

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回方為有效

Application Form No.
申請表格編號

IMPORTANT
重要提示

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格之任何方面或應採取之行動有任何疑問，應諮詢閣下之股票經紀或持牌證券商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。
THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON MONDAY, 16 MAY 2016.

本申請表格具有價值，但不可轉讓，並僅供下文列名之合資格股東使用。二零一六年五月十六日(星期一)下午四時正後不得提出申請。
Dealing in the shares of the Company may be settled through the Central Clearing and Settlement System ("CCASS") and you should consult your stockbroker or licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of these settlement arrangements and how such arrangements may affect your rights and interests.

本公司股份之買賣可以透過中央結算及交收系統(「中央結算系統」)進行交收，閣下應諮詢閣下之股票經紀或持牌證券商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問有關交收安排之詳情，以及該等安排對閣下享有之權利及權益可能構成之影響。
A copy of this Application Form, together with a copy of the accompanying prospectus of Sunway International Holdings Limited (the "Company") dated 29 April 2016 (the "Prospectus"), and the written consent by Moore Stephens CPA Limited have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

本申請表格之副本連同新威國際控股有限公司(「本公司」)日期為二零一六年四月二十九日刊發之招股章程(「招股章程」)之副本及大華馬斯雲會計師事務所有限公司發出之書面同意，已根據公司(清盤及雜項條文)條例第342C條之規定送呈香港公司註冊處處長登記。香港公司註冊處處長及香港證券及期貨事務監察委員會對此等文件之內容概不負責。
Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Application Form.

香港交易及結算所有限公司、香港聯合交易所有限公司(「聯交所」)及香港中央結算有限公司(「香港結算」)對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就本申請表格全部或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。
Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC.

待發售股份獲准於聯交所上市及買賣，以及遵守香港結算之證券收納規定後，發售股份將獲香港結算接納為合資格證券，由發售股份於聯交所開始買賣日期或香港結算釐定之有關其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之關於任何交易須於日後之第二個交易日透過中央結算系統進行交收。中央結算系統內之一切活動均須根據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。
It should be noted that the Shares have been dealt in on an ex-entitlement basis commencing from Wednesday, 20 April 2016 and that dealings in Shares may take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholder or other person dealing in the Shares up to the date on which all the conditions to which the Offer Shares is subject are fulfilled (which is expected to be on Friday, 20 May 2016) will accordingly bear the risk that the Offer Shares may not become unconditional or may not proceed. Any Shareholder or other person contemplating selling or purchasing the Shares who is in any doubt about his/hers position, is recommended to consult his/hers own professional adviser.

務請注意，股份由二零一六年四月二十日(星期三)起按除權基準進行買賣，而股份或會在包銷協議條件尚待達成之情況下進行買賣。因此，任何於公開發售全部有待達成之條件獲達成當日(預期為二零一六年五月二十日(星期五))為止買賣股份之股東或其人士，將承擔公開發售可能不獲接納之風險。任何股東或其他擬出售或購買股份之人士如對本身之有關立場有任何疑問，應自行諮詢其專業顧問意見。
Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.

除文義另有所指外，本表格所用詞彙與招股章程所界定者具有相同涵義。
Hong Kong Branch Share Registrar:
Tricor Tengis Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

香港股份過戶登記分處：
卓佳登捷時有限公司
香港
皇后大道東183號
合和中心22樓
Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda
Principal place of business in Hong Kong:
Unit 1902
Cheung Kong Center
2 Queen's Road Central
Central
Hong Kong
註冊辦事處：
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港主要營業地點：
香港
中環
皇后大道中2號
長江集團中心
1902室
29 April 2016
二零一六年四月二十九日
SUNWAY INTERNATIONAL HOLDINGS LIMITED
新威國際控股有限公司\*
(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
(Stock code : 58)
(股份代號 : 58)
OPEN OFFER OF 2,618,641,947 OFFER SHARES
AT THE SUBSCRIPTION PRICE OF HK\$0.08 EACH ON THE BASIS OF
THREE (3) OFFER SHARES FOR EVERY TWO (2) NEW SHARES HELD ON THE RECORD DATE
按認購價每股0.08港元公開發售2,618,641,947股發售股份
基準為於記錄日期每持有兩(2)股新股份可認購三(3)股發售股份
PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER THAN 4:00 P.M. ON MONDAY, 16 MAY 2016
股款須不遲於二零一六年五月十六日(星期一)下午四時正接納時繳足

