014[2]

1 Effective for annual periods beginning on or after 1 January 2014
2 Effective for annual periods beginning on or after 1 July 2014
3 Effective for annual periods beginning on or after 1 January 2016
4 No mandatory effective date yet determined but is available for adoption

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, the Group considers that these new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

3. OPERATING SEGMENT INFORMATION

The Group is principally engaged in the provision of food catering services through a chain of Hong Kong-style restaurants. Information reported to the Group's management for the purpose of resources allocation and performance assessment focuses on the operating results of the Group as a whole as the Group's resources are integrated and no discrete operating segment financial information is available. Accordingly, no operating segment information is presented.

Geographical information

The following tables present revenue from external customers for the year and certain non-current asset information as at 31 March 2014, by geographic area.

(a) Revenue from external customers

	2014	2013
	HK$'000	*HK$'000*
Hong Kong	**1,105,011**	870,223
Mainland China	**355,412**	203,965
Macau#	**13,268**	10,227
	1,473,691	1,084,415

The revenue information above is based on the location of the customers.

As no revenue derived from sales to a single customer of the Group has individually accounted for over 10% of the Group's total revenue during the year, no information about major customers is presented.

Revenue from external customers located at Macau represents revenue derived from the sale of food to a joint venture of the Group.

(b) Non-current assets

	2014	2013
	HK$'000	*HK$'000*
Hong Kong	**338,610**	98,557
Mainland China	**305,236**	55,079
Macau	**35,996**	25,990
	679,842	179,626

The non-current asset information above is based on the location of the assets and excludes financial instruments and deferred tax assets.

4. REVENUE

Revenue, which is also the Group's turnover, represents amounts received and receivable from the operation of restaurants and the sale of food, net of sales related taxes. An analysis of revenue is as follows:

	2014	2013
	HK$'000	*HK$'000*
Revenue		
Restaurant operations	**1,448,292**	1,063,503
Sale of food	**25,399**	20,912
	1,473,691	1,084,415

5. FINANCE COSTS

	2014	2013
	HK$'000	*HK$'000*
Interest on bank loans wholly repayable within five years	**145**	41
Interest on finance leases	**61**	70
	206	111

6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	2014	2013
	HK$'000	*HK$'000*
Cost of inventories sold	**452,982**	331,973
Depreciation	**66,433**	40,851
Amortisation of land lease payments	**115**	–
Lease payments under operating leases in respect of land and buildings:		
Minimum lease payments	**162,500**	123,122
Contingent rents	**28,049**	20,238
	190,549	143,360
Employee benefit expenses (excluding directors' and chief executive's remuneration:		
Wages and salaries	**371,645**	267,493
Equity-settled share option expense	**4,877**	1,792
Retirement benefit scheme contributions	**13,643**	10,474
	390,165	279,759
Auditors' remuneration	**3,503**	3,027
Write-off of items of property, plant and equipment	**26**	374
Foreign exchange differences, net	**975**	(737)
Bank interest income	**(7,618)**	(1,428)

7. INCOME TAX EXPENSE

	2014	2013
	HK$'000	*HK$'000*
Current — Hong Kong		
Charge for the year	**28,014**	20,398
Overprovision in prior years	**–**	(736)
Current — Elsewhere		
Charge for the year	**8,359**	8,961
Underprovision in prior years	**1,804**	–
Deferred tax	**(4,416)**	(1,791)
Total tax charge for the year	**33,761**	26,832

Hong Kong profits tax has been provided on the estimated assessable profits arising in Hong Kong at a rate of 16.5% (2013: 16.5%) during the year. Taxes on profits assessable elsewhere have been calculated at the rate of tax prevailing in the locations in which the Group operates.

Pursuant to the Corporate Income Tax Law of the PRC effective on 1 January 2008, the PRC corporate income tax rate of the Group's subsidiaries operating in Mainland China during the year was 25% (2013: 25%) on their taxable profits.

