
DEFINITIONS

In this prospectus, 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 “Relationship with Controlling Shareholders” in this prospectus
“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
“Application Form(s)”	WHITE Application Form(s), YELLOW Application Form(s), GREEN Application Form(s) and PINK Application Form(s), individually or collectively, as the context may require
“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 prospectus
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“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

DEFINITIONS

“Capitalization Issue”	the capitalization of an amount of HK\$8,000,000 standing to the credit of the share premium account of our Company by applying such sum in paying up in full at par 800,000,000 Shares for allotment and issue to our Shareholders as resolved by our Shareholders on November 5, 2012
“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
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be individual or joint individuals or corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“ <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 prospectus, 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

DEFINITIONS

“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 Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules, and in the context of this prospectus, 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
“Cornerstone Investor(s)”	LT Growth Investment XV Limited and Prax Capital China Growth Fund III, L.P., or any one of them
“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
“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 prospectus
“Deed of Non-Competition”	the deed of non-competition undertakings dated November 7, 2012 executed by our Controlling Shareholders and our Company, particulars of which are set out in “Relationship with Controlling Shareholders — Deed of Non-Competition” in this prospectus
“Deed of Lock-Up Undertakings”	the deed of lock up undertakings dated November 13, 2012 entered into by Mr. Lock and Macca Investment in favor of our Company, the Sole Sponsor, the Sole Global Coordinator and other Underwriters, particulars of which are set out in “Underwriting — Other Undertakings” in this prospectus
“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

DEFINITIONS

“Eligible Employee(s)”	all full-time employee(s) of our Group who joined our Group on or before the Latest Practicable Date and have a Hong Kong address (other than the chief executive or directors of the Company or its subsidiaries, existing beneficial owners of Shares or any of their respective associates and any other connected persons of the Company)
“Employee Preferential Offering”	the offer of up to 3,332,000 Hong Kong Public Offer Shares to Eligible Employees as described in “Structure and Conditions of the Global Offering — Employee Preferential Offering” in this prospectus
“Employee Reserved Shares”	the 3,332,000 Hong Kong Public Offer Shares (representing approximately 1% of the Offer Shares available under the Global Offering) available in the Employee Preferential Offering which are to be allocated out of the Hong Kong Public Offer Shares
“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
“Frost & Sullivan Report”	an independent market research report commissioned by our Company prepared by Frost & Sullivan on the <i>Cha Chaan Teng</i> (茶餐廳) market in Hong Kong and the PRC issued in November 2012

DEFINITIONS

“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
“Global Offering”	the Hong Kong Public Offering and the International Placing
“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 Application Form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider
“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

DEFINITIONS

“HK\$”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“HK eIPO White Form”	the application of Hong Kong Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at www.hkeipo.hk
“HK eIPO White Form Service Provider”	the HK eIPO White Form Service provider designated by our Company, as specified on the designated website of the HK eIPO White Form at www.hkeipo.hk
“HKFRS”	Hong Kong Financial Reporting Standards promulgated by HKICPA
“HKICPA”	The Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Public Offering”	the offer of the Hong Kong Public Offer Shares for subscription in Hong Kong at the Offer Price (plus brokerage, Stock Exchange trading fee and SFC transaction levy) on and subject to the terms and conditions described in this prospectus and the Application Forms, as further described in “Structure and Conditions of the Global Offering — Hong Kong Public Offering” in this prospectus
“Hong Kong Public Offer Shares”	the 33,334,000 Shares (subject to adjustment) being initially offered by our Company for subscription pursuant to the Hong Kong Public Offering
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering
“Hong Kong Underwriting Agreement”	the underwriting agreement dated November 13, 2012 and entered into by, among others, our Company, the Sole Sponsor, the Sole Global Coordinator and the Hong Kong Underwriters relating to the Hong Kong Public Offering
“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 according to the meaning ascribed to them by the Listing Rules

DEFINITIONS

“International Placing”	the conditional placing by the International Underwriters of the International Placing Shares (a) in the United States to qualified institutional buyers in reliance on Rule 144A or another exemption from the registration requirement under the U.S. Securities Act; and (b) outside the United States in reliance on Regulation S, including to professional and institutional investors in Hong Kong, as further described in “Structure and Conditions of the Global Offering — International Placing” in this prospectus
“International Placing Shares”	the 300,000,000 Shares initially offered by our Company for subscription pursuant to the International Placing, subject to adjustment and the exercise of the Over-allotment Option
“International Underwriters”	the underwriters of the International Placing which are expected to enter into the International Underwriting Agreement
“International Underwriting Agreement”	the underwriting agreement expected to be entered into on or around November 20, 2012 by, among others, our Company, the Sole Global Coordinator and the International Underwriters relating to the International Placing
“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 prospectus
“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

