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**SUNWAY INTERNATIONAL HOLDINGS LIMITED**

**新威國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 58)**

**RIGHTS ISSUE  
ON THE BASIS OF ONE RIGHTS SHARE FOR  
EVERY TWO EXISTING SHARES  
IN ISSUE AND HELD ON THE RECORD DATE  
AND  
CLOSURE OF REGISTER OF MEMBERS**

**Financial adviser to the Company**



**KINGSTON CORPORATE FINANCE**

**Underwriters to the Rights Issue**



**KINGSTON SECURITIES**

**BUSINESS CENTURY INVESTMENTS  
LIMITED**

**RIGHTS ISSUE**

On 28 June 2018 (after trading hours), the Company entered into the Underwriting Agreement with the Underwriters with respect to the Rights Issue.

The Company will implement the Rights Issue on the basis of one (1) Rights Share for every two (2) existing Shares in issue and held on the Record Date by issuing not less than 312,068,162 Rights Shares at the Subscription Price of HK\$0.188 per Rights Share (assuming there is no changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date) and not more than 325,458,162 Rights Shares (assuming all the Share Options having been exercised in full, but there is no other changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date). The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders. Fractional entitlements to the Rights Shares will be disregarded and not be issued to the Qualifying Shareholders. Any fractional entitlements to the Rights Shares will be aggregated and will be made available for excess application by the Qualifying Shareholders under the Excess Application Form.

The gross proceeds of the Rights Issue will be not less than approximately HK\$58.67 million (assuming there is no changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date) and not more than approximately HK\$61.19 million (assuming all the Share Options having been exercised in full, but there is no other changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date). The estimated net proceeds of the Rights Issue will be not less than approximately HK\$55.17 million (assuming there is no changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date) and not more than approximately HK\$57.69 million (assuming all the Share Options having been exercised in full, but there is no other changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date). Details of the use of proceeds are set out in the section headed “Reasons for the Rights Issue and use of proceeds” in this announcement.

## **THE UNDERWRITING AGREEMENT AND THE IRREVOCABLE UNDERTAKING**

The Rights Issue (excluding the Rights Shares subject to the Irrevocable Undertakings) is fully underwritten by the Underwriters. Pursuant to the Underwriting Agreement, the Underwriters have conditionally and severally agreed to fully underwrite not less than 257,331,746 Rights Shares (assuming no change in the issued share capital of the Company from the date of this announcement up to and including the Record Date) and not more than 269,271,746 Rights Shares (assuming all the Share Options having been exercised in full, but there is no other changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date) subject to the terms and conditions set out in the Underwriting Agreement, in particular the fulfillment or waiver (as appropriate) of the conditions precedent contained therein, and excluding the Rights Shares subject to the Irrevocable Undertakings. No underwriting commission is payable by the Company to Business Century pursuant to the Underwriting Agreement. The Company will pay to Kingston Securities an underwriting commission of 2.5% of the Subscription Price on all the Underwritten Shares to be underwritten by Kingston Securities. Details of the major terms and conditions of the Underwriting Agreement are set out in the section headed “The Underwriting Agreement” in this announcement.

Business Century has irrevocably undertaken to the Company and Kingston Securities to accept its provisional allotments being not less than 54,736,416 Right Shares (assuming there is no changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date) and not more than 56,186,416 Rights Shares (assuming all the Share Options having been exercised in full, but there is no other changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date) under the Rights Issue, to which it will be entitled to under the terms of the Rights Issue. Details of such undertaking are set out in the section headed “The Irrevocable Undertakings” in this announcement.

The estimated net proceeds of the Rights Issue will be not less than approximately HK\$55.17 million (assuming there is no changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date) and not more than approximately HK\$57.69 million (assuming all the Share Options having been exercised in full, but there is no other changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date). The Company intends to apply the entire net proceeds from the Rights Issue for general working capital, the details of which are set out in the section headed “Reasons for the Rights Issue and use of proceeds” in this announcement.

## **IMPLICATIONS UNDER THE LISTING RULES**

Given that the Rights Issue will increase the issued share capital and the market capitalisation of the Company by not more than 50% within the 12-month period immediately preceding the date of this announcement, the Rights Issue is not conditional on approval by the Shareholders pursuant to Rule 7.19(6) of the Listing Rules.

Business Century is a company ultimately wholly owned by Ms. Xie, a Substantial Shareholder of the Company. Accordingly, it is a connected person of the Company. The issue of the Rights Shares to Business Century in its capacity as an underwriter of the Rights Issue constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules. Pursuant to Rule 14A.92(2) of the Listing Rules, given that the Company has made arrangements for the Qualifying Shareholders to apply for the Rights Shares in excess of their entitlements under the Rights Issue in compliance with Rule 7.21(1) of the Listing Rules, the issue of the Rights Shares to Business Century in its capacity as an underwriter of the Rights Issue is fully exempt from the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **GENERAL**

The Company will apply to the Listing Committee for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms. The Company will despatch the Prospectus Documents to each Qualifying Shareholder and the Prospectus to each Non-Qualifying Shareholder (if any), for their information only, on or about Tuesday, 24 July 2018.