8. DIVIDENDS

	2014	2013
	HK$'000	*HK$'000*
Interim — HK2.0 cents (2013: Nil) per ordinary share	**27,898**	–
Final dividend proposed after the end of the reporting period — HK5.0 cents (2013: HK5.0 cents) per ordinary share	**70,222**	69,167
	98,120	69,167

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

During the prior year, the Company's subsidiaries paid interim dividends of HK$117,856,000 to the then shareholders. In October 2012, the Company declared a special dividend of HK$53,474,000 to its then shareholders. Investors becoming shareholders of the Company after the Listing of the Company on the Stock Exchange were not entitled to this special dividend.

9. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount for the year ended 31 March 2014 is based on the profit for the year attributable to ordinary equity holders of the Company of HK$156,031,000 and the weighted average number of ordinary shares in issue of 1,388,815,299.

The calculation of the basic earnings per share amount for the year ended 31 March 2013 is based on the profit for the year attributable to ordinary equity holders of the Company of HK$129,598,000 and the weighted average number of ordinary shares in issue of 1,129,178,312, on the assumption that the Reorganisation and the capitalisation issue had been completed on 1 April 2012.

The calculation of diluted earnings per share amount for the year ended 31 March 2014 is based on the profit for the year attributable to ordinary equity holders of the Company of HK$156,031,000 (2013: HK$129,598,000). The weighted average number of ordinary shares used in the calculation is the 1,388,815,299 (2013: 1,129,178,312) ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of 49,071,109 (2013: 12,311,073) ordinary shares assumed to have been issued at no consideration on the deemed exercise of all dilutive potential ordinary shares into ordinary shares.

10. PROPERTY, PLANT AND EQUIPMENT

During the year ended 31 March 2014, there were additions of items of property, plant and equipment of approximately HK$435,970,000 (2013: HK$101,711,000). There were no disposals of items of property, plant and equipment during the year ended 31 March 2014 (2013: Nil).

11. TRADE RECEIVABLES

	2014	2013
	HK$'000	*HK$'000*
Trade receivables	**7,125**	5,223

The Group's trading terms with its customers are mainly on cash and smart card settlement, except for well established, corporate customers for which the credit term is generally 60 days. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancement over its trade receivable balances. Trade receivables are non-interest-bearing.

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

	2014	2013
	HK$'000	*HK$'000*
Within one month	**4,486**	3,487
One to two months	**2,639**	1,736
	7,125	5,223

Included in the Group's trade receivables are amounts due from the Group's joint ventures of HK$2,727,000 (2013: HK$2,366,000) as at 31 March 2014, which are repayable on similar credit terms to those offered to the major customers of the Group.

12. TRADE PAYABLES

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	2014	2013
	HK$'000	*HK$'000*
Within one month	**39,658**	32,214
Over one month but less than two months	**30,153**	23,008
	69,811	55,222

The trade payables are non-interest-bearing and generally have payment terms of 45 days.

13. INTEREST-BEARING BANK BORROWINGS

	2014			2013		
	Effective interest rate *(%)*	**Maturity**	***HK$'000***	Effective interest rate *(%)*	Maturity	*HK$'000*
Current						
Bank loans — secured	**1 Month HIBOR+ 1.75%**	**On demand**	**86,809**	–	–	–

	2014	2013
	HK$'000	*HK$'000*
Analysed into:		
Bank loans repayable:		
Within one year or on demand	**86,809**	–

Notes:

The Group's bank loans are secured by mortgages over the Group's land and buildings, which had an aggregate carrying value at the end of the reporting period of approximately HK$235,294,000 (2013: Nil). In addition, the Company has guaranteed the Group's bank loans up to HK$86,809,000 (2013: Nil) as at the end of the reporting period.

The Group's bank loans in the amount of HK$86,809,000 as at 31 March 2014 (2013: Nil) containing an on-demand clause has been classified as a current liability. For the purpose of the above analysis, the loan is included within current interest-bearing bank borrowings and analysed into bank loans repayable on demand.

Based on the maturity terms of the loan, the amounts repayable in respect of the loan are: HK$5,024,000 within one year; HK$5,119,000 in the second year; HK$15,990,000 in the third to fifth years, inclusive; and HK$60,676,000 beyond five years.

