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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 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, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, 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**

Capitalised terms used in the lower portion of this cover page and the first page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the 2017 AGM to be held at Chatham Room, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong on Friday, 25 August 2017 at 3:00 p.m. is set out on pages 19 to 23 of this circular. A form of proxy for use in connection with the 2017 AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tsuiwah.com). If you are not able or do not intend to attend the 2017 AGM but wish to exercise your right as a Shareholder, 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 but in any event not later than 48 hours before the time appointed for holding the 2017 AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2017 AGM or the adjournment thereof should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

21 July 2017

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:

“2017 AGM”	the AGM to be convened and held at Chatham Room, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong on Friday, 25 August 2017 at 3:00 p.m., a notice of which is set out on pages 19 to 23 of this circular, or the adjournment thereof
“2017 AGM Notice”	the notice convening the 2017 AGM, which is set out on pages 19 to 23 of this circular
“AGM”	the annual general meeting of the Company
“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemented from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, modified or otherwise supplemented 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 issued Shares listed and traded on the Stock Exchange (stock code: 1314)
“Controlling Shareholders”	has the meaning ascribed to the term “controlling shareholder(s)” under the Listing Rules and unless the context requires otherwise, refers to Mr. Lee Yuen Hong, Mr. Ho Ting Chi, Mr. YP Cheung, Mr. YT Cheung, Mr. WK Cheung, Ample Favour Limited, Cui Fa Limited and Victor Leap Limited
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company from time to time

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the number of Shares repurchased during the relevant period 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 from time to time
“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 during the relevant period to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of issued Shares as at the date of passing the relevant resolution at the 2017 AGM
“Latest Practicable Date”	14 July 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemented from time to time
“Mr. WK Cheung”	Mr. Cheung Wai Keung, a Controlling Shareholder
“Mr. YP Cheung”	Mr. Cheung Yue Pui, a Controlling Shareholder
“Mr. YT Cheung”	Mr. Cheung Yu To, a Controlling Shareholder and executive Director
“Nomination Committee”	the nomination committee of the Board
“PRC” or “China”	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
“Remuneration Committee”	the remuneration committee of the Board
“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 total number of issued Shares as at the date of passing the relevant resolution at the 2017 AGM
“SFC”	the Securities and Futures Commission in Hong Kong

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, modified or otherwise supplemented from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the 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
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC as amended, modified or otherwise supplemented from time to time
“Year”	the year ended 31 March 2017
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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. Lee Tsz Kin Kenji

Non-Executive Directors:

Mr. Cheng Chung Fan

Mr. Cheng Yu Sang

Mr. Wong Chi Kin

Independent Non-executive Directors:

Mr. Goh Choo Hwee

Mr. Tang Man Tsz

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

21 July 2017

To the Shareholders

Dear Sir or Madam,

**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 2017 AGM to, among other matters, (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 AGM held on 26 August 2016; and (b) re-election of Directors.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information on the resolutions to be proposed at the 2017 AGM for granting the general mandates to the Directors to allot, issue, deal with and repurchase Shares, and the re-election of Directors, and to give you the 2017 AGM Notice 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 AGM held on 26 August 2016, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the total number of the Shares in issue as at the date of passing of the relevant ordinary resolution; (b) a general and unconditional mandate to repurchase Shares not exceeding 10% of the total number of the Shares in issue as at the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by adding thereto the total number of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the 2017 AGM. At the 2017 AGM, the following ordinary resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the power of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the total number of issued Shares 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 total number of issued Shares 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 adding such number of Shares as repurchased under the Repurchase Mandate.

The full text of above resolutions are set out in resolutions numbered 6 to 8 as contained in the 2017 AGM Notice on pages 19 to 23 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 AGM following the 2017 AGM; (b) the date on which the next AGM 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 AGM following the 2017 AGM.

Under 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 2017 AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Lee Yuen Hong, Mr. YT Cheung and Mr. Lee Tsz Kin Kenji, the non-executive Directors are Messrs. Cheng Chung Fan, Cheng Yu Sang and Wong Chi Kin and the independent non-executive Directors are Messrs. Goh Choo Hwee, Tang Man Tse and Yim Kwok Man.