APPLICATION FORM
申請表格

Name(s) and address of the Qualifying Shareholder(s)
合資格股東姓名及地址
Number of Shares registered in your name on the Record Date of Thursday, 28 April 2016
於記錄日期二零一六年四月二十八日(星期四)以閣下名義登記之股份數目

Box A 甲欄

Number of Offer Shares in your assured allotment, subject to payment in full on acceptance by not later than 4:00 p.m. on Monday, 16 May 2016
向閣下保證配發之發售股份數目(惟須不遲於二零一六年五月十六日(星期一)下午四時正接納時全數繳足有關股款方作實)

Box B 乙欄

Amount payable on assured allotment when applied in full
申請認購全數保證配發時應繳款項

Box C 丙欄
HK\$
港元

Box D 丁欄
Number of Offer Shares applied for
申請認購之發售股份數目

Remittance enclosed
隨附股款
HK\$
港元

Application can only be made by the Qualifying Shareholder(s) named above.
認購申請僅可由列名上文之合資格股東作出。
Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as number of Offer Shares applied for multiplied by HK\$0.08).
請於丁欄填妥所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以0.08港元)。

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject as mentioned in the Prospectus and this Application Form, such offer is made to the Shareholders whose names were on the registers of members of the Company and who were Qualifying Shareholders on the basis of three (3) Offer Shares for every two (2) New Shares held on Thursday, 28 April 2016.

閣下有權透過填寫本申請表格申請認購相等或於或少於上文乙欄所列閣下獲保證配發之任何發售股份數目。在發售章程及本申請表格所述者規限下，有關發售乃按每持有兩(2)股新股份可認購三(3)股發售股份之基準，向於二零一六年四月二十八日(星期四)名列本公司股東名冊並為合資格股東身份之股東作出。
No excess Offer Shares will be offered to the Qualifying Shareholders.
合資格股東將不獲提呈任何超額發售股份。

Any Offer Shares not applied for by the Qualifying Shareholders will be taken up by the Underwriter.
不獲合資格股東申請之任何發售股份將由包銷商承購。
If you wish to apply for any Offer Shares, you should complete and sign this Application Form and lodge the form with the appropriate remittance(s) for the full amount payable in respect of the Offer Shares applied for within the Company's Hong Kong Branch Share Registrar, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by not later than 4:00 pm on Monday, 16 May 2016. All remittance(s) for application of Offer Shares under assured allotment must be in Hong Kong dollars and made payable to Sunway International Holdings Limited - Open Offer Account and crossed "Account Payee Only" and comply with the procedures set out above. No application(s) of Offer Shares can be made by any person who are not Qualifying Shareholders.

閣下如欲申請認購任何發售股份，請填妥及簽署本申請表格，並將有關表格連同申請認購發售股份所涉及之全數應繳款項之足額股款，於不遲於二零一六年五月十六日(星期一)下午四時正前交回本公司之香港股份過戶登記分處卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心22樓。所有申請認購發售股份之保證配額之股款必須為港元，並須註明抬頭人為「Sunway International Holdings Limited - Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出，以及須符合背頁所載手續。並非合資格股東之人士不得申請認購發售股份。
All dates or deadlines specified in this Application Form refer to Hong Kong local time.
本申請表格所列之所有日期或截止時間均指香港本地時間。

\* For identification purposes only 僅供識別



# SUNWAY INTERNATIONAL HOLDINGS LIMITED

新威國際控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock code : 58)