## **WARNING OF THE RISKS OF DEALING IN SHARES AND NIL-PAID RIGHTS SHARES**

**Shareholders and potential investor of the Company should note that the Rights Issue is conditional upon the Underwriting Agreement having become unconditional and the Underwriters not having terminated the Underwriting Agreement in accordance with the terms thereof. Please refer to the paragraphs headed "Conditions of the Underwriting Agreement" and "Termination of the Underwriting Agreement" under the section headed "The Underwriting Agreement" in this announcement for details of the conditions and grounds of termination of the Underwriting Agreement, respectively. Accordingly, the Rights Issue may or may not proceed.**

**The Shares are expected to be dealt in on an ex-rights basis from Friday, 13 July 2018. Dealings in the Rights Shares in nil-paid form are expected to take place from Thursday, 26 July 2018 to Thursday, 2 August 2018 (both days inclusive).**

**Any Shareholder or potential investors who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled or waiver (as appropriate) (which is expected to be on Monday, 13 August 2018), and any dealings in the Rights Shares in their nil-paid form from Thursday, 26 July 2018 to Thursday, 2 August 2018 (both days inclusive) will accordingly bear the risk that the Rights Issue cannot become unconditional and may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

#### **POSSIBLE ADJUSTMENT TO THE SHARE OPTIONS**

As a result of the Rights Issue, it is expected that the exercise prices, and/or the number of Shares, of the outstanding Share Options will be adjusted in accordance with the terms and conditions of the Share Option Scheme. The Company will engage the Company's auditors, Zhonghui ANDA CPA Limited to review and determine the relevant adjustments and make further announcements on the appropriate adjustments and the date they are expected to take effect in due course.

#### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Tuesday, 17 July 2018 to Monday, 23 July 2018 (both dates inclusive) for determining the entitlements to the Rights Issue. No transfer of Shares will be registered during this period.

### **(1) THE RIGHTS ISSUE**

On 28 June 2018 (after trading hours), the Company entered into the Underwriting Agreement with the Underwriters with respect to the Rights Issue.

The Company will implement the Rights Issue on the basis of one (1) Rights Share for every two (2) existing Shares in issue and held on the Record Date by issuing not less than 312,068,162 Rights Shares (assuming there is no changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date) and not more than 325,458,162 Rights Shares (assuming all the Share Options having been exercised in full, but there is no other changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date), at the Subscription Price of HK\$0.188 per Rights Share.

The Rights Issue (excluding the Rights Shares subject to the Irrevocable Undertakings) is fully underwritten by the Underwriters. Further details of the Rights Issue are set out below:

### **Rights Issue statistics**

Basis of Rights Issue:	One (1) Rights Share for every two (2) existing Shares in issue and held on the Record Date
Subscription Price:	HK\$0.188 per Rights Share
Number of Shares in issue as at the date of this announcement	624,136,324 Shares
Number of Rights Shares:	Not less than 312,068,162 Rights Shares (assuming there is no changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date) and not more than 325,458,162 Rights Shares (assuming all the Share Options having been exercised in full, but there is no other changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date)
Number of Rights Shares underwritten by the Underwriters:	Not less than 257,331,746 Rights Shares (assuming there is no changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date) and not more than 269,271,746 Rights Shares (assuming all the Share Options having been exercised in full, but there is no other changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date)
Aggregate nominal value of the Rights Shares:	Not less than approximately HK\$31.21 million and not more than approximately HK\$32.55 million
Number of Shares in issue upon completion of the Rights Issue:	Not less than 936,204,486 Shares (assuming there is no changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date) and not more than 976,374,486 Shares (assuming all the Share Options having been exercised in full, but there is no other changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date)

Amount to be raised before expenses	Not less than approximately HK\$58.67 million (assuming there is no changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date) and not more than approximately HK\$61.19 million (assuming all the Share Options having been exercised in full, but there is no other changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date)
Estimated net proceeds from the Rights Issue:	Not less than approximately HK\$55.17 million (assuming there is no changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date) and not more than approximately HK\$57.69 million (assuming all the Share Options having been exercised in full, but there is no other changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date)
Right of excess applications:	Qualifying Shareholders may apply for the Rights Shares in excess of their provisional allotments

As at the date of this announcement, there are outstanding Share Options granted by the Company under the Share Option Scheme which entitle the holders of the Share Options to subscribe for a total of 26,780,000 new Shares during the period from 22 June 2016 to 21 June 2026 at the exercise price of HK\$1.682 per Share. Had such outstanding Share Options been exercised in full, an additional of 26,780,000 Shares (entitled to 13,390,000 Rights Shares) would be issued for the period from the date of this announcement to the Record Date.

As at the date of this announcement, the Company also has convertible notes with principal amount of HK\$30 million. Based on the opinions obtained from the legal advisers of the Company, in view of the ongoing legal proceedings, the Company maintains the position that all remaining convertible notes of the Company are void and are not capable of converting into the Shares. Hence, there is no adjustment upon the completion of the Rights Issue.

Save as disclosed above, there are no other derivatives, outstanding convertible securities, options or warrants of the Company in issue which confer any right to subscribe for, convert or exchange into the Shares as at the date of this announcement.

Assuming there is no change in the issued share capital of the Company from the date of this announcement up to and including the Record Date, the 312,068,162 Rights Shares represent 50% of the Company's issued share capital as at the date of this announcement and will represent approximately 33.3% of the Company's issued share capital as enlarged by the allotment and issue of the Rights Shares.



## **Qualifying Shareholders**

The Rights Issue will only be available to the Qualifying Shareholders. The Company will send the Prospectus Documents to the Qualifying Shareholders and the Prospectus, for information purposes only, to the Non-Qualifying Shareholders.

To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company at the close of business on the Record Date and not be a Non-Qualifying Shareholder.

Shareholders with their Shares held by a nominee (or which are held in CCASS) should note that the Board will consider nominee (including HKSCC Nominees Limited) as one single Shareholder according to the register of members of the Company and are advised to consider whether they would like to arrange for the registration of the relevant Shares in their own names prior to the Record Date.

In order to be registered as members of the Company at the close of business on the Record Date, Shareholders must lodge any transfers of the Shares (together with the relevant share certificates) with the Hong Kong branch of the Company's Registrar for registration no later than 4:30 p.m. on Monday, 16 July 2018.