Pursuant to articles 84(1) and 84(2) of the Articles of Association, at each AGM, 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, Messrs, Lee Yuen Hong and Yim Kwok Man shall retire from office by rotation at the 2017 AGM and, being eligible, will offer themselves for re-election at the 2017 AGM.

Pursuant to article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election. Accordingly, Messrs. Lee Tsz Kin Kenji, Cheng Chung Fan, Cheng Yu Sang and Tang Man Tsz shall retire from office at the 2017 AGM and, being eligible, will offer themselves for re-election.

The Nomination Committee has assessed and reviewed the written confirmation of each of the independent non-executive Directors based on the independence criteria as set out in rule 3.13 of the Listing Rules and confirmed that all the independent non-executive Directors, including Messrs. Tang Man Tsz and Yim Kwok Man remain independent. The Nomination Committee has also evaluated the performance of the above retiring Directors for the Year and found their performance satisfactory. In addition, with the nomination of the Nomination Committee, the Board has recommended that all the retiring Directors, namely Messrs. Lee Yuen Hong, Lee Tsz Kin Kenji, Cheng Chung Fan, Cheng Yu Sang, Tang Man Tsz and Yim Kwok Man stand for re-election as Directors at the 2017 AGM. As a good corporate governance practice, each of the above retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

Particulars of each of the Directors proposed to be re-elected at the 2017 AGM, which are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

2017 AGM AND PROXY ARRANGEMENT

The 2017 AGM Notice is set out on pages 19 to 23 of this circular.

At the 2017 AGM, ordinary resolutions will be proposed to the Shareholders in respect of the matters to be considered at the 2017 AGM, including, among other things, the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of Directors.

LETTER FROM THE BOARD

A form of proxy for use in connection with the 2017 AGM is enclosed herewith. If you are not able or do not intend to attend the 2017 AGM but wish to exercise your right as a Shareholder, 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 but in any event not later than 48 hours before the time appointed for holding the 2017 AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2017 AGM or the adjournment thereof should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

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 2017 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.

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 2017 AGM Notice including (a) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (b) the re-election of Directors at the 2017 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 the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2017 AGM.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

LETTER FROM THE BOARD

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf 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 the Shareholders for their 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 SFC 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 as at the date of passing the relevant ordinary resolution. Subject to the passing of the proposed resolution granting the Repurchase Mandate at the 2017 AGM and assuming that no further Shares will be issued or repurchased prior to the 2017 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 a general meeting, will expire at the earliest of: (i) the conclusion of the next AGM following the 2017 AGM; or (ii) the date on which the next AGM is required by the Companies Law or the 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 AGM following the 2017 AGM.

FUNDING OF REPURCHASES

Repurchases must be funded out of funds legally available for such 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 and Hong Kong. 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 interests 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 may be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 March 2017, being the date of its latest published audited consolidated financial statements of the Company, in the event that the Repurchase Mandate is 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 and belief having made all reasonable enquiries, any of their respective close associates currently intends to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the 2017 AGM.

No core connected person 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 2017 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 repurchases 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 Share 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 were interested in more than 5% of the Company's issued share capital:

Name of Shareholders	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 ^(Note 1)	Long	Beneficial interest, interests held jointly with another person; interest in a controlled corporation	905,756,054 ^(Note 2)	64.18%	71.31%
Ms. Chan Choi Fung ^(Note 3)	Long	Interest of spouse	905,756,054 ^(Note 2)	64.18%	71.31%
Mr. Ho Ting Chi ^(Note 1)	Long	Interests held jointly with another person; interest in a controlled corporation	905,756,054 ^(Note 2)	64.18%	71.31%
Ms. Tai Ngan Har Talia ^(Note 4)	Long	Interest of spouse	905,756,054 ^(Note 2)	64.18%	71.31%
Mr. YP Cheung ^(Note 1)	Long	Interests held jointly with another person; interest in a controlled corporation	905,756,054 ^(Note 2)	64.18%	71.31%
Ms. Lam Hiu Man ^(Note 5)	Long	Interest of spouse	905,756,054 ^(Note 2)	64.18%	71.31%
Mr. WK Cheung ^(Note 1)	Long	Interests held jointly with another person; interest in a controlled corporation	905,756,054 ^(Note 2)	64.18%	71.31%
Ms. Woo Chun Li ^(Note 6)	Long	Interest of spouse	905,756,054 ^(Note 2)	64.18%	71.31%
Mr. YT Cheung ^(Note 1)	Long	Interests held jointly with another person; interest in a controlled corporation	905,756,054 ^(Note 2)	64.18%	71.31%
Ms. Lui Ning ^(Note 7)	Long	Interest of spouse	905,756,054 ^(Note 2)	64.18%	71.31%
Cui Fa Limited ^(Note 8)	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 made 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 underlying Shares comprised in the Shares Options. The subject 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 wife 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 or is deemed to be interested.
4. Ms. Tai Ngan Har Talia is the wife 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 or is deemed to be interested.
5. Ms. Lam Hiu Man is the wife 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 or is deemed to be interested.
6. Ms. Woo Chun Li is the wife 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 or is deemed to be interested.
7. Ms. Lui Ning is the wife 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 or is deemed to be interested.
8. As at the Latest Practicable Date, the Company was held as to approximately 54.57% by Cui Fa Limited and Cui Fa Limited was held as to approximately 49.90%, 36.12% and 13.98% 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 shareholding 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 any 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 public hands falling below the prescribed minimum percentage of 25%.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the twelve months immediately preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Share prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
July	1.66	1.21
August	1.84	1.35
September	1.66	1.42
October	1.51	1.32
November	1.37	1.26
December	1.39	1.27
2017		
January	1.33	1.26
February	1.40	1.27
March	1.30	1.24
April	1.27	1.20
May	1.29	1.15
June	1.28	1.12
July (up to the Latest Practicable Date)	1.24	1.16

The following are the particulars of the Directors (as required by the Listing Rules) who are proposed for re-election at the 2017 AGM:

Mr. Lee Yuen Hong

Mr. Lee Yuen Hong (李遠康), aged 62, is the chairman of the Board and an executive Director. Mr. Lee has been an executive Director and the chairman of the Board since 29 May 2012, the date of incorporation of the Company. Apart from his current directorate in the Company, he also holds directorship positions in almost all subsidiaries of the Company. He is one of the founders of the Group and is primarily responsible for the Group's overall corporate strategies, management and business development. Mr. Lee is also the chairman of the Remuneration Committee and a member of the Nomination Committee. Mr. Lee founded the Group in 1989 by acquiring the San Po Kong Tsui Wah Restaurant (新蒲崗翠華餐廳) together with Mr. Cheung Yu To. Mr. Lee joined the restaurant industry in Hong Kong in 1966 and has since served in various positions within the industry. He served as cook, chief cook and chef in a number of restaurants from 1973 to 1989. Mr. Lee has spent over 25 years in the Group since 1989 which, together with his previous positions in other restaurants, has allowed him to accumulate over 45 years of experience in the restaurant industry, in particular in the *Cha Chaan Teng* segment. He is currently the honorary chairman of the Association of Coffee and Tea (香港咖啡紅茶協會), the chairman of the Hong Kong Federation of Restaurants and Related Trades (香港餐飲聯業協會) and a member of the Business Facilitation Advisory Committee (方便營商諮詢委員會), the Mandatory Provident Fund Industry Schemes Committee (強制性公積金行業計劃委員會), the Quality Tourism Services Sub-Committee (優質旅遊服務小組委員會), 飲食業及旅遊業安全健康委員會 and the Committee on Reduction of Salt and Sugar in Food (降低食物中鹽和糖委員會), respectively. He also serves as the vice-president of Guangzhou Restaurant & Catering Association (廣州市飲食行業商會) and was appointed as a council member of the Shanghai Cuisine Association (上海市烹飪協會). Mr. Lee completed the Hygiene Supervisor Training Course (衛生督導員訓練課程) organised by the Food and Environmental Hygiene Department in December 2004. Mr. Lee obtained his master's degree in business administration from the Sun Yat-Sen University (中山大學) in China in November 2010. In addition, he is a director of Cui Fa Limited, a Controlling Shareholder.