14. ISSUED CAPITAL

	Number of ordinary shares of HK$0.01	Nominal value of ordinary shares *HK$'000*
Authorised:		
On incorporation and as at 31 March 2013 and 31 March 2014	10,000,000,000	100,000
Issued and fully paid:		
On incorporation	1	–
Increase in issued share capital on 29 June 2012	199,999,999	2,000
Capitalisation issue of shares	800,000,000	8,000
Issuance of new shares on 26 November 2012	333,334,000	3,333
Issuance of new shares on 19 December 2012	50,000,000	500
As at 31 March 2013 and 1 April 2013	1,383,334,000	13,833
Share options exercised	21,101,068	211
As at 31 March 2014	1,404,435,068	14,044

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the Board, I am pleased to announce the annual results of the Group for the year ended 31 March 2014.

The Group's management team is seasoned and pragmatic, and all of the directors of the Company (the "**Directors**") have dedicated their utmost efforts to managing the business operations and enhancing the corporate governance of the Group. During the year under review, there were no changes in the Board's composition.

REVIEW OF THE YEAR ENDED 31 MARCH 2014

Despite the volatile global economy, both the Group's management as well as its professional team have flexibly responded to various challenges in the market in order to maintain steady business growth. They have also continued to execute the Group's expansion blueprint with the successful opening of nine new restaurants in total across Hong Kong and the People's Republic of China (the "**PRC**" or "**China**") during the year under review.

In the past year, the significant slowdown of China's economy has greatly affected the consumption patterns of the domestic retail market. Faced with depressed consumer sentiment, competition within the food and beverage industry has intensified. However, the Group was able to continue its stable development by leveraging Tsui Wah's well-recognised brand advantages. During the year under review, the Group had opened restaurants in five different cities within the PRC, including Shanghai, Hangzhou, Guangzhou, Shenzhen and Wuhan. While expanding its restaurant network, the Group has also dedicated resources to raising the quality standard of its cuisine and standardisation of its food processing procedures, enhancing operating efficiency, unifying quality testing and consolidating supply chain management through the establishment of central kitchens. Following the commencement of operations of its first central kitchen in Shanghai in June 2013, the Group has further acquired the land-use right and buildings in Shanghai to establish a larger central kitchen in the city in order to support future business expansion.

In addition to the opening of new restaurants, the Group has also established its Eastern China headquarter in Shanghai to bolster the future expansion in the region. The headquarter will not only facilitate the close communications between the Group and the municipal government, but also boost customers' confidence in the "Tsui Wah" brand. Furthermore, the Group has opened two new offices in Southern China, situated in Guangzhou and Shenzhen. The new offices are aimed at improving the management efficiency and brand awareness of the Group, and better position the Group to further expand its footprint in Southern China.

Along with the Group's industry peers in Hong Kong, the Group has been pressurised by the rising food and labour costs. While it has a proven track record in maintaining costs at reasonable levels, it has also encountered increasing labour costs, thus its staff costs to revenue ratio rose during the year under review. However, as Hong Kong is the origin of "*Cha Chaan Teng*" culture with a long history, local demand for high quality "*Cha Chaan Teng*" cuisine has remained strong. In view of this, the Group has steadily expanded its restaurant network in the city during the year under review in order to achieve better economies of scale. At the same time, the Group has been striving to further develop its "Tsui Wah Delivery" (快翠送) business through expanded service coverage for customers to enjoy Hong Kong style and steaming hot "Tsui Wah" delicacies without leaving their home. While "Tsui Wah Delivery" reaches most areas in Kowloon, the Group is expanding its coverage to other districts. Indeed, it has already extended the delivery service to cover certain areas of Hong Kong Island and in the New Territories during the year under review.

Since the Group has been extending its restaurant network in Hong Kong and progressively expanding the service coverage of "Tsui Wah Delivery" in order to further penetrate the market, it is confident in the future development of its operation in Hong Kong. Hence, it has acquired properties in the New Territories to establish a second central kitchen in Hong Kong, in order to strengthen the Group's bulk purchase and logistics management capabilities to achieve optimum economic of scale and create synergies among its various operations.

On the other hand, the Group has always been harnessing advanced information technology for driving business growth. During the year under review, the Group began to implement an enterprise resource planning ("**ERP**") system as an upgrade to the current information management system. The ERP system provides a standardised and centralised platform for managing the supply chain, restaurant operations, human resources, finance and cost controls across its entire operation. The Group is now conducting trials of the system to ensure its smooth operation when it eventually becomes fully implemented. The ERP system is expected not only to strengthen the Group's business management and ability to control its operating costs, but also facilitate a better and faster understanding of customers, cuisine preferences and thus offer the most suitable choices of foods to cater for consumers' demand more promptly, bolstering its competitive position.