## **Basis of provisional allotments**

The basis of the provisional allotment shall be one (1) Rights Share (in nil-paid form) for every two (2) existing Shares in issue and held by the Qualifying Shareholders on the Record Date at the Subscription Price.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by lodging a duly completed Provisional Allotment Letter and a cheque or a banker's cashier order for the sum payable for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

## **Rights of Overseas Shareholders**

The Prospectus Documents are not intended to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong.

In compliance with Rule 13.36(2)(a) of the Listing Rules, the Company will make enquiries regarding the feasibility of extending the Rights Issue to the Overseas Shareholders (if any). If, based on legal advice, the Directors consider that it is necessary or expedient not to offer the Rights Shares to the Overseas Shareholders on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, the Rights Issue will not be available to such Overseas Shareholders. Further information in this connection will be set out in the Prospectus Documents containing, among other things, details of the Rights Issue to be despatched to the Qualifying Shareholders on the Prospectus Posting Date. The Company will send copies of the Prospectus to the Non-Qualifying Shareholders for their information only, but will not send any Provisional Allotment Letter and Excess Application Form to them.



Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence and in any event before the last day for dealing in the nil-paid Rights Shares. If a premium (net of expenses) can be obtained, the net proceeds of such sale, less expenses, will be paid pro rata to the Non-Qualifying Shareholders in Hong Kong dollars as soon as practicable except that the Company will retain individual amounts of HK\$100 or less for its own benefit. Any unsold entitlements of the Non-Qualifying Shareholders will be taken up by excess application or by the Underwriters pursuant to the terms of the Underwriting Agreement.

Based on the register of members of the Company as at the date of this announcement, there are an aggregate of approximately 570 Overseas Shareholders residing in Singapore, the PRC, Malaysia, the United States of America, Canada and Indonesia, respectively. In accordance with the Listing Rules, the Company will conduct enquiries regarding the feasibility to extend the Rights Issue to the Overseas Shareholders. Further information in this connection will be set out in the Prospectus.

**Overseas Shareholders should note that he/she/it/they may or may not be entitled to the Rights Issue, subject to the results of enquiries made by the Directors pursuant to Rule 13.36(2)(a) of the Listing Rules. Accordingly, the Overseas Shareholders should exercise caution when dealing in the Shares.**

### **The Subscription Price**

The Subscription Price for the Rights Shares is HK\$0.188 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares and, where applicable, application for excess Rights Shares under the Rights Issue or a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (a) a discount of approximately 12.15% to the closing price of HK\$0.214 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 17.83% to the average closing price of HK\$0.2288 per Share for the last five consecutive trading days up to and including the Last Trading Day;
- (c) a discount of approximately 8.29% to the theoretical ex-entitlement price of approximately HK\$0.205 based on the closing price of HK\$0.214 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (d) a discount of approximately 77.16% to the audited total equity attributable to owners of the Company of approximately HK\$0.823 per Share as at 31 December 2017 (which is calculated based on the total equity attributable to the owners of the Company as at 31 December 2017 of approximately HK\$513.93 million and 624,136,324 Shares in issue as at the date of this announcement).

The Subscription Price was determined after arm's length negotiations between the Company and the Underwriters with reference to (a) the market price of the Shares prior to the Last Trading Day; (b) the capital needs and financial position of the Company; and (c) the prevailing market conditions of the capital market in Hong Kong. The Board considers the terms of the Rights Issue, including the Subscription Price which has been set at a reasonable discount to the recent closing prices of the Shares with an objective of encouraging existing Shareholders to take up their entitlements so as to participate in the potential growth of the Company in the future, to be fair and reasonable and in the best interests of the Company and the Shareholders as a whole. The net price per Rights Share (i.e. Subscription Price less cost and expenses incurred in the Rights Issue) upon full acceptance of the relevant provisional allotment of Rights Shares will be approximately HK\$0.177.

### **Status of Rights Shares**

The Rights Shares, when allotted and fully paid, will rank *pari passu* in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions, which are declared, made or paid, with a record date which falls on or after the date of allotment of the Rights Shares in their fully-paid form.

### **Share certificates and refund cheques for the Rights Issue**

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for all fully paid Rights Shares are expected to be posted on Monday, 20 August 2018 by ordinary post to the allottees, at their own risks, to their registered addresses. Refund cheques in respect of wholly or partially unsuccessful applications for the excess Rights Shares (if any) are expected to be posted on Monday, 20 August 2018 by ordinary post to the applicants, at their own risks, to their registered addresses.

### **Application for excess Rights Shares**

Qualifying Shareholders may apply, by way of excess application, for (a) any unsold entitlements of the Non-Qualifying Shareholders; (b) any fractions of Rights Shares; and (c) any Rights Shares provisionally allotted but not accepted.

Application for excess Rights Shares can be made only by duly completing and signing an Excess Application Forms (in accordance with the instructions printed therein) and lodging the same with a separate cheque or banker's cashier order for the sum payable for the excess Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

The Directors will allocate the excess Rights Shares (if any) at their discretion on a pro-rata basis in proportion to the number of excess Rights Shares being applied for under each application. No reference will be made to the Rights Shares subscribed through applications by Provisional Allotment Letters or the existing number of Shares held by Qualifying Shareholders. No preference will be given to topping up odd lots to whole board lots.

Shareholders with their Shares held by a nominee (or which are held in CCASS) should note that the Board will consider the nominee (including HKSCC Nominees Limited) as one single Shareholder according to the register of members of the Company. Accordingly, such Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to the relevant beneficial owners individually.

Shareholders with Shares held by a nominee (or which are held in CCASS) are advised to consider whether they would like to arrange for the registration of their relevant Shares under the names of the beneficial owners prior to the Record Date for the purpose of the Rights Issue. Shareholders and investors should consult their professional advisers if they are in doubt as to their status.

For investors whose Shares are held by a nominee (or which are held in CCASS) and would like to have their names registered on the register of members of the Company, they must lodge all necessary documents with the Registrar for registration no later than 4:30 p.m. on Monday, 16 July 2018.