## CONDITIONS

1. Shareholder who is not Qualifying Shareholder is not permitted to apply for any Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at his/her/their own risk, at the address(es) stated on the form(s).
3. Completion of this Application Form will constitute an instruction and authority by the applicant(s) to the Company and/or Tricor Tengis Limited or any person nominated by them for the purpose, on behalf of the subscriber(s), to execute any registration of this Application Form or other documents and, generally, to do all other things as such company or person may consider necessary or desirable to effect registration in the name of the subscriber(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The subscribers of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as the holders of the Offer Shares which they have applied for subject to the memorandum of association and bye-laws of the Company.
5. Completion and lodgment of the Application Form together with a cheque or banker's cashier order in payment for the Offer Shares applied will constitute a warranty by you that the cheque or banker's cashier order will be honoured on first presentation. All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Any application in respect of which the accompanying cheque or banker's cashier order is dishonoured on first presentation is liable to be rejected, and in the event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled.
6. This Application Form is for use only by the person(s) named herein and such person's/persons' right to apply for the Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application(s) for the Offer Shares which does/do not comply with the procedures set out herein.
8. No person receiving a copy of the Prospectus or the Application Form in any territory or jurisdiction outside Hong Kong may treat it as an offer or an invitation to apply for the Offer Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong wishing to make an application for Offer Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of all relevant jurisdiction, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. Completion and return of the Application Form will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant territories other than Hong Kong in connection with the application of the Offer Shares have been duly complied with by such applicant(s). For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.
9. The Open Offer is conditional upon the Underwriting Agreement having become unconditional (please see the sub-section headed "Conditions of the Open Offer" as set out in the "Letter from the Board" in the Prospectus).
10. In the event of inconsistency, the English version of this Application Form shall prevail over the Chinese version.

## PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as number of Offer Shares applied for multiplied by HK\$0.08). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the subscriber(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

This Application Form, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Company's Hong Kong Branch Share Registrar, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Monday, 16 May 2016. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with or banker's cashier orders must be issued by a licensed bank in Hong Kong, made payable to "Sunway International Holdings Limited – Open Offer Account" for Offer Shares under assured allotment and crossed "Account Payee Only". Unless this Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has/have been received by 4:00 p.m. on Monday, 16 May 2016, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

Share certificate(s) is/are expected to be posted by ordinary post to you on or before Friday, 27 May 2016 at your own risk.

## TERMINATION OF THE UNDERWRITING AGREEMENT

If, prior to the Latest Time for Termination:

- (a) in the absolute opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
  - (i) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
  - (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic or other nature (whether or not *ejusdem generis* with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (b) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction on trading in securities) occurs which in the absolute opinion of the Underwriter is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (c) there is any change in the circumstances of the Company or any member of the Group which in the absolute opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group; or
- (d) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
- (e) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole whether or not *ejusdem generis* with any of the foregoing; or
- (f) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the absolute opinion of the Underwriter, a material omission in the context of the Open Offer; or
- (g) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive Business Days, excluding any suspension in connection with the clearance of the Announcements or the Circular, or the Prospectus Documents or other announcements or circulars in connection with the Open Offer; or
- (h) any moratorium, suspension or material restriction on trading of the Shares on the Stock Exchange due to exceptional financial circumstances or otherwise,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

The Underwriter shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (a) any material breach of any of the representations, warranties or undertakings contained in the Underwriting Agreement above comes to the knowledge of the Underwriter; or
- (b) any specified event (as defined under the Underwriting Agreement) comes to the knowledge of the Underwriter.

Any such notice shall be served by the Underwriter prior to the Latest Time for Termination.

## CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of the Application Form together with a cheque or banker's cashier order in payment for the Offer Shares applied will constitute a warranty by you that the cheque or banker's cashier order will be honoured on first presentation. Any application in respect of which the accompanying cheque or banker's cashier order is dishonoured on first presentation is liable to be rejected, and in the event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

## STATUS OF THE OFFER SHARES

The Offer Shares (when fully paid and allotted) will rank *pari passu* in all respects with the Shares in issue on the date of allotment. Holders of the Offer Shares will be entitled to receive all future dividends and distributions, which are declared, made or paid on or after the date of allotment and issue of the Offer Shares.

## SHARE CERTIFICATES

Subject to the fulfillment of the conditions of the Open Offer, share certificates for the fully-paid Offer Shares are expected to be posted on or before Friday, 27 May 2016 to those Qualifying Shareholders entitled thereto by ordinary post at their own risks. You will receive one share certificate for all relevant Offer Shares registered under your name. Refund cheques if the Open Offer is terminated are expected to be posted on or before Friday, 27 May 2016 to the applicants by ordinary post at their own risks.

