

**Monthly Return of Equity Issuer on Movements in Securities**

**For the month ended (dd/mm/yyyy) :** 31/05/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Sunway International Holdings Limited

Date Submitted 1 June 2018

**I. Movements in Authorised Share Capital**

**1. Ordinary Shares**

(1) Stock code :	<u>00058</u>	Description :	<u>Sunway Int'l</u>		
			No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>100,000,000,000</u>		<u>0.01</u>	<u>1,000,000,000.00</u>	
Increase/(decrease)	<u>Nil</u>			<u>Nil</u>	
Balance at close of the month	<u>100,000,000,000</u>		<u>0.01</u>	<u>1,000,000,000.00</u>	
(2) Stock code :	<u>N/A</u>	Description :	<u>N/A</u>		
			No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			<u>                    </u>	<u>                    </u>	<u>                    </u>
Increase/(decrease)			<u>                    </u>	<u>                    </u>	<u>                    </u>
Balance at close of the month			<u>                    </u>	<u>                    </u>	<u>                    </u>

## 2. Preference Shares

Stock code :	<u>      N/A      </u>	Description :	<u>      N/A      </u>	
		No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month		<u>                          </u>	<u>                          </u>	<u>                          </u>
Increase/(decrease)		<u>                          </u>		<u>                          </u>
Balance at close of the month		<u>                          </u>	<u>                          </u>	<u>                          </u>

## 3. Other Classes of Shares

Stock code :	<u>      N/A      </u>	Description :	<u>      N/A      </u>	
		No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month		<u>                          </u>	<u>                          </u>	<u>                          </u>
Increase/(decrease)		<u>                          </u>		<u>                          </u>
Balance at close of the month		<u>                          </u>	<u>                          </u>	<u>                          </u>

Total authorised share capital at the end of the month (HK\$):           1,000,000,000.00

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>6,241,363,246</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>NIL</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>6,241,363,246</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme adopted on 25/02/2003 Ordinary shares	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
(Note 1)						
2. Share Option Scheme adopted on 17/06/2016 Exercise Price: HK\$0.1682 Ordinary shares	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>267,800,000</u>
(Note 1)						
3.  ( / / ) shares						
(Note 1)						
			Total A. (Ordinary shares)		<u>Nil</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>Nil</u>		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ ( / / )	N/A	N/A	N/A	N/A	N/A	N/A
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
2. _____ _____ ( / / )						
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
3. _____ _____ ( / / )						
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
4. _____ _____ ( / / )						
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
Total B. (Ordinary shares) _____					N/A	
(Preference shares) _____					N/A	
(Other class) _____					N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<b>1. Convertible Notes</b>						
(Remarks)						
	HK\$	30,000,000.00	Nil	30,000,000.00	Nil	163,934,426
Stock code (if listed)	N/A	(Remarks)		(Remarks)		(Remarks)
Class of shares issuable ( <i>Note 1</i> )	Ordinary Shares					
Subscription price	HK\$0.183					
SGM approval date (if applicable) (dd/mm/yyyy)	(22/04/2014)					
<b>2.</b>						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<b>3.</b>						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<b>4.</b>						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
Total C. (Ordinary shares)					Nil	
(Preference shares)					N/A	
(Other class)					N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A		
( / / )		
shares ( <i>Note 1</i> )	N/A	N/A
2. N/A		
( / / )		
shares ( <i>Note 1</i> )	N/A	N/A
3. N/A		
( / / )		
shares ( <i>Note 1</i> )	N/A	N/A
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : State currency —	Class of shares issuable (Note 1)	_____		
		Issue and allotment date : (dd/mm/yyyy)	( / / )		
		EGM approval date: (dd/mm/yyyy)	( / / )	<u>N/A</u>	<u>N/A</u>
2. Open offer	At price : State currency —	Class of shares issuable (Note 1)	_____		
		Issue and allotment date : (dd/mm/yyyy)	( / / )		
		EGM approval date: (dd/mm/yyyy)	( / / )	<u>N/A</u>	<u>N/A</u>
3. Placing	At price : State currency —	Class of shares issuable (Note 1)	_____		
		Issue and allotment date : (dd/mm/yyyy)	( / / )		
		EGM approval date: (dd/mm/yyyy)	( / / )	<u>N/A</u>	<u>N/A</u>
4. Bonus issue		Class of shares issuable (Note 1)	_____		
		Issue and allotment date : (dd/mm/yyyy)	( / / )		
		EGM approval date: (dd/mm/yyyy)	( / / )	<u>N/A</u>	<u>N/A</u>

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency —	Class of shares issuable (Note 1) _____ Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
6.	Repurchase of shares		Class of shares repurchased (Note 1) _____ Redemption date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
7.	Redemption of shares		Class of shares redeemed (Note 1) _____ Redemption date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
8.	Consideration issue	At price : State currency	Class of shares issuable (Note 1) _____ Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A



Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
10. Other (Please specify)	At price : State currency — _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	N/A	N/A
Total E.		(Ordinary shares) _____	N/A
		(Preference shares) _____	N/A
		(Other class) _____	N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) _____	Nil
	(2) _____	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	_____	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	_____	N/A
<i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i>		

Remarks (if any):

By a general indorsed writ of summons dated 23 June 2015 and statement of claim dated 18 August 2015 issued by Sunway International Holdings Limited (the “**Issuer**”) and its wholly-owned subsidiary (collectively, the “**Plaintiffs**”) against certain parties (collectively, the “**Defendants**”) to a sale and purchase agreement dated 3 October 2013 (the “**Agreement**”), the Plaintiffs claim that the Defendants have fundamentally breached the terms and conditions of, and hence rescinded the Agreement. Therefore, as far as the Issuer is concerned, the remaining Convertible Notes issued under the Agreement have become void and are not capable of converting into shares of the Issuer. (References are also made to page 15 and 109 - 110 of the annual report 2017 of the Issuer)

Submitted by: Tricor Tengis Limited

Title: Branch Share Registrar  
(Director, Secretary or other duly authorised officer)

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Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*