Indeed, the Group places the utmost importance to customer satisfaction and thus, it has periodically introduced new products to bring customers fresh dining experiences. Furthermore, the Group's healthy and quality foods offerings under the "Tsui Wah" brand have always maintained its competitiveness in terms of price. In April 2014, "Tsui Wah" has launched a new menu to deliver even more delights in taste to its customers.

In recognition of the Group's unwavering focus on service and food quality, it has garnered a number of significant awards during the year ended 31 March 2014.

OUTLOOK

Going forward, the Group aims to further elevate its operating standards and enhance profitability. For the year ended 31 March 2014, the Group has opened six and three new restaurants in the PRC and Hong Kong, respectively. The Group is further penetrating the PRC market and expanding its restaurant network across different regions of the country, and is continuing to execute its well-planned store-opening strategy in a flexible way by referring to the market condition from time to time and expects to operate more than 80 restaurants by 2017.

The Board is confident that the Group's ongoing efforts to optimise and enhance its food and service quality backed by its solid business strategies will fortify its leading position in the *Cha Chaan Teng* sector in Hong Kong and the PRC, and thus further bolster the Group's business performance with an aim to maximise the returns for the shareholders of the Company (the "**Shareholders**").

On behalf of the Board, I would like to take this opportunity to express my gratitude to all Shareholders, as well as members of the Board, staff and those who have supported the Group for their dedication and contributions.

Lee Yuen Hong
Chairman

Hong Kong, 26 June 2014

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY OVERVIEW

During the year ended 31 March 2014, the significant slowdown of China's economy has led to a general decrease in consumer confidence. At the same time, the Group has to face with the pressure of rising food and labor costs. Notwithstanding the market condition, with more than 45 years of operating history in the food and catering sector, the Group has the experience to pass through several economic cycles in the past and the current downturn. Fortunately, the demand for high quality and moderately priced cuisine offered by "Tsui Wah" has remained strong. Thanks to the experienced Board and management of the Group, "Tsui Wah" has managed to overcome a number of challenges, increased the public recognition of the brand, and maintained as the leading *Cha Chaan Teng* chain owner and operator in Hong Kong mainly through serving delicious quality cuisine prepared under stringent quality control by monitoring the safety and quality of the food.

BUSINESS REVIEW

For the year ended 31 March 2014, the Group opened nine new restaurants in total across Hong Kong and the PRC, as compared to 10 in the year ended 31 March 2013. The three new restaurants in Hong Kong are located in Tung Chung, Tseung Kwan O and Tai Po. In the PRC, the Group has opened six new restaurants in Shanghai (Xuhui district and Pudong New Area), Hangzhou, Wuhan, Guangzhou and Shenzhen.

As disclosed in the annual report of the Company for the year ended 31 March 2013, the Group planned to open 12 restaurants in the year ended 31 March 2014, of which four would be located in Hong Kong and eight would be in the PRC. Due to the unexpected delay in completion of renovation of the Causeway Bay new restaurant, the Group was only able to open three new restaurants in Hong Kong during the year ended 31 March 2014. The new restaurant located in Causeway Bay was eventually opened in April 2014.

In the PRC, fewer stores than expected were opened due to a number of reasons including changing market conditions and delays in receiving premises from the property owners.

In spite of the slowdown in economic growth, the newly opened restaurants achieved satisfactory performance. This was mainly attributed to the Group's prudent restaurant development planning and site selection.

Important progress has been made in the further development of its delivery service "Tsui Wah Delivery" (快翠送), enabling customers to enjoy Hong Kong style and steaming hot "Tsui Wah" delights at their convenience. Whilst the "Tsui Wah Delivery" covered most areas in Kowloon, the Group has extended the delivery service to cover certain areas on Hong Kong Island and in the New Territories during the year ended 31 March 2014.