## GENERAL

All documents will be sent by ordinary post at the risk of the person entitled thereto to their registered addresses.

Lodgement of the Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party(ies) lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

The Application Form and any application of the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

\* For identification purposes only



# SUNWAY INTERNATIONAL HOLDINGS LIMITED

## 新威國際控股有限公司\*

(於百慕達註冊成立之有限公司)  
(股份代號：58)

### 條件

- 並非合資格股東之股東不得申請認購任何發售股份。
- 本公司概不會就收到之申請款項發出收據，惟預期申請獲全數或部分接納之任何發售股份之股票將以平郵方式按表格所列地址寄予承配人；如屬聯名承配人，則寄予名列首位之承配人，郵誤風險概由其自行承擔。
- 填妥本申請表格將表示申請人指示及授權本公司及／或卓佳登捷時有限公司或其就此所提名之任何人士代表認購人辦理本申請表格或其他文件之任何登記手續，以及作出有關公司或人士可能認為必需或合適之一切其他事宜，以根據售股章程所述安排，將認購人所申請認購之數目或任何較少數目之發售股份登記於認購人名下。
- 發售股份之認購人承諾簽署一切文件並採取一切其他必要行動，以便彼等登記為所申請認購發售股份之持有人，惟須符合本公司之組織章程大綱及公司細則之規定。
- 填妥申請表格並連同申請認購發售股份股款之支票或銀行本票一併交回後，將構成 閣下保證支票或銀行本票將可於首次過戶時兌現。所有支票及銀行本票將於收訖後立即過戶，而其所賺取之全部利息(如有)將撥歸本公司所有。凡隨附支票或銀行本票未能於首次過戶時兌現，則有關申請表格可能遭拒絕受理；在該情況下，保證配發及據此獲得之所有權利將視為放棄並將予註銷。
- 本申請表格僅供名列其上之人士使用，而該人士／該等人士申請認購發售股份之權利不得轉讓。
- 本公司保留權利接納或拒絕任何未符合本申請表格所載手續之發售股份認購申請。
- 除非在有關司法權區毋須遵守任何登記規定或其他法律或監管規定可合法提呈要約或邀請，否則於任何香港以外地區或司法權區收到售股章程或申請表格之人士，概不得視為申請認購發售股份之要約或邀請。任何香港境外人士如欲申請認購發售股份，均有責任自行遵守一切有關司法權區之法律及規例，包括取得任何政府或其他同意，以及就此支付有關司法權區規定須繳付之任何有關稅項及稅款。填妥及交回申請表格將構成有關申請人向本公司保證及聲明有關申請人已妥為遵守香港以外所有有關地區有關申請認購發售股份之所有登記、法律及監管規定。為免生疑問，香港結算或香港中央結算(代理人)有限公司不受任何該等聲明及保證所規限。 閣下如對本身之狀況有任何疑問，應諮詢 閣下之專業顧問。
- 公開發售須待包銷協議成為無條件後(請參閱售股章程「董事會函件」所載「公開發售之條件」分節)，方可作實。
- 本申請表格之中英文版本內容如有歧義，概以英文版本為準。

### 申請手續

閣下可透過填寫本申請表格申請相等於或少於乙欄所載 閣下保證配額之有關發售股份數目。

倘 閣下欲申請認購發售股份數目少於 閣下之保證配額，請在本申請表格丁欄內填上 閣下欲申請認購之發售股份數目及應繳款項總額(以申請認購之發售股份數目乘以0.08港元計算)。倘所收到之相應款項少於所填上發售股份數目之所需股款，則認購人將被視作申請已收全數款項所代表之有關較少發售股份數目。

倘 閣下欲申請認購本申請表格乙欄所列相同數目之發售股份，請在本申請表格丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請認購已收全數款項所代表之發售股份數目。