Any Rights Shares not taken up by the Qualifying Shareholders and not taken up by excess applications will be taken up by the Underwriters pursuant to the terms and conditions of the Underwriting Agreement.

**Qualifying Shareholders who do not take up the Rights Shares to which they are entitled should note that their shareholdings in the Company will be diluted.**

### **Fractions of the Rights Shares**

Fractional entitlements to the Rights Shares will be disregarded and not be issued to the Qualifying Shareholders. Any fractional entitlements to the Rights Shares will be aggregated and will be made available for excess application by the Qualifying Shareholders under the Excess Application Forms.

### **Application for listing of the Rights Shares**

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue.

Subject to the granting of the approval for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Both the nil-paid Rights Shares and the fully-paid Rights Shares will be traded in board lots of 20,000 Shares. Dealings in the Rights Shares in both their nil-paid and fully-paid forms, which are registered in the register of members of the Company, will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy or any other applicable fees and charges in Hong Kong.

### **Closure of Register of Members**

The register of members of the Company will be closed from Tuesday, 17 July 2018 to Monday, 23 July 2018 (both dates inclusive) for determining the entitlements to the Rights Issue. No transfer of Shares will be registered during this period.

### **Conditions of the Rights Issue**

The Rights Issue is conditional upon the Underwriting Agreement becoming unconditional and not being terminated by the Underwriters prior to the Latest Time for Termination in accordance with its terms. Please refer to the paragraph headed “Conditions of the Underwriting Agreement” under the section headed “The Underwriting Agreement” for details of the conditions of the Underwriting Agreement. In the event that the conditions of the Rights Issue are not satisfied in whole by the Latest Time for Termination, then the Rights Issue will not proceed.

### **THE IRREVOCABLE UNDERTAKINGS**

Business Century and Ms. Xie have executed the Irrevocable Undertakings dated 28 June 2018 in favour of the Company and Kingston Securities, pursuant to which subject to the satisfaction of the conditions of the Rights Issue (other than the condition relating to the performance of all the undertakings and obligation of Business Century and Ms. Xie under the Irrevocable Undertakings as described in the sub-section headed “Condition of the Rights Issue” in this announcement, Business Century and Ms. Xie have provided irrevocable undertakings to the Company and Kingston Securities, among other things, (a) to accept and to procure acceptance of, respectively, the provisional allotments being not less than 54,736,416 Right Shares (assuming there is no changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date) and not more than 56,186,416 Rights Shares (assuming all the Share Options having been exercised in full, but there is no other changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date) under the Rights Issue, to which Business Century will be entitled to pursuant to the terms of the Rights Issue; (b) not to sell, transfer or otherwise dispose of, and procure Business Century not to sell, transfer or otherwise dispose of, respectively, any Shares held by Business Century in any manner before the completion or lapse of the Rights Issue; and (c) to remain, and procure Business Century to remain, respectively, as the beneficial owners of the Shares comprising its current shareholding in the Company up to and including the Record Date.

## THE UNDERWRITING AGREEMENT

The Rights Issue (excluding the Rights Shares subject to Irrevocable Undertakings) is fully underwritten by the Underwriters. On 28 June 2018 (after trading hours), the Company entered into the Underwriting Agreement with the Underwriters in respect of the Rights Issue. Details of the Underwriting Agreement are set out below:

Date: 28 June 2018 (after trading hours)

Parties:

- (a) the Company
- (b) Business Century (as the first Underwriter)
- (c) Kingston Securities (as the second Underwriter)

The purpose of the Company in engaging Business Century as one of the Underwriters in the Rights Issue is to gain the support from the existing single largest Shareholder and to reduce the costs of the Company in the Rights Issue as Business Century agreed not to charge any underwriting commission pursuant to the Underwriting Agreement. Business Century agreed to underwrite up to 115,000,000 Untaken Shares (the “**Business Century Portion**”). Meanwhile, the Company engaged Kingston Securities, which was an underwriter to a fund-raising activity of the Company in 2016, as the other Underwriter, as the Company considered that it would be more efficient and cost-effective to appoint an underwriter which has an understanding towards the Company. Kingston Securities agreed to underwrite not less than 142,331,746 Rights Shares (assuming no change in the issued share capital of the Company from the date of this announcement up to and including the Record Date) and not more than 154,271,746 Rights Shares (assuming all the Share Options having been exercised in full, but there is no other changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date). As such, the Company did not approach other securities house after Kingston Securities and Business Century agreed to be the Underwriters.

Number of Rights Shares to be underwritten:

The Underwriters have conditionally and severally agreed pursuant to the Underwriting Agreement to underwrite the Underwritten Rights Shares on a fully underwritten basis in an aggregate of not less than 257,331,746 Rights Shares at the Subscription Price (assuming there is no changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date) and not more than 269,271,746 Rights Shares (assuming all the Share Options having been exercised in full, but there is no other changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date), being the total number of Rights Shares under the Rights Issue excluding the Rights Shares subject to the Irrevocable Undertakings.

The Underwriters will subscribe or procure subscribers to take up the Untaken Shares on the following basis:

- (a) firstly, out of all the Untaken Shares, Business Century shall take up the Business Century Portion; and
- (b) if there is any balance of the Untaken Shares after deducting the Business Century Portion, Kingston Securities shall take up the balance of the Untaken Shares that have been taken up by Business Century accordingly.

Fee and commission:

No underwriting commission is payable by the Company to Business Century pursuant to the Underwriting Agreement. The Company will pay to Kingston Securities an underwriting commission of 2.5% of the Subscription Price on all the Underwritten Shares to be underwritten by Kingston Securities.