Moreover, cost management was improved for the year ended 31 March 2014 as the Group effectively and efficiently controlled and strengthened the procurement and supply chain management. In addition, by reducing wastage during food preparation, the gross profit margin of the Group has remained stable without sacrificing the quality, taste and safety of its food. However, the Group's net profit margin (profit for the year as a percentage of revenue) recorded a decrease from approximately 12.1% for the year ended 31 March 2013 to approximately 10.6% for the year ended 31 March 2014, which was mainly owing to the initial start up labour costs and property rental expenses for new restaurants.

FINANCIAL REVIEW

Revenue

A strong operating and financial performance has been achieved for the year ended 31 March 2014. The revenue of the Group increased by approximately 35.9% from approximately HK$1,084.4 million for the year ended 31 March 2013 to approximately HK$1,473.7 million for the year ended 31 March 2014 and net profit rose by approximately 18.8%, to approximately HK$156.0 million, in comparing to approximately HK$131.3 million in the preceding financial year. This was mainly attributable to the strong growth in restaurant sales and the establishment of new restaurants due to the quality food offered and introduction of new items to the Group's menu from time to time. Profit attributable to owners of the Company increased by approximately 20.4% from approximately HK$129.6 million for the year ended 31 March 2013 to approximately HK$156.0 million for the year ended 31 March 2014.

The business environment for the food and catering sector has become increasingly harsh and challenging due to the rising food, rental and labour costs in recent years. However, the Group has strived to implement and maintain effective cost and expense controls and improved the overall operating efficiencies through a range of cost control measures.

Cost of inventories sold

Cost of inventories sold increased by approximately HK$121.0 million, or approximately 36.4%, from approximately HK$332.0 million for the year ended 31 March 2013 to approximately HK$453.0 million for the year ended 31 March 2014. The cost of inventories sold amounted to approximately 30.6% and 30.7% of the Group's revenue for the year ended 31 March 2013 and 2014, respectively. The cost of inventories sold in proportion to the Group's revenue remained stable for the year ended 31 March 2014 is primarily reflecting that: (i) the Group's policy in bulk procurement of ingredients, beverage and other operating items for the restaurant operation from suppliers has resulted in better purchase prices for these items; and ii) the Group's management and controlling measures over the food preparation process has reduced food waste.

Gross profit

The Group's gross profit, which equals to the revenue minus cost of inventories sold, for the year ended 31 March 2014 was approximately HK$1,020.7 million, representing a dramatic increase of approximately 35.7% from approximately HK$752.4 million for the year ended 31 March 2013. The increase was mainly due to the promising sales growth in the existing restaurants, opening of new restaurants and the introduction of new items to the Group's menu from time to time which promise better profit margins.

Staff costs

Staff costs of the Group increased by approximately HK$108.5 million, or approximately 37.8%, from approximately HK$286.7 million for the year ended 31 March 2013 to approximately HK$395.2 million for the year ended 31 March 2014. Staff costs as a percentage of the Group's revenue modestly increased from 26.4% for the year ended 31 March 2013 to 26.8% for the year ended 31 March 2014. The salary levels of employees in the food and catering sector has been generally rising in recent years. The increase was attributable to higher salaries and new staff recruited for the newly opened restaurants. The Group is of the opinion that the retention of experienced staff is vital in improving its operation and maintaining its well-established high-quality service across all of its restaurants.

Property rentals and related expenses

Property rentals and related expenses increased by approximately HK$56.9 million, or approximately 37.2%, from approximately HK$152.9 million for the year ended 31 March 2013 to approximately HK$209.8 million for the year ended 31 March 2014, primarily because of (i) new restaurants premises leased during the year; and (ii) increase in rent when renewing leases. In order to realise a better control in the property rentals and related expenses, the Group has entered into long-term rental agreements with its landlord(s), so as to maintain the rentals at a reasonable level.

Share of profits of joint ventures

Share of profits of joint ventures amounted to approximately HK$37.1 million for the year ended 31 March 2014, representing an increase of approximately HK$15.1 million, or approximately 68.6% from approximately HK$22.0 million for the year ended 31 March 2013. Such increase was mainly due to increase in sales of the Group's joint ventures in Hong Kong and Macau.

