



SUNWAY INTERNATIONAL HOLDINGS LIMITED

新威國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 58)

PROXY FORM

Form of proxy for use by Shareholders at the Special General Meeting to be convened at Room 1708-1710, Nan Fung Centre, 264-298 Castle Peak Road, Tsuen Wan, New Territories, Hong Kong on Wednesday, 28 January 2015 at 11 a.m..

I/We (note a) of (note b) shares of HK\$0.10 each of SUNWAY INTERNATIONAL HOLDINGS LIMITED (the "Company") hereby appoint the Chairman of the Special General Meeting or to act as my/our proxy (note c) at the Special General Meeting of the Company to be held at Room 1708-1710, Nan Fung Centre, 264-298 Castle Peak Road, Tsuen Wan, New Territories, Hong Kong on Wednesday, 28 January 2015 at 11 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast.

RESOLUTION		FOR (note d)	AGAINST (note d)
1.	<p>"THAT</p> <p>(a) the conditional sale and purchase agreement dated 17 November 2014 (the "Disposal Agreement") and a Supplemental Agreement dated 15 December 2014 (the "Supplemental Agreement") entered into between the Company as vendor and Feng Hao Holdings Limited as purchaser relating to the disposal of the entire issued share capital of Sunway International (BVI) Holdings Limited and Sunway International Investment Holdings Limited (collectively, "Disposal Companies") and all amounts owing to the Company by the Disposal Companies together with their subsidiaries as at completion of the Disposal Agreement (as amended and supplemented by the Supplemental Agreement), at a consideration of HK\$300 million (copies of the Disposal Agreement and the Supplemental Agreement have been produced to the Meeting marked as "A" and "B" for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) the continuing provision of the corporate guarantee up to a maximum of HK\$100 million by the Company dated 10 September 2014 in favour of China CITIC Bank International Limited in respect of the borrowings of Sungo Holding Company Limited, an indirect subsidiary of Sunway International Investment Holdings Limited, of not exceeding HK\$69 million with the maximum period of 3 months after the completion of the Disposal Agreement (as amended and supplemented by the Supplemental Agreement) ("Corporate Guarantee") be and hereby approved, ratified and confirmed; and</p> <p>(c) any one Director be and is hereby authorized for and on behalf of the Company to do all such acts and things, to sign and execute any agreements pursuant to and/or supplemental to the Disposal Agreement (as amended and supplemented by the Supplemental Agreement), the Corporate Guarantee and all such other documents, deeds, instruments and agreements and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the said agreements or any of the transactions contemplated thereunder or incidental to any of them and all other matters incidental thereto."</p>		

Date the day of 2015

Shareholder's signature(s) (notes e, f, g and h)

Notes:

- (a) Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- (b) Please insert the number of share registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- (c) A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Special General Meeting as your proxy, please delete the words "the Chairman of the Special General Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- (d) If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his direction on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- (e) In the case of a joint holding, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the meeting, whether in person or by proxy, that one of the joint registered holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- (f) The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- (g) To be valid, this 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 such power or authority must be deposited at the offices of the Company's Hong Kong branch registrar, Tricor Tengis Limited, 22nd Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- (h) Any alteration made to this form should be initialled by the person who signs the form.

* For identification purposes only