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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)**

**(1) POLL RESULTS OF SPECIAL GENERAL MEETING  
HELD ON 1 JUNE 2018;  
(2) SHARE CONSOLIDATION;  
AND  
(3) ADJUSTMENTS IN RELATION TO OTHER SECURITIES  
OF THE COMPANY**

The Board is pleased to announce that the proposed resolution at the SGM held on 1 June 2018 was duly passed by the Shareholders by way of poll.

All the conditions precedent of the Share Consolidation have been fulfilled and the Share Consolidation will become effective on 4 June 2018. Upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange will remain as 20,000 Consolidated Shares.

References are made to the notice of special general meeting (the “**SGM Notice**”), the circular (the “**Circular**”) and the announcement (the “**Announcement**”) of Sunway International Holdings Limited (the “**Company**”) dated 10 May 2018 in relation to the Share Consolidation. Unless otherwise defined, capitalised terms herein shall have the same meanings as those defined in the Circular.

### **POLL RESULTS OF THE SGM**

The Board is pleased to announce that the proposed resolution at the SGM held on 1 June 2018 was duly passed by the Shareholders by way of poll.

As at the date of the SGM, there were a total of 6,241,363,246 Existing Shares in issue, which was the total number of Existing Shares entitling the Shareholders to attend and vote on the proposed resolution at the SGM. To the best of the Directors' knowledge, information and belief, no Shareholders were required under the Listing Rules to abstain from voting on the proposed resolution at the SGM. There were no Existing Shares entitling the holders to attend and abstain from voting in favour of the proposed resolution at the SGM as set out in Rule 13.40 of the Listing Rules.

Tricor Tengis Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the purpose of counting the votes at the SGM.

The poll results in respect of the proposed resolution are set out as follows:

Ordinary resolution	No. of votes cast and percentage of total no. of votes cast		Total no. of votes cast
	For	Against	
To approve the Share Consolidation. <sup>#</sup>	2,335,804,881 (99.99%)	80,000 (0.01%)	2,335,884,881 (100%)

<sup>#</sup> The full text of the ordinary resolution is set out in the SGM Notice.

As more than 50% of the votes were cast in favour of the above resolution, the resolution was duly passed as an ordinary resolution of the Company.

## SHARE CONSOLIDATION

All conditions precedent of the Share Consolidation have been fulfilled as at 1 June 2018. Pursuant to the expected timetable set out in the Circular, the Share Consolidation will take effect on 4 June 2018, which is also the first day for the free exchange of existing certificates for new certificates for the Consolidated Shares. The last day for the free exchange of existing certificates for new certificates for the Consolidated Shares will be 12 July 2018. The new share certificates will be issued in green colour in order to distinguish them from existing share certificates which are in yellow colour.

Upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange will remain as 20,000 Consolidated Shares. Please refer to the expected timetable set out in the Announcement for details of the trading arrangement.

## ADJUSTMENTS IN RELATION TO OTHER SECURITIES OF THE COMPANY

### Share Options

Upon the Share Consolidation becoming effective, adjustments will be made to the exercise prices and the number of Consolidated Shares falling to be issued in respect of the outstanding Share Options in accordance with the terms and conditions of the Share Option Scheme, Rule 17.03(13) of the Listing Rules and the supplementary guidance dated 5 September 2005 issued by the Stock Exchange. The adjustments to the exercise prices of and

the number of Consolidated Shares falling to be issued upon exercise of the outstanding Share Options are as follows and will become effective on 4 June 2018, being the date on which the Share Consolidation becomes effective:

<b>Date of grant</b>	<b>Before the adjustment</b>		<b>Upon the adjustment</b>	
	<b>Number of Existing Shares to be issued upon full exercise of the outstanding Share Options</b>	<b>Exercise price per Existing Share (HK\$)</b>	<b>Adjusted number of Consolidated Shares to be issued upon full exercise of the outstanding Share Options</b>	<b>Adjusted exercise price per Consolidated Share (HK\$)</b>
22 June 2016	267,800,000	0.1682	26,780,000	1.682

The adjusted exercise price and number of Consolidated Shares falling to be issued upon exercise of the Share Options set out above have been reviewed and confirmed in writing by the Company's auditor, Zhonghui ANDA CPA Limited.

#### **Convertible notes**

Based on the opinions obtained from the legal advisers of the Company, in view of the on-going legal proceedings, the Company maintains the position that all remaining convertible notes of the Company are void and are not capable of converting into shares of the Company. Hence, there is no adjustment upon the Share Consolidation becoming effective.

By order of the Board  
**Sunway International Holdings Limited**  
**Leung Chi Fai**  
*Executive Director and Company Secretary*

Hong Kong, 1 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.*

\* For identification purpose only