The commission rate was determined after arm's length negotiation between the Company and Kingston Securities by reference to, among other things, the size of the Rights Issue, and the current and expected market condition. The Directors (including the independent non-executive Directors) consider the terms of the Underwriting Agreement including the commission rate are fair and reasonable and in the interest of the Company and the Shareholders as a whole.



## Conditions of the Underwriting Agreement

The obligations of the Underwriters as specified under the Underwriting Agreement are conditional upon the following conditions being fulfilled or waived (as appropriate):

- (a) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) in accordance with section 342C of the Companies (WUMP) Ordinance as having been approved by resolutions of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the Listing Rules, the Companies Ordinance and the Companies (WUMP) Ordinance not later than the Prospectus Posting Date;
- (b) the posting of the Prospectus Documents to the Qualifying Shareholders and the posting of the Prospectus to the Non-Qualifying Shareholders, if any, for information purposes only, on or before the Prospectus Posting Date;
- (c) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and the permission to deal in, the Rights Shares (in their nil-paid and fully-paid forms) by no later than the first day of their dealings;
- (d) the Underwriting Agreement not being terminated by any of the Underwriters pursuant to the terms thereof prior to the Latest Time for Termination;
- (e) the compliance with and performance by the Company of all the undertakings and obligations under the terms of the Underwriting Agreement; and
- (f) the compliance with and performance of all the undertakings and obligations of Business Century and Ms. Xie under the Irrevocable Undertakings.

The conditions precedent set out in paragraphs (a) to (c) above are incapable of being waived by the Underwriters or the Company. The condition precedent set out in paragraph (e) above can only be waived by the Underwriters; and the conditions precedent set out in paragraphs (d) and (f) above can only be waived by Kingston Securities.

If the conditions precedent set out in the above paragraphs are not satisfied in whole or in part at the respective time and dates specified therein (or such other time as the Underwriters may agree with the Company (as permitted under the relevant legal and regulatory requirements)) or waived (as appropriate), the Underwriting Agreement shall terminate and no party will have any claim against the other party for costs, damages, compensation or otherwise (save for any rights or obligations which have accrued under the Underwriting Agreement prior to such termination), and the Rights Issue will not proceed. The Irrevocable Undertakings given by Business Century and Ms. Xie shall lapse upon the termination of the Underwriting Agreement.



## Termination of the Underwriting Agreement

If prior to the Latest Time for Termination:

- (i) in the absolute opinion of any Underwriters, the success of the Rights Issue would be materially and adversely affected by:
  - (a) 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 any Underwriters 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 Rights Issue; or
  - (b) 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 hereof) 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 any Underwriters 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 Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (ii) 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 or trading in securities) occurs which in the absolute opinion of any Underwriters is likely to materially or adversely affect the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (iii) any change in the circumstances of the Company or any member of the Group occurs which in the absolute opinion of any Underwriters shall 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 of member of the Group or the destruction of any material asset of the Group; or
- (iv) any event of force majeure occurs, 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
- (v) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole occurs, whether or not *ejusdem generis* with any of the foregoing; or
- (vi) any matter occurs 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 any Underwriters, a material omission in the context of the Rights Issue; or

- (vii) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than 10 consecutive Business Days occurs, excluding any halt or suspension in connection with the clearance of this announcement or the Prospectus Documents or other announcements or circulars in connection with the Rights Issue; or
- (viii) any moratorium, suspension or material restriction on trading of the Shares on the Stock Exchange occurs due to exceptional financial circumstances or otherwise,

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

**If any Underwriter terminates the Underwriting Agreement, the Rights Issue will not proceed. A further announcement would be made if the Underwriting Agreement is terminated.**

### **EXPECTED TIMETABLE**

The expected timetable for the Rights Issue is set out below:

Expected date of publication of the Rights Issue announcement .....	Thursday, 28 June 2018
Last day of dealings in the Shares on cum-rights basis .....	Thursday, 12 July 2018
First day of dealings in the Shares on ex-rights basis .....	Friday, 13 July 2018
Latest time and date for lodging transfer documents to qualify for the Rights Issue.....	4:30 p.m. on Monday, 16 July 2018
Closure of register of members of the Company (both days inclusive) .....	From Tuesday, 17 July 2018 to Monday, 23 July 2018
Record date for determining entitlements to the Rights Issue .....	Monday, 23 July 2018
Register of members of the Company re-opens.....	Tuesday, 24 July 2018
Despatch of Prospectus Documents.....	Tuesday, 24 July 2018
First day of dealing in nil-paid Rights Shares.....	9:00 a.m. on Thursday, 26 July 2018
Latest time for splitting of nil-paid Rights Shares.....	4:30 p.m. on Monday, 30 July 2018
Last day of dealings in nil-paid Rights Shares .....	4:00 p.m. on Thursday, 2 August 2018
Latest time for acceptance and payment for Rights Shares and application and payment for excess Rights Shares.....	4:00 p.m. on Tuesday, 7 August 2018

Latest time for the termination of the Underwriting Agreement and the Rights Issue becomes unconditional .....	4:00 p.m. on Monday, 13 August 2018
Announcement of the results of the Rights Issue .....	Friday, 17 August 2018
Despatch of refund cheques if the Rights Issue does not proceed and in respect of wholly or partially unsuccessful application(s) for excess Rights Shares.....	Monday, 20 August 2018
Despatch of share certificates for fully-paid Rights Shares.....	Monday, 20 August 2018
Expected first day of dealings in fully-paid Rights Shares .....	9:00 a.m. on Tuesday, 21 August 2018

All times and dates stated in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

## CHANGES IN SHAREHOLDING STRUCTURE

Set out below is the shareholding structures of the Company before and after the completion of the Rights Issue:

- (a) assuming there is no changes in the number of issued Shares from the date of this announcement up to and including the Record Date:

	(I) as at the date of this announcement		(II) immediately upon completion of the Rights Issue assuming full acceptance by all Qualifying Shareholders under the Right Issue		(III) immediately upon completion of the Rights Issue assuming no acceptance by the Qualifying Shareholders (other than Business Century) under the Rights Issue	
	<i>No. of Shares</i>	<i>Approximately %</i>	<i>No. of Shares</i>	<i>Approximately %</i>	<i>No. of Shares</i>	<i>Approximately %</i>
<b>Shareholders</b>						
Business Century <sup>Note 1</sup>	109,472,833	17.54	164,209,249	17.54	279,209,249	29.82
Everun Oil Co., Limited <sup>Note 2</sup>	86,581,000	13.87	129,871,500	13.87	86,581,000	9.25
Mr. Huang Weidong <sup>Note 3</sup>	7,204,000	1.15	10,806,000	1.15	7,204,000	0.77
Mr. Li Chongyang <sup>Note 3</sup>	4,610,000	0.74	6,915,000	0.74	4,610,000	0.49
Mr. Leung Chi Fai <sup>Note 3</sup>	424,000	0.07	636,000	0.07	424,000	0.05
Mr. Cong Yongjian <sup>Note 3</sup>	75,000	0.01	112,500	0.01	75,000	0.01
Kingston Securities <sup>Note 4</sup>	—	—	—	—	142,331,746	15.20
Other public Shareholders	415,769,491	66.62	623,654,237	66.62	415,769,491	44.41
<b>Total</b>	<b>624,136,324</b>	<b>100.00</b>	<b>936,204,486</b>	<b>100.00</b>	<b>936,204,486</b>	<b>100.00</b>

(b) assuming there is no changes in the number of issued Shares from the date of this announcement up to and including the Record Date other than the issue of new Shares upon the exercise in full of the outstanding Share Options:

	(I) as at the date of this announcement		(II) immediately upon full exercise of all outstanding Share Options on or before the Record Date		(III) immediately upon completion of the Rights Issue assuming full acceptance by all Qualifying Shareholders under the Right Issue		(IV) immediately upon completion of the Rights Issue assuming no acceptance by the Qualifying Shareholders (other than Business Century) under the Rights Issue	
	Approximately		Approximately		Approximately		Approximately	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<b>Shareholders</b>								
Business Century <sup>Note 1</sup>	109,472,833	17.54	112,372,833	17.26	168,559,249	17.26	283,559,249	29.04
Everun Oil Co., Limited <sup>Note 2</sup>	86,581,000	13.87	89,481,000	13.75	134,221,500	13.75	89,481,000	9.17
Mr. Huang Weidong <sup>Note 3</sup>	7,204,000	1.15	11,564,000	1.78	17,346,000	1.78	11,564,000	1.18
Mr. Li Chongyang <sup>Note 3</sup>	4,610,000	0.74	5,610,000	0.86	8,415,000	0.86	5,610,000	0.57
Mr. Leung Chi Fai <sup>Note 3</sup>	424,000	0.07	1,424,000	0.22	2,136,000	0.22	1,424,000	0.15
Mr. Cong Yongjian <sup>Note 3</sup>	75,000	0.01	1,075,000	0.17	1,612,500	0.17	1,075,000	0.11
Ms. Qi Jiao <sup>Note 3</sup>	—	—	4,360,000	0.67	6,540,000	0.67	4,360,000	0.45
Mr. Liu Chenli <sup>Note 3</sup>	—	—	2,900,000	0.45	4,350,000	0.45	2,900,000	0.30
Mr. Lam Kai Yeung <sup>Note 3</sup>	—	—	1,000,000	0.15	1,500,000	0.15	1,000,000	0.10
Other holders of the Share Options	—	—	5,360,000	0.82	8,040,000	0.82	5,360,000	0.55
Kingston Securities <sup>Note 4</sup>	—	—	—	—	—	—	154,271,746	15.80
Other public Shareholders	415,769,491	66.62	415,769,491	63.87	623,654,237	63.87	415,769,491	42.58
<b>Total</b>	<b>624,136,324</b>	<b>100.00</b>	<b>650,916,324</b>	<b>100.00</b>	<b>976,374,486</b>	<b>100.00</b>	<b>976,374,486</b>	<b>100.00</b>

*Notes:*

- Business Century is wholly owned by Ms. Xie, who is the sister-in-law of Mr. Huang Weidong, a non-executive Director and the chairman of the Board. Business Century is a Substantial Shareholder of the Company.*
- Everun Oil Co., Limited is the Substantial Shareholder of the Company which is wholly-owned by Mr. Chen Jingan.*
- Mr. Huang Weidong, Mr. Li Chongyang, Mr. Leung Chi Fai, Mr. Cong Yongjian, Ms. Qi Jiao, Mr. Liu Chenli and Mr. Lam Kai Yeung are Directors.*
- As at the date of this announcement, Kingston Securities does not hold any Shares.*
- Certain percentage figures included in the table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.*

## REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

The Group is principally engaged in manufacturing and trading of pre-stressed steel bar, pre-stressed high strength concrete pile, ready-mixed concrete, sand-lime bricks, aerated concrete products and eco-concrete products and provision of financial services.

As stated in the annual report of the Company for the year ended 31 December 2017, cash and cash equivalents of the Group were approximately HK\$77.1 million as at 31 December 2017 (the “**Cash Balance of 31 December 2017 of the Group**”). For the five months ended 31 May 2018, the Group recorded unaudited cash outflows of approximately HK\$51.4 million for (a) general working capital; (b) repurchase of Shares; (c) purchase of fixed assets; (d) investment in securities; and (e) granting of loans.

The net proceeds of the Company from the placing of new shares under general mandate (the “**Placing Proceeds**”) which was completed in October 2017 (the “**Placing**”) had been fully utilised as the refundable earnest money paid to the vendor on 12 October 2017 and 17 October 2017 respectively in a proposed acquisition as at the date of this announcement. The Cash Balance of 31 December 2017 of the Group therefore does not include the Placing Proceeds. Save for the Placing, the Company has not conducted other fund-raising activities in the past 12 months immediately preceding the date of this announcement. Save for the Rights Issue, the Company does not have any plans to conduct other fund-raising activities in the coming 12 months immediately following the date of this announcement.

