



**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 10:30 a.m. on Tuesday, 22 April 2014.**

I/We (note a) . . . . . of . . . . . being the registered holder(s) 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, N.T., Hong Kong on Tuesday, 22 April 2014 at 10:30 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.	<b>"THAT</b>		
(a)	the conditional sale and purchase agreement dated 3 October 2013 (as supplemented by a supplemental agreement dated 30 January 2014) entered into among First Billion Global Limited as purchaser, Mr. Xiao Guang Kevin as vendor (the "Vendor") and Mr. Wong Zhining as guarantor relating to the acquisition of the entire issued share capital of Joint Expert Global Limited, at an aggregate consideration of HK\$550 million (the "Agreement") (a copy of which has been produced to the Meeting marked as "A" for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;		
(b)	the issue by the Company of the promissory note in the principal amount of HK\$100 million (the "Promissory Note") to the Vendor for settlement of part of the consideration upon completion of the Agreement be and are hereby approved, confirmed and ratified;		
(c)	subject to and conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in not more than 1,000,000,000 new shares of HK\$0.10 each in the share capital of the Company (the "Conversion Shares"), the directors of the Company (the "Directors") be and are hereby generally and specifically authorized to issue the conditional convertible notes in the principal amount of HK\$300 million (the "Convertible Notes") which could be converted into the Conversion Shares at the conversion price of HK\$0.30 per share, subject to adjustment, to the Vendor (or his nominee(s)) for settlement of part of the consideration pursuant to the terms and conditions of the Agreement;		
(d)	the Directors be and are hereby generally and specifically authorized to allot and issue the Conversion Shares credited as fully paid upon exercise of the conversion rights attaching to the Convertible Notes (the "Specific Mandate"), and that the Conversion Shares shall, when allotted and issued, rank pari passu in all respects with all other shares of the Company in issue on the date of such allotments and issue, and that the Specific Mandate is in addition to, and shall not prejudice nor revoke any existing general mandate granted to the Directors by the shareholders of the Company in an annual general meeting of the Company or such other general or special mandate(s) which may from time to time be granted to the Directors prior to the passing of this Resolution; and		
(e)	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 Agreement, the Promissory Note and the Convertible Notes; 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."		

Date the . . . . . day of . . . . . 2014

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, 26/F., Tesbury Centre, 28 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 initialed by the person who signs the form.

\* For identification purposes only