

---

## INFORMATION ABOUT THE GLOBAL OFFERING

---

<b>Issuer</b>	Tsui Wah Holdings Limited
<b>Number of Offer Shares under the Global Offering</b>	Global Offering of initially 333,334,000 Shares (excluding the Shares to be offered pursuant to the exercise of the Over-allotment Option) comprising (i) Hong Kong Public Offering of initially 33,334,000 Shares (subject to adjustment) and (ii) International Placing of initially 300,000,000 Shares (subject to adjustment and excluding the Shares to be offered pursuant to the exercise of the Over-allotment Option).
<b>Employee Preferential Offering</b>	Approximately 10% of the number of Offer Shares initially available under the Hong Kong Public Offering
<b>Offer price range</b>	HK\$1.89 to HK\$2.27
<b>Over-allotment Option</b>	Up to 50,000,000 additional Shares to be offered by our Company
<b>Lock-up undertakings by our Controlling Shareholders, Mr. Lock and Macca Investment</b>	See “Underwriting — Undertakings by our Controlling Shareholders” and “Underwriting — Other Undertakings”
<b>Dividend policy</b>	<p>Subject to certain limitations, we currently intend to pay not less than 30% of our annual profits after tax as dividends. There can be no assurance that in any given year a dividend will be proposed or declared. See “Financial Information — Dividend and Dividend Policy” in this prospectus.</p> <p>Unless we determine otherwise, dividends, if declared, will be paid in Hong Kong dollars to our Shareholders, as recorded in our Hong Kong branch register, by ordinary post at our Shareholders’ risk, to the registered address of each Shareholder.</p>
<b>Voting rights</b>	Each Share entitles its holder to one vote at our Shareholders’ meeting. See “Summary of the Constitution of our Company and Cayman Islands Company Law” in Appendix III to this prospectus.
<b>Stamp duty</b>	Dealings in the Shares registered in our Hong Kong branch register will be subject to Hong Kong stamp duty. The current ad valorem rate of Hong Kong stamp duty is 0.1% on the higher of the consideration for or the market value of the Shares and it is charged on the purchaser on every purchase and on the seller on every sale of the Shares. In other words, a total stamp duty of 0.2% is currently payable on a typical sale and purchase transaction involving the Shares.

---

## INFORMATION ABOUT THE GLOBAL OFFERING

---

### **Application for the Listing on the Stock Exchange**

We have applied to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering (including the Shares to be issued pursuant to the exercise of the Over-allotment Option), the Capitalization Issue, the Pre-IPO Share Option Scheme and the Share Option Scheme. No part of our share or loan capital of our Company is listed on or dealt in on any other stock exchange nor is there at present any proposal to do so.

Under section 44B(1) of the Companies Ordinance, any allotment made in respect of any application will be invalid if the listing of, and permission to deal in, the Offer Shares on the Stock Exchange is refused before the expiration of three weeks from the date of the closing of the application lists, or such longer period (not exceeding six weeks) as may, within the said three weeks, be notified to us by the Stock Exchange.

### **Restrictions on offers and sale of the Offer Shares**

No action has been taken to permit a public offering of the Offer Shares in any jurisdiction other than Hong Kong, or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstance in which such an offer or invitation is not authorized or to any person to whom it is unlawful to make such an offer or invitation.

The Offer Shares are offered to the public in Hong Kong for subscription or acquisition solely on the basis of the information contained and the representations made in this prospectus and the related Application Forms. No person is authorized in connection with the Global Offering to give any information or to make any representation not contained in this prospectus, and any information or representation not contained herein must not be relied upon as having been authorized by our Company, the Sole Global Coordinator, the Sole Bookrunner, the Sole Lead Manager, the Sole Sponsor, the Underwriters, any of their respective directors or any other parties involved in the Global Offering.

Each person acquiring the Offer Shares will be required to, or be deemed by his acquisition of Offer Shares, to confirm that he is aware of the restrictions on offers of the Offer Shares described in this prospectus and that he is not acquiring, and has not been offered any Offer Shares in circumstances that contravene any such restrictions.

---

## INFORMATION ABOUT THE GLOBAL OFFERING

---

Neither the delivery of this prospectus nor any offering, sale or delivery made in connection with the Shares should, under any circumstances, constitute a representation that there has been no change or development reasonably likely to involve a change in our affairs since the date of this prospectus or imply that the information contained in this prospectus is correct as of any date subsequent to the date of this prospectus.

Prospective applicants of the Offer Shares should consult their financial advisers and take legal advice, as appropriate, to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Prospective applicants of the Offer Shares should inform themselves as to the relevant legal requirements of applying for the Offer Shares and any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile.

### **Fully underwritten**

The Global Offering comprises the International Placing and the Hong Kong Public Offering. Details of the structure and conditions of the Global Offering are set out in “Structure and Conditions of the Global Offering” in this prospectus. This prospectus is published in connection with the Global Offering and, together with the related Application Forms, set out the terms and conditions of the Global Offering.

The Global Offering is sponsored by the Sole Sponsor, and the Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters and the International Placing is expected to be fully underwritten by the International Underwriters. Full information relating to the Underwriters and the underwriting arrangements, is set out in “Underwriting” in this prospectus.

### **Price Determination Date**

On or around Tuesday, November 20, 2012, in any event not later than Friday, November 23, 2012

If, for any reason, the Offer Price is not agreed between our Company and the Sole Global Coordinator (for itself or on behalf of the Underwriters) on the Price Determination Date, the Global Offering will not become unconditional and will lapse.

### **Eligibility for CCASS**

Subject to the granting of the listing of, and permission to deal in, our Shares on the Stock Exchange and compliance of the stock admission requirements of HKSCC, our Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as determined by HKSCC.

---

## INFORMATION ABOUT THE GLOBAL OFFERING

---

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day (as defined in the Listing Rules) after any trading day. You should seek the advice of your stockbroker or other professional adviser for details of those settlement arrangements as such arrangements will affect your rights and interests.

All necessary arrangements have been made for the Shares to be admitted into CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

**Register of members**

Our Company's principal register of member will be maintained by Codan Trust Company (Cayman) Limited and our Company's Hong Kong branch register of members will be maintained by Tricor Investor Services Limited. All Shares offered under the Global Offering will be registered in our Hong Kong branch register.

**Procedures for application for the Hong Kong Public Offer Shares**

See "How to Apply for the Hong Kong Public Offer Shares and Employee Reserved Shares".

**Conditions of the Global Offering**

See "Structure and Conditions of the Global Offering".