



SUNWAY INTERNATIONAL HOLDINGS LIMITED

新威國際控股有限公司*

(a company incorporated in Bermuda with limited liability)
(Stock code: 58)

SHAREHOLDERS RIGHTS

1. The procedures for Shareholders to convene a special general meeting ("SGM")

- 1.1 Section 74 of the Bermuda Companies Act 1981 (the "**Companies Act**") and Bye-Law 65 of the Bye-Laws of the Company provides that shareholders of the Company (the "**Shareholders**" and individually a "**Shareholder**") holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the board of the directors of the Company (the "**Director(s)**") (the "**Board**") or the Company Secretary, to require a SGM to be called by the Board for the transaction of any business specified in such requisition (including election of directors); and such meeting shall be held within three months after the deposit of such requisition.
- 1.2 The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited with the Board at the Company's principal place of business in Hong Kong at Unit 1902, Cheung Kong Center, 2 Queen's Road Central, Central, Hong Kong, and may consist of several documents in like form each signed by one or more requisitionists.
- 1.3 The request will be verified with the Company's Hong Kong branch share registrar, Tricor Tengis Limited and upon their confirmation that the request is proper and in order, the Board will include the resolution in the agenda for the SGM.
- 1.4 If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in the same manner, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Board shall be reimbursed to the requisitionists by the Company.

2. The procedures for Shareholders to put forward proposals at Shareholders' meetings

- 2.1 Sections 79 and 80 of the Companies Act 1981 allow certain Shareholder(s) to requisition the Company to move a resolution at an annual general meeting (the "**AGM**") of the Company or circulate a statement at any general meeting of the Company. At the expense of the requisitionists unless the Company otherwise resolves, it shall be the duty of the Company on the requisition in writing by such number of Shareholders:-

- (a) to give to the Shareholders entitled to receive notice of the next AGM notice of any resolution which may properly be moved and is intended to be moved at that meeting;
 - (b) to circulate to the Shareholders entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.
- 2.2 The number of Shareholders necessary to make the above-mentioned requisitions to the Company shall be:-
- (a) either any number of Shareholders representing not less than one-twentieth of the total voting rights of all the Shareholders having at the date of the requisition a right to vote at the meeting to which the requisition relates; or
 - (b) not less than one hundred Shareholders.
- 2.3 Notice of any such intended resolution shall be given, and any such statement shall be circulated, to Shareholders entitled to have notice of the meeting sent to them by serving a copy of the resolution or statement on each such Shareholder in any manner permitted for service of notice of the meeting, and notice of any such resolution shall be given to any other Shareholder by giving notice of the general effect of the resolution in any manner permitted for giving him notice of meetings of the Company, provided that the copy shall be served, or notice of the effect of the resolution shall be given, as the case may be, in the same manner and, so far as practicable, at the same time as notice of the meeting and, where it is not practicable for it to be served or given at that time, it shall be served or given as soon as practicable thereafter.
- 2.4 Section 80 of the Companies Act sets out the conditions to be met before the Company is bound to give any notice of resolution or to circulate any statement. Pursuant to section 80 of the Companies Act, the Company shall not be bound to give notice of any resolution or to circulate any statement as mentioned in paragraph 2.1 above unless:-
- (a) a copy of the requisition signed by the requisitionists, or two or more copies which between them contain the signatures of all the requisitionists, is deposited at the registered office of the Company:-
 - (b) there is deposited or tendered with the requisition a sum reasonably sufficient to meet the Company's expense in giving effect to the procedures in paragraph 2.1 above (i.e. the giving of notice of resolution and/or circulate of statement).

Provided that if, after a copy of the requisition requiring notice of a resolution has been deposited at the registered office of the Company, an AGM is called for a date six weeks or less after the copy has been deposited, the copy though not deposited within the abovementioned time shall be deemed to have been properly deposited for the purposes thereof.

3. The procedures for Shareholders to propose a person for election as a Director

- 3.1 Bye-Law 113 of the Bye-Laws of the Company provides that no person other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Company's principal place of business in Hong Kong at Unit 1902, Cheung Kong Center, 2 Queen's Road Central, Central, Hong Kong or at Tricor Tengis Limited, the Hong Kong branch share registrar of the Company, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for at least seven (7) clear days before the date of the general meeting and the period for lodgment of such notice(s) shall commence no earlier than the day immediately after the despatch of the notice of the general meeting appointed for such election and shall be at least seven (7) clear days in length.

In order for the Company to inform the Shareholders of that proposal, the written notice must (a) state the full name of the person proposed for election as a Director; (b) include the person's biographical details as required by rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; (c) be signed by the Shareholder proposing the candidate; and (d) be signed by the proposed candidate indicating his/her willingness to be elected.

In the event of discrepancies between the Chinese and the English versions, the English version shall prevail.

Adopted by the Board on 2 June 2016.

**For identification purpose only*