Income tax expense

Income tax expense increased by approximately HK$7.0 million, or approximately 26.1%, from approximately HK$26.8 million for the year ended 31 March 2013 to approximately HK$33.8 million for the year ended 31 March 2014. Such increase was mainly due to the increase in the Group's taxable profit.

Profit before tax

As a result of the higher revenue attributable to the strong growth in restaurant sales and the establishment of new restaurants due to the quality food offered and introduction of new items to the Group's menu from time to time, the profit before tax increased by approximately HK$31.7 million, or approximately 20.1%, from approximately HK$158.1 million for the year ended 31 March 2013 to approximately HK$189.8 million for the year ended 31 March 2014.

Liquidity and financial resources

For the year ended 31 March 2014, the Group had financed its business with internally generated cash flows and proceeds received from the Listing. As at 31 March 2014, the Group had cash and cash equivalents amounting to approximately HK$634.6 million, representing a decrease of approximately HK$282.3 million from approximately HK$916.9 million as at 31 March 2013. This was mainly attributable to the use of cash for (i) the acquisition of land-use right and buildings for the establishment of a larger central kitchen in Shanghai; (ii) the initial payment of earnest money and part of the contract price in relation to the construction of the central kitchen in Shanghai; (iii) acquisition of office premises in Shanghai; and (iv) acquisition of properties for the establishment of a central kitchen in Hong Kong. Most bank deposits and cash were denominated in Hong Kong dollars and Renminbi.

As at 31 March 2014, the Group's total current assets and current liabilities were approximately HK$713.6 million (as at 31 March 2013: approximately HK$969.6 million) and approximately HK$299.3 million (as at 31 March 2013: approximately HK$153.1 million) respectively, while the current ratio was about 2.4 times (as at 31 March 2013: about 6.3 times).

The Group has finance lease payables of approximately HK$1.0 million as at 31 March 2014 (as at 31 March 2013: approximately HK$1.3 million) and interest-bearing bank borrowings of approximately HK$86.8 million as at 31 March 2014 (as at 31 March 2013: Nil). During the year ended 31 March 2014, no financial instruments were used for hedging purposes.

As at 31 March 2014, the Group's gearing ratio, which was calculated based on the sum of interest-bearing bank borrowings and finance lease payables over equity attributable to owners of the Company, was approximately 7.6% (as at 31 March 2013: approximately 0.1%).

Foreign currency risk

The Group's sales and purchases for the year ended 31 March 2014 were mostly denominated in Hong Kong dollars and the Renminbi. As the Renminbi is a not a freely convertible currency, any fluctuation in the exchange rate of Hong Kong dollars against Renminbi may have an impact on the Group's results. Although foreign currency exposure did not pose a significant risk for the Group, the Group will continue to take proactive measures and monitor closely of its exposure to such currency movement.

Contingent liabilities

As at 31 March 2014, the Group had contingent liabilities of approximately HK$2.2 million (31 March 2013: approximately HK$1.5 million) in respect of bank guarantee given in favour of landlords in lieu of rental deposits.

Human resources

As at 31 March 2014, the Group (other than the joint ventures) employed approximately 3,670 employees. Remuneration packages are generally structured by reference to market terms, individual qualifications and experience.

During the year ended 31 March 2014, various training activities covering operational safety and management skills as well as a mentorship programme, have been arranged to improve the front-end quality of services as well as to ensure the smooth and effective implementation of the Group's business and operational policies.

The Group has continued to implement its Management Trainee Program to enhance the depth and breadth of the management staff for their further career development.

PROSPECTS AND OUTLOOK

Customer satisfaction

Moving forward, maintaining stringent food safety and a satisfactory dining experience will remain the Group's core focuses. The Group aims to provide its customers with hygiene and quality food and a good value-for-money dining experience. To achieve this objective, the Group's first central kitchen in Shanghai has commenced its operation in June 2013 and the Group subsequently acquired the land-use right and buildings in Shanghai to establish a larger central kitchen to support its expanding restaurant network. The opening of central kitchens will further strengthen the Group's quality and hygiene standards, boost its operational efficiency and standardise its quality control and management. The management of the Company will ensure that food safety and customer satisfaction remains as the Group's top priority.

