
DEFINITIONS

In this document, the following expressions shall have the meanings set out below unless the context requires otherwise.

“2006 Policies”	A Guide to Applicants/Licensees on Procedures of Applying for Issue and Transfer of Food Business Licenses issued by the Food and Environmental Hygiene Department on April 18, 2006
“Acting in Concert Confirmation”	a deed of confirmation dated November 5, 2012 executed by our Core Shareholders, whereby they confirmed the existence of their acting in concert arrangements. A summary of the Acting in Concert Confirmation is set out in the section headed “Relationship with Controlling Shareholders” in this document
“Ample Favour”	Ample Favour Limited (恩盛有限公司), a company incorporated with limited liability in the BVI on September 20, 2011 and wholly-owned by Mr. WK Cheung. Ample Favour is a Controlling Shareholder
“Articles” or “Articles of Association”	the articles of association of our Company, adopted on November 5, 2012 and as amended from time to time, a summary of which is set out in Appendix III to this document
“associate(s)”	has the meaning ascribed to it under the [●]
“Authorized person(s)”	a person whose name is kept under the authorized persons’ register of the Building Authority in Hong Kong as an architect, an engineer or a surveyor
“Billioncom”	Billioncom (Hong Kong) Limited (富澤(香港)有限公司), a company incorporated in Hong Kong with limited liability on September 7, 1998 and indirectly wholly-owned by our Company through Kang Wang
“Board” or “our Board”	the board of Directors of our Company
“Buildings Ordinance”	Buildings Ordinance (Chapter 123 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	British Virgin Islands
“CAGR”	compound annual growth rate
“Cayman Islands Company Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time

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“ <i>Cha Chaan Teng</i> ”	茶餐廳, Hong Kong-style restaurants that serve Asian and Western cuisine in a casual environment
“Champion Richstar”	Champion Richstar Limited (運禧有限公司), a company incorporated in Hong Kong with limited liability on June 14, 2012 and indirectly wholly-owned by our Company through Kang Wang
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this document, Hong Kong, Macau and Taiwan, unless otherwise specified
“China Sure”	China Sure Limited (確華有限公司), a company incorporated in Hong Kong with limited liability on January 14, 2009 and indirectly wholly-owned by our Company through Kang Wang
“Common Way”	Common Way Limited (錦日有限公司), a company incorporated in Hong Kong with limited liability on April 7, 2010 and indirectly wholly-owned by our Company through Kang Wang
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Tsui Wah Holdings Limited (翠華控股有限公司), an exempted company incorporated in the Cayman Islands on May 29, 2012 with limited liability
“connected person(s)”	has the meaning ascribed to it under the [●]
“Controlling Shareholder(s)”	has the meaning ascribed to it under the [●], and in the context of this document, refers to the controlling Shareholders of our Company, namely, Mr. Lee, Mr. Ho, Mr. YT Cheung, Mr. WK Cheung, Mr. YP Cheung, Cui Fa, Ample Favour and Victor Leap
“Core Shareholder(s)”	Mr. Lee, Mr. Ho, Mr. YT Cheung, Mr. WK Cheung and Mr. YP Cheung each being an executive Director and a Controlling Shareholder
“Cui Fa”	Cui Fa Limited (翠發有限公司), a company incorporated in the BVI with limited liability on July 26, 2011 and currently owned as to approximately 48.19% by Mr. Lee, approximately 37.35% by Mr. Ho and approximately 14.46% by Mr. YT Cheung. Cui Fa is a Controlling Shareholder
“Cui Xin”	Cui Xin Holdings Limited (翠新控股有限公司), a company incorporated in the BVI with limited liability on September 28, 2011 and directly wholly-owned by our Company