DEFINITIONS

“Latest Practicable Date”	November 7, 2012, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Listing”	the listing of our Shares on the Main Board of Stock Exchange
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“Listing Date”	the date, expected to be on or about November 26, 2012, on which the Shares are listed and from which dealings thereon are permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
“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
“Macca Investment”	Macca Investment Limited, a company incorporated in the BVI with limited liability on September 26, 2011 and wholly-owned by Mr. Lock
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange, which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“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 prospectus
“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

DEFINITIONS

“Mr. Chau”	Mr. CHAU Tit Wa, 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)
“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
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1.0%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%) of not more than HK\$2.27 and expected to be not less than HK\$1.89, which is to be determined by agreement between the Sole Global Coordinator and our Company on or before the Price Determination Date
“Offer Shares”	the Hong Kong Public Offer Shares and the International Placing Shares, including, where relevant, any additional Shares under the Over-allotment Option

DEFINITIONS

“Over-allotment Option”	the option expected to be granted by our Company under the International Underwriting Agreement to the International Underwriters, exercisable by the Sole Global Coordinator (on behalf of the International Underwriters), pursuant to which our Company may be required to allot and issue up to an aggregate of 50,000,000 additional Shares, representing approximately 15% of the initial number of Offer Shares offered under the Global Offering, at the Offer Price to, among other things, cover the over-allocations (if any) in the International Placing, as described in “Structure and Conditions of the Global Offering — Over-allotment Option” in this prospectus
“Pak Tat”	Pak Tat Catering Management Company Limited, a company incorporated in Macau by quotas with limited liability (“ <i>sociedade por quotas</i> ”) 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

DEFINITIONS

“Pre-IPO Share Option Scheme”	the pre-listing share option scheme approved and adopted by our Shareholders on November 5, 2012, the principal terms of which are summarized in “E. Share option schemes — Pre-IPO Share Option Scheme” in Appendix IV to this prospectus
“Price Determination Date”	the date, expected to be on or around Tuesday, November 20, 2012 but in any event not later than Friday, November 23, 2012, on which the Offer Price will be determined
“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the US Securities Act
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Reorganization”	the reorganization of our Group in preparation for the Listing, details of which are set out in “History, Development and Reorganization — Our corporate development — Reorganization” in this prospectus
“Restructuring Agreement”	the restructuring agreement dated June 21, 2012 entered into among Cui Fa, Victor Leap, Ample Favour, Mr. Chau and Kang Wang, details of which are set out in “History, Development and Reorganization — Our corporate development — Reorganization” in this prospectus
“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
“Rule 144A”	Rule 144A under the US Securities Act
“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, details of which are set out in “History, Development and Reorganization — Our corporate development — Reorganization” in this prospectus

DEFINITIONS

“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
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“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 our 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 prospectus
“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
“Sole Global Coordinator” or “Sole Bookrunner” or “Sole Lead Manager”	Deutsche Bank AG, Hong Kong Branch, being the sole global coordinator, sole bookrunner and sole lead manager of the Global Offering
“Sole Sponsor”	Deutsche Securities Asia Limited, a licensed corporation registered under the SFO to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 7 (providing automated trading services) of regulated activities as defined in the SFO, being the sole sponsor to the Global Offering

DEFINITIONS

“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
“Stabilizing Manager”	the Sole Global Coordinator
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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 Listing Rules
“substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules, the names of whom are set out in “Substantial Shareholders” in this prospectus
“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
“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
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Repurchases, as approved by the SFC and as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Track Record Period”	the period comprising the three financial years of our Group ended March 31, 2012 and the three months ended June 30, 2012
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “US” or “USA”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US Securities Act”	the United Securities Act of 1933, as amended, and the rules and regulations as promulgated thereunder
“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 prospectus and the Chinese translation of this prospectus, this prospectus 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 prospectus and for which no official English translation exists are unofficial translations for your reference only.
- (2) Unless expressly stated or otherwise required by the context, all data contained in this prospectus are as at the Latest Practicable Date.
- (3) Unless otherwise specified, all references to any shareholding in our Company in this prospectus assume no exercise of the Over-allotment Option and any options which have been or may be granted under the Pre-IPO Share Option Scheme and Share Option Scheme.
- (4) Certain amounts and percentage figures included in this prospectus 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 prospectus, 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.