As at the Latest Practicable Date, Mr. Lee was deemed to be interested in 878,956,000 Shares and was interested in 26,800,054 underlying Shares comprised in the Share Options, representing approximately 64.18% of the issued share capital of the Company.

Mr. Lee has entered into a service agreement with the Company for a term of three years commencing on 5 November 2015. Mr. Lee is entitled to HK\$1,440,000 per annum and a discretionary bonus, which was determined by the Board on the recommendation of the Remuneration Committee by reference to his qualifications and experience, the duties and responsibilities undertaken by him as the Chairman and an executive Director and the prevailing market conditions.

Further, Mr. Lee is the father of Mr. Lee Tsz Kin Kenji, an executive Director, and pursuant to the Deed of Confirmation, Mr. Lee, 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 made in accordance with the unanimous consent of all of them.

Mr. Lee Tsz Kin Kenji

Mr. Lee Tsz Kin Kenji (李祉鍵), aged 32, is an executive Director. Mr. Lee also holds directorships in almost all subsidiaries of the Company. He joined the Group as the marketing and design officer in January 2008. He assumed the position as project development department head of the Group from early 2010 to the first half of 2015, responsible for formulating the development direction and store planning of the Group. Since May 2015, Mr. Lee became the head of the brand development department of the Group, responsible for corporate development, leasing cooperation and business diversification of the Group. He was appointed as an executive Director and the business development director of the Group in November 2016, in which he is responsible for overseeing new business development, project development as well as facilities management, leasing, and information technology business of the Group. In addition, he is the son of Mr. Lee Yuen Hong, the chairman of the Board and an executive Director, and a director of Cui Fa Limited, a Controlling Shareholder.

Mr. Lee serves as the vice-president of the Youth Committee of the Hong Kong Federation of Restaurants & Related Trades (香港餐飲聯業協會) in 2014. Mr. Lee graduated from the University of Huddersfield in the United Kingdom (“UK”) with a bachelor’s degree majoring in international business. In the same year, he was appointed as an executive member of the Federation of Hong Kong Guangxi Community Organisation.

As at the Latest Practicable Date, Mr. Lee was personally interested in 136,000 Shares, representing approximately 0.01% of the issued share capital of the Company.

Mr. Lee has entered into a service agreement with the Company for a term of three years commencing on 1 November 2016. He is entitled to a monthly director’s fee of HK\$15,000, a monthly salary of HK\$55,000 and a discretionary bonus, which was determined by the Board on the recommendation of the Remuneration Committee by reference to his qualifications and experience, the duties and responsibilities undertaken by him as an executive Director and the prevailing market conditions.

Mr. Cheng Chung Fan

Mr. Cheng Chung Fan (鄭仲勳), aged 36, is a non-executive Director. Mr. Cheng has been a non-executive Director since 1 November 2016. Currently, he is a director of Hao Tian International Securities Limited, a licensed corporation under the SFO to carry on dealing in securities, a type 1 regulated activity. Mr. Cheng has assumed positions in various investment and financial advisory companies in Hong Kong from July 2009 to August 2016. He obtained a bachelor’s degree in applied science specialising in electrical engineering from Queen’s

University, Canada in June 2004 and a master's degree in science specialising in engineering enterprise management from The Hong Kong University of Science and Technology in July 2007.

Mr. Cheng has entered into an appointment letter with the Company. Pursuant to the appointment letter, Mr. Cheng has been appointed as a non-executive Director for a term of three years commencing on 1 November 2016. He is entitled to a monthly director's fee of HK\$15,000, which was determined by the Board on the recommendation of the Remuneration Committee by reference to his qualifications and experience, the duties and responsibilities undertaken by him as a non-executive Director and the prevailing market conditions.

Mr. Cheng Yu Sang

Mr. Cheng Yu Sang (鄭如生), aged 51, is a non-executive Director. Mr. Cheng has been a non-executive Director since 1 November 2016. He joined the Group in March 2003 and was the person-in-charge of the Wellington Street branch of the Tsui Wah restaurant in Central, Hong Kong. In 2006, he became the master chef of the Group. Since 2008, he has been involved in the preparation of the Group's business expansion in Shanghai, the PRC and he is now responsible for overseeing and managing the catering services of the Group in Hong Kong.