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“Deed of Indemnity”	the deed of indemnity dated November 7, 2012 and executed by our Controlling Shareholders and our Company, particulars of which are set out in “G. Other information — 2. Indemnities given by the Controlling Shareholders” in Appendix IV to this document
“Deed of Non-Competition”	the deed of non-competition undertakings dated November 7, 2012 entered into by our Controlling Shareholders and our Company, the particulars of which are set out in “Relationship with Controlling Shareholders — Deed of Non-Competition” in this document
“Deed of Lock-Up Undertakings”	the deed of lock up undertakings dated the document Date entered into by Mr. Lock and Macca Investment in favor of our Company, the [●], the [●] and other [●], the particulars of which are set out in “[●]” in this document
“Director(s)”	the director(s) of our Company or any one of them
“Dragonsea”	Dragonsea Limited (游龍有限公司), a company incorporated in Hong Kong with limited liability on December 12, 2005 and indirectly wholly-owned by our Company through Kang Wang
“Euro Success”	Euro Success Limited (歐羅有限公司), a company incorporated in Hong Kong with limited liability on January 6, 2006 and indirectly wholly-owned by our Company through Kang Wang
“Ever Million Rich”	Ever Million Rich Limited (永萬富有限公司), a company incorporated in Hong Kong with limited liability on April 7, 2010 and indirectly wholly-owned by our Company through Kang Wang
“Famous China”	Famous China Enterprise Limited (采華企業有限公司), a company incorporated in Hong Kong with limited liability on March 5, 2003 and indirectly wholly-owned by our Company through Kang Wang
“Famous Star”	Famous Star Investment Limited (星譽投資有限公司), a company incorporated in Hong Kong with limited liability on October 15, 2008 and owned as to 80% by our Company indirectly through Joyhale and as to 20% by our joint venture partner. Famous Star is a Jointly-Controlled Entity
“Famous Star JV Agreement”	a joint venture agreement dated November 15, 2008 entered into between Joyhale and our joint venture partner, pursuant to which Joyhale and our joint venture partner agreed to incorporate Famous Star for the joint operation of the Tseung Kwan O Tsui Wah restaurant (將軍澳翠華餐廳)
“Flying Gold”	Flying Gold Limited (翔金有限公司), a company incorporated in Hong Kong with limited liability on June 16, 2011 and indirectly wholly-owned by our Company through Kang Wang

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“Frost & Sullivan Report”	an independent market research report commissioned by our Company on the <i>Cha Chaan Teng</i> (茶餐廳) market in Hong Kong and the PRC issued in November 2012
“full-service”	when used in the context of a restaurant, a full-service restaurant is a restaurant with full table service provided by waiters, where customers are served their meals at the table, and typically pay at the end of the meal, according to the Frost & Sullivan Report
“GDP”	gross domestic product
“Golden York”	Golden York World Limited (金旭匯有限公司), a company incorporated in Hong Kong with limited liability on August 3, 2009 and indirectly wholly-owned by our Company through Kang Wang
“Greater China”	the PRC, Hong Kong and Macau
“Green Luck”	Green Luck Limited (祥翠有限公司), a company incorporated in Hong Kong with limited liability on April 1, 2012 and indirectly wholly-owned by our Company through Kang Wang
“Green Treasure”	Green Treasure Limited (樂翠有限公司), a company incorporated in Hong Kong with limited liability on June 26, 2012 and indirectly wholly-owned by our Company through Kang Wang
“Green Wave”	Green Wave Limited (綠波有限公司), a company incorporated in Hong Kong with limited liability on January 6, 2006 and indirectly wholly-owned by our Company through Kang Wang
“Group” or “our Group” or “we” or “us”	our Company and subsidiaries (including our Jointly-Controlled Entities) or where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries (including our Jointly-Controlled Entities), such subsidiaries (including our Jointly-Controlled Entities) as if they were subsidiaries (including our Jointly-Controlled Entities) of our Company at the relevant time
“Happy Billions”	Happy Billions Limited (逸億有限公司), a company incorporated in Hong Kong with limited liability on July 18, 2011 and indirectly wholly-owned by our Company through Kang Wang
“Happy Oasis”	Happy Oasis Limited (愉園有限公司), a company incorporated in Hong Kong with limited liability on October 6, 2004 and indirectly wholly-owned by our Company through Kang Wang
“HK\$” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong

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“HKFRS”	Hong Kong Financial Reporting Standards promulgated by HKICPA
“HKICPA”	The Hong Kong Institute of Certified Public Accountants
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	person(s) or company(ies) which is/are not connected with any member of our Group, any of our Directors, any chief executives and substantial Shareholders of our Company or any of our subsidiaries and any of their respective associates within the meaning of the [●]
“Jointly-Controlled Entity(ies)”	joint venture companies which are subject to joint control, resulting in none of the participating parties having unilateral control over their economic activities and, in the context of our Company, refer to Famous Star and Pak Tat
“Joy Express”	Joy Express Limited (駿傑有限公司), a company incorporated in Hong Kong with limited liability on April 3, 1998 and owned as to 40%, 30%, 10%, 10% and 10% by Mr. Lee, Mr. Ho, Mr. YT Cheung, Mr. WK Cheung and Mr. YP Cheung, respectively
“Joyhale”	Joyhale Limited (溢欣有限公司), a company incorporated in Hong Kong with limited liability on July 3, 2008 and indirectly wholly-owned by our Company through Kang Wang
“Kang Wang”	Kang Wang Holdings Limited (康旺控股有限公司), a company incorporated in the BVI with limited liability on July 12, 2011 and wholly-owned by our Company
“Kang Wang/Cui Xin Restructuring”	the restructuring undergone by our Group from November 1, 2011 to February 13, 2012, pursuant to which our subsidiaries were consolidated into Kang Wang and Cui Xin. Details regarding the Kang Wang/Cui Xin Restructuring are set out in “History, Development and Reorganization — Our corporate development — Kang Wang/Cui Xin Restructuring” in this document
“Kenglory”	Kenglory Limited (維勤有限公司), a company incorporated in Hong Kong with limited liability on December 5, 1996 and indirectly wholly-owned by our Company through Kang Wang
“Latest Practicable Date”	November 7, 2012, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document
“Longwin Corporate”	Longwin Corporate Consulting Limited (長和企業顧問有限公司), a company incorporated in Hong Kong with limited liability on June 8, 2012 and indirectly wholly-owned by our Company through Kang Wang
“Macau”	the Macau Special Administrative Region of the PRC

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“Macca Investment”	Macca Investment Limited, a company incorporated in the BVI with limited liability on September 26, 2011 and wholly-owned by Mr. Lock
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, as amended from time to time, a summary of which is contained in Appendix III to this document
“mid- to high-end”	when used in the context of the <i>Cha Chaan Teng</i> sector, the mid- to high-end <i>Cha Chaan Teng</i> market segment refers to <i>Cha Chaan Teng</i> restaurants that are delicately decorated, with various dishes offered at affordable prices. The average guest check is above HK\$40 (in Hong Kong) or RMB40 (in the PRC)
“MOFCOM”	the PRC Ministry of Commerce (中華人民共和國商務部), or its predecessor, the Ministry of Foreign Trade and Economic Cooperation, as appropriate to the context
“MOP”	the pataca, the lawful currency of Macau
“Mr. Chau”	Mr. CHAU Tit Wa (周鉄華), a Shareholder, a legal representative of Shanghai Cai Hua, a legal representative of Shanghai Cui Sheng and an executive director and a legal representative of Wuhan Cai Hua
“Mr. Goh”	Mr. GOH Choo Hwee, an independent non-executive Director
“Mr. Ho”	Mr. HO Ting Chi, a Controlling Shareholder and executive Director
“Mr. Lee”	Mr. LEE Yuen Hong, a Controlling Shareholder, executive Director and the chairman of our Board
“Mr. Lock”	Mr. LOCK Kwok On Anthony, our chief executive officer
“Mr. WK Cheung”	Mr. CHEUNG Wai Keung, a Controlling Shareholder and executive Director
“Mr. Wong”	Mr. WONG Chi Kin, an independent non-executive Director
“Mr. Yim”	Mr. YIM Kwok Man, an independent non-executive Director
“Mr. YP Cheung”	Mr. CHEUNG Yue Pui, a Controlling Shareholder and executive Director
“Mr. YT Cheung”	Mr. CHEUNG Yu To, a Controlling Shareholder and executive Director
“NDRC”	the PRC National Development and Reform Commission (中華人民共和國國家發展和改革委員會)