Restaurant openings

In the year ahead, the Group is adhering to its objective as disclosed upon its listing by implementing the stated store-opening strategy and expects to operate more than 80 restaurants by 2017, so as to increase the Group's market share in both Hong Kong and the PRC and enhance its brand awareness.

Corporate social responsibility

Adhering to its core corporate values and beliefs, the Group is committed to bearing corporate social responsibilities. The Group actively encourages employees to participate in charitable activities and has provided in-kind support and sponsored various community charitable activities to raise funds to people in need. At the same time, the Group promotes environmental protection, including the implementation of green procurement and energy saving policies, and also encourages customers to choose a green diet and reduce food waste. The Group is always prepared to take a proactive role in giving back what it could afford to the society.

Outlook

In respect to the market in Hong Kong, with the acquisition of properties in the New Territories, the Group will establish a second central kitchen in Hong Kong so as to further improve standardisation and efficiency in its food processing. The Group will also further expand the service coverage of "Tsui Wah Delivery". As regards the Group's information management system, the Group will strengthen its management efficiency and cost controls by implementing an ERP system. In addition, the Group has also strived to expand its "Supreme Catering" service to meet the increasing demand in Hong Kong for catering events. With the new central kitchen designated for "Supreme Catering" in Yau Tong, Kowloon, Hong Kong which will come into operation by mid-July 2014, the Group can provide a comprehensive range of catering services with tailor-made menus for its customers.

In the PRC market, the Group is expected to continue to benefit from (i) the ongoing urbanisation in the PRC; (ii) the rising disposable income of the country's burgeoning middle class; and (iii) an increase in awareness and market demand for quality dining at a reasonable cost. The Group is continuing to valuate expansion possibilities in different provinces in China.

In addition, while focusing on providing better food and service quality, the Group will also strengthen its operational systems by retaining experienced staff and encouraging creative product development. All these, along with enhanced marketing and brand recognition activities, will ensure the Group's ability in generating revenue and maximising the returns to its Shareholders.

In view of the conditions outlined above, the Board believes that "Tsui Wah" has the resources, vision and reputation to capitalise on future opportunities for continued expansion in the enormous PRC market as well as in Hong Kong.

OTHER INFORMATION

Material Acquisition and Disposal

On 24 September 2013, Tsui Wah Catering Management Limited ("**TW Catering Management**"), an indirect wholly-owned subsidiary of the Company, entered into a preliminary agreement as a purchaser regarding the proposed acquisition of the land-use right of a parcel of land and buildings located at No. 518, Shuhai Road, Songjiang District, Shanghai, the PRC (the "**Land**"). On 13 December 2013, Shanghai He Fa Catering Company Limited* (上海合發餐飲有限公司) ("**Shanghai He Fa**"), a wholly-owned subsidiary of TW Catering Management, subsequently entered into formal sale and purchase agreements regarding the proposed acquisition of the Land at a total consideration of RMB30,000,000 (equivalent to approximately HK$38,100,000). The proposed acquisition would allow the Group to establish a larger central kitchen in Shanghai, the PRC. The completion of the said acquisition took place on 3 January 2014.

On 9 January 2014, Shanghai He Fa entered into a preliminary agreement with Shanghai Shanyan Construction Company Limited* (上海杉欣建築工程有限公司) (the "**Contractor**") regarding the construction and expansion ("**Construction Works**") of a central kitchen on the Land. On 14 March 2014, Shanghai He Fa subsequently entered into a formal construction agreement with the Contractor regarding the Construction Works at a contract price of RMB39,800,000 (equivalent to approximately HK$50,546,000).

On 13 December 2013, Corporate Winner Limited and Enrich Sources Limited, each an indirect wholly-owned subsidiary of the Company, entered into provisional agreements with Silicon Creation Limited, Glossy Enterprises Limited and Oceanic Rich Limited, each an independent third party as vendors regarding the acquisition of properties located on units 1601–1608, units 1701 and 1704, units 1702 and 1703 of Riley House, 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong at an aggregate consideration of HK$217,023,000. The acquisition of properties would allow the Group to establish a second central kitchen in Hong Kong. The completion of the said acquisition took place on 3 March 2014.