The gross proceeds from the Rights Issue will be not less than approximately HK\$58.67 million (assuming there is no changes in the issued share capital of the Company from the date of this announcement up to the Record Date) and not more than approximately HK\$61.19 million (assuming all the Share Options having been exercised in full, but there is no other changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date). The net proceeds from the Rights Issue after deducting all relevant expenses are estimated to be not less than approximately HK\$55.17 million (assuming there is no changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date) and not more than approximately HK\$57.69 million (assuming all the Share Options having been exercised in full, but there is no other changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date).

The expected working capital requirement for the Group for the next 12 months will be approximately HK\$68 million whereas the Group’s unaudited cash and cash equivalents as at 31 May 2018 was approximately HK\$25.78 million. As such, the Group will have a shortfall in the working capital requirement of approximately HK\$42.22 million. The estimated cash outflow of the Group (excluding non-Hong Kong subsidiaries) of approximately HK\$56 million comprising (a) salaries and allowances of approximately HK\$14.53 million; (b) rent and management fees of approximately HK\$5.65 million; (c) travelling and entertainment expenses of approximately HK\$3.60 million; (d) motor vehicles expenses of approximately HK\$1.80 million; (e) telecom, system costs and computer expenses of approximately HK\$2.40 million; (f) legal and professional fees of approximately HK\$15.75 million; (g) donations of approximately HK\$1.92 million; (h) purchase of fixed assets of approximately HK\$2.40 million; (i) utilities and cleaning expenses of approximately HK\$0.24 million; (j)

consultancy fees of HK\$2.16 million; and (k) other administrative expenses of HK\$5.55 million). Therefore, the Group intends to apply the entire net proceeds from the Rights Issue as the general working capital.

## **POSSIBLE ADJUSTMENT TO THE SHARE OPTIONS**

As a result of the Rights Issue, it is expected that the exercise prices, and/or the number of Shares, of the outstanding Share Options will be adjusted in accordance with the terms and conditions of the Share Option Scheme. The Company will engage the Company's auditors, Zhonghui ANDA CPA Limited to review and determine the relevant adjustments and make further announcements on the appropriate adjustments and the date they are expected to take effect in due course.

## **FUND RAISING ACTIVITIES INVOLVING ISSUE OF SECURITIES IN THE PAST 12 MONTHS**

Save as disclosed in this announcement and apart from the equity fund-raising activity mentioned below, the Company has not raised any fund by issuing equity securities during the 12 months immediately before the date of this announcement.

<b>Date of initial Announcement</b>	<b>Event</b>	<b>Net proceeds</b>	<b>Intended use of proceeds</b>	<b>Actual use of proceeds as at the date of this announcement</b>
18 September 2017	Placing of new Shares under general mandate	Approximately HK\$100 million	For the proposed acquisition of the entire issued share capital of a company which in turn is interested in 51% of the equity interest in a company in the PRC which is principally engaged in the business of supplying piped gas to residential households, commercial and industrial users and certain refueling stations in certain districts of the PRC (the "Proposed Acquisition")	The entire proceeds were used as refundable earnest money paid to the vendor on 12 October 2017 and 17 October 2017 respectively in the Proposed Acquisition. There was no balance left from such proceeds.

## **WARNING OF THE RISKS OF DEALING IN SHARES AND THE NIL-PAID RIGHTS SHARES**

**Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon the Underwriting Agreement having become unconditional and the Underwriters not having terminated the Underwriting Agreement in accordance with the terms thereof. Please refer to the paragraphs headed "Conditions of the Underwriting Agreement" and "Termination of the Underwriting Agreement" under the section headed "The Underwriting Agreement" in this announcement for details of the conditions and grounds of termination of the Underwriting Agreement, respectively. Accordingly, the Rights Issue may or may not proceed.**



**The Shares are expected to be dealt in on an ex-rights basis from Friday, 13 July 2018. Dealings in the Rights Shares in nil-paid form are expected to take place from Thursday, 26 July 2018 to Thursday, 2 August 2018 (both days inclusive).**

**Any Shareholder or potential investor who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled or waiver (as appropriate) (which is expected to be on Monday, 13 August 2018), and any dealings in the Rights Shares in their nil-paid form from Thursday, 26 July 2018 to Thursday, 2 August 2018 (both days inclusive) will accordingly bear the risk that the Rights Issue cannot become unconditional and may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

### **IMPLICATIONS UNDER THE LISTING RULES**

Given that the Rights Issue will increase the issued share capital and the market capitalisation of the Company by not more than 50% within the 12-month period immediately preceding the date of this announcement, the Rights Issue is not conditional on approval by the Shareholders pursuant to Rule 7.19(6) of the Listing Rules.

Business Century is a company ultimately wholly owned by Ms. Xie, a Substantial Shareholder of the Company. Accordingly, it is a connected person of the Company. The issue of the Rights Shares to Business Century in its capacity as an underwriter of the Rights Issue constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules. Pursuant to Rule 14A.92(2) of the Listing Rules, given that the Company has made arrangements for the Qualifying Shareholders to apply for the Rights Shares in excess of their entitlements under the Rights Issue in compliance with Rule 7.21(1) of the Listing Rules, the issue of the Rights Shares to Business Century in its capacity as an underwriter of the Rights Issue is fully exempt from the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

### **GENERAL**

The Company will apply to the Listing Committee for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms. The Company will despatch the Prospectus Documents to each Qualifying Shareholder and the Prospectus to each Non-Qualifying Shareholder (if any), for their information only, on or about Tuesday, 24 July 2018.