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“New Power Zone”	New Power Zone Limited (新力天有限公司), a company incorporated in Hong Kong with limited liability on April 11, 2012 and indirectly wholly-owned by our Company through Kang Wang
“New Top Star”	New Top Star Limited (新富星有限公司), a company incorporated in Hong Kong with limited liability on April 11, 2012 and indirectly wholly-owned by our Company through Kang Wang
“Pak Tat”	Pak Tat Catering Management Company Limited, a company incorporated in Macau by quotas with limited liability (“sociedade por quotas”) on October 30, 2008 and owned as to 70% by our Company indirectly through Popular Green and as to 30% by our joint venture partner. Pak Tat is a Jointly-Controlled Entity
“Pak Tat JV Agreement”	a joint venture agreement dated November 4, 2010 entered into between Popular Green and our joint venture partner, pursuant to which Popular Green and our joint venture partner agreed to incorporate Pak Tat for the joint operation of the Galaxy Macau Tsui Wah restaurant
“Pioneer Ray”	Pioneer Ray Limited (領熙有限公司), a company incorporated in Hong Kong with limited liability on November 23, 2009 and indirectly wholly-owned by our Company through Kang Wang
“Popular Green”	Popular Green Limited, a company incorporated in the BVI with limited liability on December 17, 2009 and indirectly wholly-owned by our Company through Kang Wang
“PRC Company Law”	Company Law of the PRC* (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“PRC GAAP”	generally accepted accounting principles in the PRC
“PRC Government” or “Chinese Government” or “State”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof, or where the context require, any of them
“PRC Labor Contract Law”	the PRC Labor Contract Law* (中華人民共和國勞動合同法), which was enacted by the Standing Committee of the National People’s Congress of the PRC on June 29, 2007 and became effective on January 1, 2008
“PRC Legal Advisers”	Commerce & Finance Law Offices, our legal advisers as to PRC law

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“[●] Share Option Scheme”	the [●] share option scheme adopted by our Company on November 5, 2012, the principal terms of which are summarized in “E. Share option schemes — [●] Option Scheme” in Appendix IV to this document
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Reorganization”	the reorganization of our Group in preparation for the [●], details of which are set out in “History, Development and Reorganization — Our corporate development — Reorganization” in this document
“Restructuring Agreement”	the restructuring agreement dated June 21, 2012 entered into among Cui Fa, Victor Leap, Ample Favour, Mr. Chau and Kang Wang, the details of which are set out in “History, Development and Reorganization — Our corporate development — Reorganization” in this document
“Richberg”	Richberg Development Limited (智庫發展有限公司), a company incorporated in Hong Kong with limited liability on August 8, 2007 and indirectly wholly-owned by our Company through Kang Wang
“Royal Gold”	Royal Gold International Limited (皇金國際有限公司), a company incorporated in Hong Kong with limited liability on February 1, 2007 and indirectly wholly-owned by our Company through Kang Wang
“SAFE”	State Administration of Foreign Exchange of the PRC* (中華人民共和國國家外匯管理局)
“SAIC”	State Administration for Industry and Commerce of the People’s Republic of China (中華人民共和國國家工商行政管理總局)
“Sale and Purchase Agreement”	the sale and purchase agreement dated June 30, 2012 entered into amongst Cui Fa, Victor Leap, Ample Favour, Macca Investment, Mr. Chau and our Company, the details of which are set out in the section headed “History, Development and Reorganization — Our corporate development — Reorganization” in this document
“Senfield”	Senfield Limited (誠發有限公司), a company incorporated in Hong Kong with limited liability on March 16, 1998 and indirectly wholly-owned by our Company through Kang Wang
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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“Shanghai Cai Hua”	Shanghai Cai Hua Restaurants Management Company Limited* (上海采華餐飲管理有限公司), a wholly foreign-owned enterprise established in Shanghai with limited liability under the laws of the PRC on April 27, 2009. Shanghai Cai Hua is indirectly wholly-owned by our Company through Cui Xin
“Shanghai Cui Sheng”	Shanghai Cui Sheng Restaurants Company Limited* (上海翠盛餐飲有限公司), a wholly foreign-owned enterprise established in Shanghai with limited liability under the laws of the PRC on September 8, 2010. Shanghai Cui Sheng is indirectly wholly-owned by our Company through Cui Xin
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of HK\$0.01 each
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Shareholders on November 5, 2012, a summary of the principal terms of which are described in “E. Share option schemes— Share Option Scheme” in Appendix IV to this document
“Sky Oasis”	Sky Oasis (HK) Limited (天澤(香港)有限公司), a company incorporated in Hong Kong with limited liability on December 10, 2004 and indirectly wholly-owned by our Company through Kang Wang
“Special Wise”	Special Wise Limited (特維有限公司), a company incorporated in Hong Kong with limited liability on April 23, 2010 and indirectly wholly-owned by our Company through Kang Wang
“Summer Rich”	Summer Rich Limited (夏富有限公司), a company incorporated in Hong Kong with limited liability on June 14, 2011 and indirectly wholly-owned by our Company through Kang Wang
“subsidiaries”	has the meaning ascribed to it under the [●]
“substantial Shareholder(s)”	has the meaning ascribed to it under the [●], the names of whom are set out in “Substantial Shareholders” in this document
“TW Catering”	Tsui Wah Catering Limited (翠華飲食有限公司), a company incorporated in Hong Kong with limited liability on October 21, 1998 and indirectly wholly-owned by our Company through Kang Wang