On 25 October 2013, Shanghai Cai Hua Restaurants Management Company Limited* (上海采華餐飲管理有限公司) ("**Shanghai Cai Hua**"), an indirect wholly-owned subsidiary of the Company, entered into a deposit payment agreement as a purchaser with a third party vendor regarding the proposed acquisition of office premises located at Unit 2801–2803 and Unit 2805–2807 on the 28th floor of SRE Finance Center, No. 15, Da Pu Road, Huangpu District, Shanghai, the PRC ("**Office Premises**"). On 30 December 2013, Shanghai Cai Hua subsequently entered into formal sale and purchase agreements as a purchaser to acquire the Office Premises at an aggregate consideration of RMB62,686,540 (equivalent to approximately HK$79,612,000). The completion of the said acquisition took place on 8 April 2014.

"*" *is for identification purpose only*

Annual General Meeting

The annual general meeting of the Company (the "**AGM**") for the year ended 31 March 2014 is scheduled to be held on Friday, 15 August 2014. A notice convening the AGM will be issued and disseminated to Shareholders in due course in the manner required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

Dividend

The Board recommended the distribution of a final dividend of HK5.0 cents per ordinary share to the Shareholders whose names appear on the register of members of the Company on Friday, 22 August 2014, subject to the approval of the Shareholders at the AGM. If the resolution for the proposed final dividend is passed at the AGM, the proposed final dividend will be payable on or around Friday, 5 September 2014.

Closure of Register of Members

The Company's register of members will be closed from Monday, 11 August 2014 to Friday, 15 August 2014 (both days inclusive), during which period no transfer of shares of the Company will be registered, for ascertaining shareholders' entitlement to attend the forthcoming AGM to be held on Friday, 15 August 2014, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Friday, 8 August 2014.

The register of members of the Company will be closed from Friday, 22 August 2014 to Tuesday, 26 August 2014 (both days inclusive), during which period no transfer of shares will be registered, for ascertaining shareholders' entitlement to receive the proposed final dividend. In order to be eligible to receive the proposed final dividend, all transfers of shares of the Company accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 21 August 2014.

Compliance Corporate Governance Code

The Group strives to maintain high standards of corporate governance which best suit the needs and requirements of its business and the Shareholders. The Company has applied the principles and code provisions as set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix 14 to the Listing Rules. During the year ended 31 March 2014, the Company has been in compliance with all the code provisions of the CG Code.

The Directors will review the Company's corporate governance policies and compliance with the CG Code from time to time.

Compliance with the Model Code for Securities Transactions

The Company has adopted a code of conduct (the "**Code of Conduct**") regarding securities transactions by directors on terms based on the required standard as set out in the Model Code for Securities Transactions by Directors contained in Appendix 10 to the Listing Rules. Having made specific enquiry with all the Directors, the Directors confirmed that they had been in compliance with the dealing requirements set out in the Code of Conduct throughout the year ended 31 March 2014.

Purchase, Sale or Redemption of Securities

During the year ended 31 March 2014, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

Events After the Reporting Period

On 30 December 2013, Shanghai Cai Hua entered into formal sale and purchase agreements as a purchaser with a third party vendor for the acquisition of Office Premises in Shanghai for a total purchase price of RMB62,686,540 (equivalent to approximately HK$79,612,000). The acquisition has been completed on 8 April 2014.

Review of Annual Results

The Company has established an audit committee (the "**Audit Committee**") on 5 November 2012 with terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal controls. The Audit Committee comprises Mr. Yim Kwok Man, Mr. Goh Choo Hwee and Mr. Wong Chi Kin. Mr. Yim Kwok Man has been appointed as the chairman of the Audit Committee.

The Audit Committee has reviewed the Group's consolidated financial statements and annual results for the year ended 31 March 2014. The Audit Committee is of the view that the financial statements have been prepared in accordance with the applicable accounting standards, the Listing Rules and the statutory provisions, and sufficient disclosures have already been made.

Publication of Annual Report

The annual report for the year ended 31 March 2014 containing all relevant information required by the Listing Rules will be despatched to the Shareholders and published on the Company's website (www.tsuiwah.com) and the designated website of the Stock Exchange (www.hkexnews.hk) in due course.

By Order of the Board of
Tsui Wah Holdings Limited
Lee Yuen Hong
Chairman

Hong Kong, 26 June 2014

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