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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)

PROPOSED SHARE CONSOLIDATION

Financial Adviser to the Company

 KINGSTON CORPORATE FINANCE

PROPOSED SHARE CONSOLIDATION

The Board proposes to put forward to the Shareholders a proposal of the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares of a par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) Consolidated Share of a par value of HK\$0.10 each in the share capital of the Company. The Share Consolidation is conditional upon, amongst other things, the approval of the Shareholders at the SGM.

As at the date of this announcement, the authorised share capital of the Company is HK\$1,000,000,000, comprising of 100,000,000,000 Existing Shares of HK\$0.01 each, of which 6,241,363,246 Existing Shares have been issued and are fully paid or credited as fully paid. Assuming no further Existing Shares will be issued or repurchased between the date of this announcement and the date of the SGM, immediately after the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$1,000,000,000, comprising of 10,000,000,000 Consolidated Shares of HK\$0.10 each, of which 624,136,324.6 Consolidated Shares (which are fully paid or credited as fully paid) will be in issue.

GENERAL

The Share Consolidation will be proposed at the SGM for Shareholders' consideration and, if thought fit, to approve the Share Consolidation. The Circular containing, among other things, further details of the Share Consolidation and the notice of the SGM is expected to be despatched to the Shareholders on or around Wednesday, 16 May 2018.

* *For identification purposes only*

PROPOSED SHARE CONSOLIDATION

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Effects of the Share Consolidation

As at the date of this announcement, the authorised share capital of the Company is HK\$1,000,000,000, comprising of 100,000,000,000 Existing Shares of HK\$0.01 each, of which 6,241,363,246 Existing Shares have been issued and are fully paid or credited as fully paid. Assuming no further Existing Shares will be issued or repurchased between the date of this announcement and the date of the SGM, immediately after the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$1,000,000,000, comprising of 10,000,000,000 Consolidated Shares of HK\$0.10 each, of which 624,136,324.6 Consolidated Shares (which are fully paid or credited as fully paid) will be in issue. Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the SGM to approve the Share Consolidation; and
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares.

The Share Consolidation will become effective on the next Business Day immediately following the fulfilment of the above conditions.

Listing application

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of deadlines in the Consolidated Shares on the Stock Exchange or such other date 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. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Adjustments in relation to other securities of the Company

Share Options

As at the date of this announcement, the Company has outstanding Share Options entitling the holders thereof to subscribe for a total of 267,800,000 Existing Shares. Under the terms and conditions of the Share Option Scheme, the Share Consolidation may lead to adjustments to the number of shares of the Company available for issue under the unutilised scheme limit of the Share Option Scheme, and/or the exercise price and/or the number of shares of the Company falling to be issued upon the exercise of the Share Options outstanding. The Company will make further announcement(s) on such adjustment(s) as and when appropriate.

Convertible notes

As at the date of this announcement, the Company had convertible notes with principal amount of HK\$30,000,000. 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.

REASONS FOR THE SHARE CONSOLIDATION

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities. In this regards, the Share Consolidation would enable the Company to comply with the trading requirements of the Listing Rules and facilitate the Company to proceed with any possible fund raising exercise.

In view of the prevailing trading price of the Existing Shares, the Board proposes to implement the Share Consolidation. It is expected that the Share Consolidation would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange. Furthermore, as the theoretical market value of each new board lot of the Consolidated Shares upon the Share Consolidation becoming effective will be higher than the market value of each existing board lot of the Existing Shares, the transaction cost as a proportion of the market value of each board lot will be lower. The Board considers that the Share Consolidation would enable the Company to comply with the trading requirements under the Listing Rules and is beneficial to and in the interest of the Company and the Shareholders as a whole. Following the Share Consolidation

becoming effective, depending on the then market circumstances and the Company's needs of funds, the Company may consider possible equity fund raising activities. The Company will make further announcement(s) as and when appropriate pursuant to the Listing Rules.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares following the Share Consolidation

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares of the Company regardless of the number of share certificates held by such holder.

Board lot size

Currently, the Existing Shares are traded on the Stock Exchange in the board lot size of 20,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 20,000 Consolidated Shares.