Mr. Cheng has entered into an appointment letter with the Company. Pursuant to the appointment letter, Mr. Cheng has been appointed as a non-executive Director for a term of three years commencing on 1 November 2016. He is entitled to a monthly director's fee of HK\$15,000 and a monthly salary of HK\$70,000, which was determined by the Board on the recommendation of the Remuneration Committee by reference to his qualifications and experience, the duties and responsibilities undertaken by him as a non-executive Director and the prevailing market conditions.

Mr. Tang Man Tsz

Mr. Tang Man Tsz (鄧文慈), aged 46, has been an independent non-executive Director since 1 November 2016. Mr. Tang is also a member of the Remuneration Committee and the Nomination Committee, respectively. Currently, he is the managing director of UNI Consulting (HK) Limited, responsible for providing consulting services to listed companies. Mr. Tang has accumulated over 20 years of experience in international investment and corporate banking services. He worked for numerous renowned international banking corporations including Merrill Lynch, UBS, Royal Bank of Scotland and BNP Paribas, in which he was involved in the provision of bond financing and equity financing services. Mr. Tang received a bachelor's degree in economics from The Chinese University of Hong Kong in 1994.

Mr. Tang has confirmed that he meets the independence criteria as set out in rule 3.13 of the Listing Rules.

Mr. Tang has entered into a letter of appointment with the Company. Pursuant to the said appointment letter, Mr. Tang has been appointed as an independent non-executive Director for an initial term of three years commencing on 1 November 2016. He is entitled to a monthly director's fee of HK\$15,000, which was determined by the Board on the recommendation of the Remuneration Committee by reference to his qualifications and experience, the duties and responsibilities undertaken by him as an independent non-executive Director and the prevailing market conditions.

Mr. Yim Kwok Man

Mr. Yim Kwok Man (嚴國文), aged 48, has been an independent non-executive Director since 5 November 2012. Mr. Yim is the chairman of the Audit Committee. He has over 20 years of experience in the areas of corporate finance, debt and equity capital markets, asset management as well as mergers and acquisitions in Asia, in particular in Hong Kong and the PRC. He is a fellow member of the Association of Chartered Certified Accountants in the UK and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Yim is a registered representative of type 5 activities (advising on futures contracts), type 4 activities (advising on securities), and type 9 activities (asset management) with the SFC. He has served as a managing director of Galaxy Asset Management (H.K.) Limited and worked with various international financial institutions and investments banks since 1994, including Rabobank International Hong Kong Branch, DBS Asia Capital Limited as well as CITIC Capital Markets Holdings Limited. Mr. Yim served as a non-executive director of Eternite International Company Limited (currently known as Larry Jewelry International Company Limited), the shares of which are listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8351), from December 2010 to August 2011. Mr. Yim has also served as a non-executive director of Star Properties Group (Cayman Islands) Limited, the shares of which are listed on the Stock Exchange (stock code: 1560), since 4 March 2016. Mr. Yim graduated with a bachelor's degree in civil engineering from the Hong Kong Polytechnic in November 1991. He completed a master of business administration exchange program at the John E. Anderson Graduate School of Management, University of California, United States of America in 1993 and obtained a master's degree in business administration from The Chinese University of Hong Kong in December 1994.

Mr. Yim has confirmed that he meets the independence criteria as set out in rule 3.13 of the Listing Rules.

Mr. Yim had entered into a letter of appointment with the Company. Pursuant to the appointment letter, Mr. Yim was appointed as an independent non-executive Director for with an initial term of three years commencing on 5 November 2012, which has been renewed for three further years commencing on 5 November 2015. He is entitled to a monthly director's fee of HK\$15,000, which was determined by the Board on the recommendation of the Remuneration Committee by reference to his qualifications and experience, the duties and responsibilities undertaken by him as an independent non-executive Director and the prevailing market conditions.

General

Save as the information set out above and as at the Latest Practicable Date, none of the above retiring Directors proposed for re-election:

- i. held any other directorships in any listed public company in the past three years;
- ii. had any other interests in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and
- iii. had any relationship with any existing Directors, senior management, substantial Shareholders or Controlling Shareholders of the Company.