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“TW Catering Management”	Tsui Wah Catering Management Limited (翠華餐飲管理有限公司), formerly known as Tsui Wah Group Holdings Limited (翠華集團控股有限公司), a company incorporated in Hong Kong with limited liability on December 29, 2006 and indirectly wholly-owned by our Company through Cui Xin
“TW Efford”	Tsui Wah Efford Management Limited (翠華怡富管理有限公司), formerly known as Efford Properties Limited (怡富置業有限公司), a company incorporated in Hong Kong with limited liability on March 20, 1998 and indirectly wholly-owned by our Company through Kang Wang
“TW Patent”	Tsui Wah International Patent Limited, a company incorporated in the BVI with limited liability on February 3, 2010 and indirectly wholly-owned by our Company through Kang Wang
“TW Restaurant Holding”	Tsui Wah Restaurant (Holding) Limited (翠華餐廳(集團)有限公司), formerly known as Well Course Corporation Limited (威業行有限公司), a company incorporated in Hong Kong with limited liability on August 12, 1993 and indirectly wholly-owned by our Company through Kang Wang
“United States” or “US” or “USA”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“USD”, “US dollars” or “US\$”	United States dollars, the lawful currency of the United States
“Victor Leap”	Victor Leap Limited (騰勝有限公司), a company incorporated in the BVI on September 12, 2011 and wholly-owned by Mr. YP Cheung. Victor Leap is a Controlling Shareholder
“Win Idea”	Win Idea Investments Limited (同合投資有限公司), a company incorporated in Hong Kong with limited liability on July 25, 1989 and owned as to approximately 99.23% indirectly by our Company through Kang Wang and as to approximately 0.77% by the estate of Mr. Lee Sair Lit (李社烈 (deceased))
“Wuhan Cai Hua”	Wuhan Cai Hua Restaurants Management Company Limited* (武漢采華餐飲管理有限公司), a limited liability company established under the laws of the PRC on April 25, 2012. Wuhan Cai Hua is indirectly wholly-owned by our Company through Shanghai Cai Hua
“%”	per cent

Notes:

(1) If there is any inconsistency between this document and the Chinese translation of this document, this document shall prevail. Translated English names of Chinese laws and regulations, government authorities, institutions, natural persons or other entities (including our subsidiaries) as marked with “*” in this document and for which no official English translation exists are unofficial translations for your reference only.

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- (2) Unless expressly stated or otherwise required by the context, all data contained in this document are as at the Latest Practicable Date.
- (3) [●]
- (4) Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables or charts may not be an arithmetic aggregation of the figures preceding them.
- (5) In this document, unless otherwise specified, amounts denominated in US\$ have been translated into HK\$, and vice versa, at an exchange rate of US\$1.00 = HK\$7.7572, in each case for illustrative purpose only. Such conversions shall not be constructed as representations that amounts in HK\$ or US\$ were or could have been or could be converted into HK\$ or US\$ (as the case may be) at such rates or any other exchange rates on such date or any other date.