填妥本申請表格並將適當之股款相應地墊訂其上後，請將表格對摺並於二零一六年五月十六日(星期一)下午四時正或之前交回本公司之香港股份過戶登記分處卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心22樓。所有股款必須為港元款項。就獲保證配發之發售股份而言，支票必須以香港持牌銀行戶口開出，而銀行本票則須由香港持牌銀行發出，並以「Sunway International Holdings Limited – Open Offer Account」為抬頭人及以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格連同本申請表格丙欄或丁欄(視情況而定)所示之適當股款於二零一六年五月十六日(星期一)下午四時正或之前獲收訖，否則 閣下申請認購發售股份之權利以及一切有關權利將視為放棄並將予註銷。

預期股票將於二零一六年五月二十七日(星期五)或之前以平郵方式寄予 閣下，郵誤風險概由 閣下自行承擔。

### 終止包銷協議

倘於最後終止時間之前：

(a) 包銷商全權認為，以下各項事件將對公開發售之順利進行構成重大不利影響：

- 頒布任何新法律或法規或現行法律或法規(或其司法詮釋)出現任何變動或發生任何性質之其他事件，使包銷商全權認為可能對本集團之整體業務或財務或貿易狀況或前景構成重大不利影響，或對公開發售構成重大不利影響；或
- 任何地區、國家或國際出現政治、軍事、金融、經濟或其他性質(不論是否與前述任何一項同類)之事件或變動(不論是否為包銷協議日期前及／或後出現或持續出現系列事件或變動之一部分)，或任何地區、國家或國際爆發敵對事件或武裝衝突或敵對事件或武裝衝突升級，或事件足以影響當地證券市場，而使包銷商全權認為可能對本集團之整體業務或財務或貿易狀況或前景構成重大不利影響，或嚴重不利損害公開發售之順利進行，或令進行公開發售屬不宜或不智；或

(b) 市況出現任何不利變動(包括但不限於財政或貨幣政策或外匯或貨幣市場之任何變動、暫停或嚴重限制證券買賣)，而使包銷商全權認為可能對公開發售之順利進行構成重大不利影響，或令進行公開發售屬不宜或不智；或

(c) 本公司或本集團任何成員公司之情況出現任何變動，而使包銷商全權認為將對本公司之前景構成不利影響，包括(在不限制前述事項一般性之原則下)提出清盤呈請或通過決議案清盤或結業，或本集團任何成員公司發生類似事件，或本集團任何重大資產遭破壞；或

(d) 任何不可抗力事件，包括(在不限制其一般性之原則下)任何天災、戰爭、暴亂、擾亂公共秩序、內亂、火災、水災、爆炸、疫症、恐怖主義活動、罷工或停工；或

(e) 本集團之整體業務或財務或貿易狀況或前景出現任何其他重大不利變動(不論是否與前述任何一項同類)；或

(f) 緊接售股章程日期前發生或發現但並無於售股章程披露之任何事項，而使包銷商全權認為其將導致公開發售存在重大遺漏；或

(g) 證券全面或本公司證券在聯交所暫停買賣超過十個連續營業日，不包括因核准該等公告或通函或有關公開發售之售股章程文件或其他公告或通函而引致之暫停買賣；或

(h) 由於特殊金融情況或其他原因，聯交所停止或暫停股份買賣，或對股份買賣施加重大限制；

則包銷商有權透過於最後終止時間前向本公司送達書面通知終止包銷協議。

倘於最後終止時間前發生下列情況，則包銷商有權以書面通知撤銷包銷協議：

(a) 包銷商獲悉任何嚴重違反上述包銷協議所載任何聲明、保證或承諾之情況；或

(b) 包銷商獲悉任何包銷協議所載之特別事件。

包銷商須於最後終止時間前送達任何有關通知。

### 支票及銀行本票

所有支票及銀行本票將於收訖後立即過戶，而其所賺取之一切利息(如有)將撥歸本公司所有。填妥及交回申請表格，連同支付所申請認購發售股份之支票或銀行本票，將表示 閣下向本公司保證該支票或銀行本票將於首次過戶時兌現。凡隨附支票或銀行本票於首次過戶時未能兌現所涉之任何申請可遭拒絕受理，而在此情況下，相關保證配額及其項下之一切權利將被視作放棄並將予註銷。

### 發售股份之地位

經繳足及配發股款後之發售股份在各方面將與配發日期已發行之股份享有同等權益。發售股份持有人將有權收取在發售股份之配發日期當日或之後所宣派、作出或派付之一切未來股息及分派。