## DEFINITIONS

In this announcement, unless the context otherwise require, the following terms and expressions shall have the following meanings when used herein.

“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Century”	Business Century Investments Limited, a company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which is legally owned by Ms. Xie, which is interested in 109,472,833 Shares as at the date of this announcement, representing approximately 17.54% of the issued Shares and a Substantial Shareholder of the Company
“Business Day(s)”	any day(s) (excluding a Saturday, Sunday, public holiday and any day on which a tropical cyclone warning no.8 or above or a “black” rainstorm warning signal is hoisted or remains hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Company”	Sunway International Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Excess Application Form(s)”	the form(s) of application to be issued to the Qualifying Shareholder who wish to apply for excess Rights Shares in connection with the Rights Issue

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Shareholder(s)”	Shareholders other than, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates
“Irrevocable Undertakings”	the conditional irrevocable undertakings dated 28 June 2018 given by Business Century and Ms. Xie in favour of the Company and Kingston Securities as described in the section headed “The Irrevocable Undertakings” in this announcement
“Kingston Securities”	Kingston Securities Limited, a licensed corporation to carry on Type 1 (dealing in securities) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Last Trading Day”	28 June 2018, being the last trading day of the Shares on the Stock Exchange prior to the release of this announcement and the date of entering into of the Underwriting Agreement
“Latest Time for Acceptance”	the latest time for acceptance for the Rights Shares at 4:00 p.m., on Tuesday, 7 August 2018 or such other time as may be agreed between the Company and the Underwriters
“Latest Time for Termination”	the latest time for terminating the Underwriting Agreement at 4:00 p.m., on Monday, 13 August 2018, being the fourth Business Day after the Latest Time for Acceptance or such later time or date as may be agreed between the Company and the Underwriters
“Listing Committee”	has the meaning ascribed thereto under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ms. Xie”	Ms. Xie Guilin, who is the ultimate beneficial owner of Business Century

“Non-Qualifying Shareholders”	those Overseas Shareholders whom the Directors, based on enquiry made or legal advice obtained, consider it necessary or expedient not to offer the Rights Issue to such Shareholders on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Overseas Shareholder(s)”	the Shareholder(s) with registered address(es) (as shown in the register of members of the Company on the Record Date) are outside of Hong Kong
“PRC”	the People’s Republic of China, excluding for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region and Taiwan
“Prospectus”	the document containing details of the Rights Issue to be dispatched to the Qualifying Shareholders
“Prospectus Documents”	the Prospectus, the Provisional Allotment Letter and the Excess Application Form to be issued by the Company
“Prospectus Posting Date”	Tuesday, 24 July 2018 or such later date as may be agreed between the Underwriters and the Company for the despatch of the Prospectus Documents to the Qualifying Shareholders (or the Prospectus only in case of Non-Qualifying Shareholder(s))
“Provisional Allotment Letter(s)”	the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Qualifying Shareholders”	the Shareholders whose names appear on the register of members of the Company on the Record Date, other than the Non-Qualifying Shareholders
“Record Date”	Monday, 23 July 2018, or such other date as may be agreed between the Company and the Underwriters for determining entitlements to the Rights Issue
“Registrar”	Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, the Hong Kong branch share registrar of the Company
“Rights Issue”	the issue of one (1) Rights Share for every two (2) existing Shares in issue and held on the Record Date at the Subscription Price on the terms and conditions set out in the Underwriting Agreement and the Prospectus Documents

“Rights Share(s)”	a total of not less than 312,068,162 Share(s) to be allotted and issued under the Rights Issue (assuming there is no changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date) and not more than 325,458,162 Shares (assuming all the Share Options having been exercised in full, but there is no other changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date)
“Share(s)”	the ordinary share(s) of HK\$0.10 each in share capital of the Company
“Shareholder(s)”	the holder(s) of the issued Shares
“Share Options”	the 26,780,000 outstanding share options of the Company to subscribe for 26,780,000 Shares at the exercise price of HK\$1.682 per Share granted pursuant to the Share Option Scheme
“Share Option Scheme”	the share option scheme of the Company adopted on 17 June 2016
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price in respect of each Rights Share, being HK\$0.188 per Rights Share
“Substantial Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Underwriters”	Kingston Securities and Business Century
“Underwriting Agreement”	the underwriting agreement dated 28 June 2018 and entered into between the Company and the Underwriters in relation to the underwriting arrangement in respect of the Rights Issue
“Underwritten Shares”	all the Rights Shares, other than those to be taken up by Business Century under the Irrevocable Undertakings, being not less than 257,331,746 Rights Shares (assuming there is no changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date) and not more than 269,271,746 Rights Shares (assuming all the Share Options having been exercised in full, but there is no other changes in the issued share capital of the Company from the date of this announcement up to and including the Record Date), underwritten by the Underwriters pursuant to the terms and conditions of the Underwriting Agreement

“Untaken Shares”

those (if any) of the Underwritten Shares for which duly completed Provisional Allotment Letters and Excess Application Forms (accompanied by cheques or banker’s cashier order for the full amount payable on application which are honoured on first or, at the option of the Company, subsequent presentation) have not been lodged for acceptance, or received, as the case may be, on or before Latest Time for Acceptance

“%”

per cent.

By Order of the Board  
**Sunway International Holdings Limited**  
**Leung Chi Fai**  
*Executive Director*

Hong Kong, 28 June 2018

*As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Leung Chi Fai, Mr. Li Chongyang and Ms. Qi Jiao, two non-executive Directors, namely, Mr. Huang Weidong (Chairman) and Mr. Liu Chenli and three independent non-executive Directors, namely, Mr. Cong Yongjian, Mr. Lam Kai Yeung and Dr. Lam Huen Sum.*

*Website: <http://www.irasia.com/listco/hk/sunway/index.htm>*

\* *For identification purpose only*