Each of the above retiring Directors is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Further, there is no other information relating to the above retiring Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there other matter concerning them that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules. In addition, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.



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**” and the “**AGM**”, respectively) will be held at Chatham Room, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong, on Friday, 25 August 2017 at 3:00 p.m. (or its adjournment) 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 auditor’s report for the financial year ended 31 March 2017.
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 2017.
3. To declare a special dividend of HK2.0 cents per ordinary share of the Company in respect of the financial year ended 31 March 2017.
4. (a) To re-elect the following directors of the Company:
 - (i) Mr. Lee Yuen Hong as an executive director;
 - (ii) Mr. Lee Tsz Kin Kenji as an executive director;
 - (iii) Mr. Cheng Chung Fan as a non-executive director;
 - (iv) Mr. Cheng Yu Sang as a non-executive director;
 - (v) Mr. Tang Man Tsz as an independent non-executive director; and
 - (vi) Mr. Yim Kwok Man as an independent non-executive director.
- (b) To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company.
5. To re-appoint Ernst & Young as independent auditor of the Company and to authorise the Board to fix its remuneration.

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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 of Hong Kong Limited (the **“Listing Rules”**), the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company (the **“Shares”**) 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) above shall authorise the Directors 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 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 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; 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 in accordance with the articles of association of the Company (the **“Articles of Association”**) in force from time to time; or (iv) a specific authority granted by the shareholders of the Company (the **“Shareholders”**) in general meeting, shall not exceed 20% of the total number of issued Shares 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; or

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of Shares or issue of option, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors 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 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 (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares 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 Rules Governing the Listing of Securities on the Stock Exchange 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 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 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 paragraphs (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 and which are still in effect be and are hereby revoked; and

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- (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 the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”
8. “**THAT** conditional upon the ordinary resolutions set out in paragraphs 6 and 7 of the notice convening this meeting (the “**Notice**”) being passed, the general mandate granted to the directors of the Company (the “**Directors**”) to allot, issue and deal with any unissued shares of the Company (the “**Shares**”) pursuant to the ordinary resolution set out in paragraph 6 of the Notice be and is hereby extended by the addition to the number of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of the Shares repurchased by the Company under the authority granted pursuant to the ordinary resolution set out in paragraph 7 of the Notice, provided that such extended amount shall not exceed 10% of the total number of issued Shares 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, 21 July 2017

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

Notes:

1. A member of the Company (the “**Member**”) entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her/its proxy to attend and, on a poll, vote in his/her/its stead. A Member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and, on a poll, vote on his behalf. A proxy need not be a Member.
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 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 not later than 48 hours before the time appointed for holding the AGM or its adjournment.

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3. For AGM

The register of Members will be closed from Monday, 21 August 2017 to Friday, 25 August 2017, both days inclusive, during which period no transfer of Shares will be registered, in order to ascertain Shareholders' entitlement to attend and vote at the AGM. In order to qualify for attending and voting at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 18 August 2017.

4. For Dividends

Subject to the ordinary resolutions set out in paragraphs 2 and/or 3 of this Notice being passed at the AGM, the register of Members will be closed from Friday, 1 September 2017 to Tuesday, 5 September 2017, both days inclusive, during which period no transfer of Shares will be registered, for ascertaining Shareholders' entitlement to receive the final dividend and the special dividend. In order to be eligible to receive the final dividend and the special dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 31 August 2017.

5. According to rule 13.39(4) of the Listing Rules and article 66 of the Articles of Association, 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 Rules Governing the Listing of Securities on the Stock Exchange.
6. With regard to the ordinary resolutions set out in paragraphs 4 and 6 to 8 of this Notice, a circular giving details of the re-election of Directors and general mandates to issue and to repurchase Shares will be despatched to Shareholders. The biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to the Company's circular dated 21 July 2017.
7.
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and Members will be informed of the date, time and venue of the postponed AGM by a supplemental notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.
 - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours before the time appointed for the holding of the AGM and where conditions permit, the AGM will be held as scheduled.
 - (c) The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.
 - (d) After considering their own situations, Members should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
8. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this Notice, 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.