### 股票

待公開發售之條件達成後，所有繳足股款發售股份之股票預期於二零一六年五月二十七日(星期五)或之前以平郵方式寄發予合資格股東，郵誤風險概由彼等自行承擔。 閣下將就 閣下名下登記之所有相關發售股份獲發一張股票。寄發退款支票(倘公開發售被終止)預期將於二零一六年五月二十七日(星期五)或之前以平郵方式寄發予申請人，郵誤風險概由彼等自行承擔。

### 一般事項

所有文件將以平郵方式寄往有權收取有關文件之人士之登記地址，郵誤風險概由彼等承擔。

倘申請表格由獲發申請表格之人士簽署交回，即確實證明交回上述文件之人士有權處理有關文件及收取相關發售股份股票。

申請表格及據此之發售股份之任何申請均受香港法律管轄並據此詮釋。

### \* 僅供識別



# SUNWAY INTERNATIONAL HOLDINGS LIMITED

## 新威國際控股有限公司\*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock code : 58)

(股份代號 : 58)

To: Sunway International Holdings Limited  
致: 新威國際控股有限公司\*

Dear Sirs,  
敬啟者:

I/We, being the Qualifying Shareholder(s) stated overleaf, enclose herewith a remittance\*\* for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.08 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept and undertake to accept that number of Offer Shares on the terms and conditions of the Prospectus dated 29 April 2016 and this Application Form and subject to the memorandum of association and bye-laws of the Company and I/We hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members of the Company as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send the share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

本人/吾等為背頁所列之合資格股東，現申請認購乙欄(或倘僅填妥丁欄，則指丁欄)指定之發售股份數目，並附上按每股發售股份0.08港元之價格計算須於申請時繳足之全數股款\*\*。本人/吾等謹此按照日期為二零一六年四月二十九日刊發之售股章程及本申請表格所載之條款及條件，並在貴公司之組織章程大綱及公司細則限制下接納並承諾接納有關數目之發售股份，而本人/吾等謹此承諾並同意接納相等於或少於與本申請有關之發售股份數目。本人/吾等謹此授權貴公司將本人/吾等之姓名列入貴公司之股東名冊，作為有關數目或前述數目較少之發售股份之持有人，並請貴公司將有關股票按背頁地址以平郵方式寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等已詳閱(並同意全部遵守)背頁所載各項條件及申請手續。

Please insert contact  
telephone number  
請填上聯絡電話號碼

Signature(s) of Qualifying Shareholder(s)  
(all joint Qualifying Shareholder(s) must sign)  
合資格股東簽署(所有聯名合資格股東均須簽署)

(1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_ (4) \_\_\_\_\_

Date: \_\_\_\_\_ 2016

日期: 二零一六年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Details to be filled in by Qualifying Shareholder(s):  
請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total specified in Box B) 申請認購發售股份數目 (即丁欄或(如未有填妥)則乙欄所列明之總數)	Total amount of remittance (being the total specified in Box D, or failing which, the total specified in Box C) 股款總額 (即丁欄或(如未有填妥)則丙欄所列明之股款總額)	Name of bank on which cheque/banker's cashier order is drawn 支票/銀行本票之付款銀行名稱	Cheque/banker's cashier order number 支票/銀行本票號碼
	HK\$ 港元		

\*\* Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "Sunway International Holdings Limited – Open Offer Account" (see the section headed "Procedures for Application" on the reverse side of this form).

\*\* 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「Sunway International Holdings Limited – Open Offer Account」為抬頭人劃線開出(請參閱本表格背頁「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for remittance.

假設公開發售之條件已經達成，則申請認購發售股份數目少於或相等於申請人獲保證配發之數目的有效申請將獲全數接納。倘閣下並無在上欄填上數目，則閣下將被視作申請認購已收款項所代表之發售股份數目。倘若已收的股款少於申請認購上欄所填數目之發售股份所應支付之股款，則閣下將被視作申請認購已收股款所代表之發售股份數目。閣下作出之申請將被視作為申請認購完整之發售股份數目而作出。本公司不會就已收的股款發出收據。

\* For identification purposes only 僅供識別