Based on the closing price of HK\$0.04 per Existing Share (equivalent to the theoretical closing price of HK\$0.40 per Consolidated Share) as quoted on the Stock Exchange as at the date of this announcement, the value of each board lot of the Existing Shares is HK\$800 and the theoretical market value of each board lot of the Consolidated Shares, assuming the Share Consolidation had become effective, would be HK\$8,000.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company will appoint a securities firm as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the odd lot arrangement will be set out in the Circular to be despatched to the Shareholders.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Exchange of share certificates for Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be on Monday, 4 June 2018, being the Business Day immediately after the date of the SGM, Shareholders may during the period from Monday, 4 June 2018 to Thursday, 12 July 2018 (both days inclusive), submit their existing share certificates in yellow colour for the Existing Shares to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong to exchange for new share certificates in green colour for the Consolidated Shares at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the share registrar for each existing share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates involved is higher.

After Tuesday, 10 July 2018, trading will only be in Consolidated Shares which share certificates will be issued in green colour. Existing share certificates in yellow colour for the Existing Shares will cease to be valid for trading and settlement purpose, but will remain valid and effective as documents of title.

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the results of the SGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

EVENT DATE

2018

Despatch date of circular with notice of the SGM..... Wednesday, 16 May

Latest date and time for lodging transfer documents in
order to qualify for attending and voting at the SGM..... 4:30 p.m. on Monday, 28 May

Closure of register of members for determining the entitlement
to attend and vote at the SGM from Tuesday, 29 May
to Friday, 1 June
(both days inclusive)

Latest date and time for lodging forms of proxy for the
SGM (not less than 48 hours prior to the time of the SGM) 11:30 a.m. on
Wednesday, 30 May

Date and time of the SGM..... 11:30 a.m. on Friday, 1 June
(or immediately after the conclusion or
the adjournment of the annual general
meeting of the Company to be held
on Friday, 1 June at 11:00 a.m.)

Announcement of poll results of the SGM..... Friday, 1 June

Effective date of the Share Consolidation..... Monday, 4 June

Dealing in the Consolidated Shares commences..... 9:00 a.m. on Monday, 4 June

Original counter for trading in the Existing Shares in board lots of 20,000 Existing Shares (in the form of existing share certificates) temporarily closes 9:00 a.m. on Monday, 4 June

Temporary counter for trading in the Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) opens 9:00 a.m. on Monday, 4 June

First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares Monday, 4 June

Original counter for trading in the Consolidated Shares in board lots of 20,000 Consolidated Shares (in the form of existing share certificates) re-opens 9:00 a.m. on Tuesday, 19 June

Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences 9:00 a.m. on Tuesday, 19 June

Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares 9:00 a.m. on Tuesday, 19 June

Temporary counter for trading in the Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) closes 4:00 p.m. on Tuesday, 10 July

Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) ends 4:00 p.m. on Tuesday, 10 July

Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares 4:00 p.m. on Tuesday, 10 July

Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares 4:30 p.m. on Thursday, 12 July

GENERAL

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DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“Circular”	the circular to be despatched to the Shareholders containing, among other things, details of the Share Consolidation and the notice of the SGM
“Company”	Sunway International Holdings Limited, a company incorporated in the Bermuda with limited liability, and the shares of which are listed on the Stock Exchange (Stock Code: 58)
“Consolidated Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“Existing Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company before the Share Consolidation becoming effective
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be convened and held to consider and, if thought fit, to approve the Share Consolidation
“Shareholder(s)”	holder(s) of Share(s)

“Share Consolidation”	the proposed consolidation of every ten Existing Shares of HK\$0.01 each in the capital of the Company into one Consolidated Share of HK\$0.10
“Share Option(s)”	option(s) to subscribe for new shares of the Company granted under the Share Option Scheme
“Share Option Scheme”	share option scheme adopted by the Company on 17 June 2016
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
Sunway International Holdings Limited
 新威國際控股有限公司*
Leung Chi Fai
Executive Director and Company Secretary

Hong Kong, 18 April 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.

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