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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)**

### **PLACING OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**



**HEAD & SHOULDERS SECURITIES LIMITED**

#### **THE PLACING**

The Board announces that on 18 September 2017 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company has conditionally agreed to allot and issue, and the Placing Agent has conditionally agreed to place, on a best endeavours basis, a maximum of 1,070,000,000 Placing Shares to not less than six Placers who and whose ultimate beneficial owners are Independent Third Parties at the Placing Price of HK\$0.097 per Placing Share.

The Placing Shares represent (a) approximately 19.97% of the existing issued share capital of the Company as at the date of this announcement; and (b) approximately 16.65% of the issued share capital of the Company as enlarged by the issue of the Placing Shares.

The maximum aggregate nominal value of the Placing Shares will be HK\$10,700,000.

The Placing Price of HK\$0.097 per Placing Share represents (a) a discount of approximately 15.7% to the closing price of HK\$0.115 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (b) a discount of approximately 16.4% to the average closing price of approximately HK\$0.116 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the date of the Placing Agreement.

\* For identification purposes only

The aggregate gross and net proceeds from the Placing will be approximately HK\$103.79 million and approximately HK\$100.00 million, respectively. The Company intends to utilise the whole of the net proceeds of approximately HK\$100.00 million from the Placing for the possible acquisition as announced by the Company on 12 September 2017.

#### **GENERAL**

The Placing Shares will be issued pursuant to the General Mandate and therefore the issue of the Placing Shares will not be subject to the approval of the Shareholders. Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of the approval for the listing of, and permission to deal in, the Placing Shares.

**The Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

#### **THE PLACING**

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#### **THE PLACING AGREEMENT**

**Date:**

18 September 2017 (after trading hours)

**Issuer:**

The Company

**Placing Agent:**

Head & Shoulders Securities Limited

The Placing Agent has conditionally agreed to place a maximum of 1,070,000,000 Placing Shares, on a best endeavours basis, at the Placing Price of HK\$0.097 per Placing Share. The Directors are of the view that the terms of the Placing, including the placing commission, are fair and reasonable based on current market conditions.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

**Number of Placing Shares:**

A maximum of 1,070,000,000 new Shares, representing (a) approximately 19.97% of the existing issued Shares as at the date of this announcement; and (b) approximately 16.65% of the issued Shares as enlarged by the issue of the Placing Shares. The maximum aggregate nominal value of the Placing Shares will be HK\$10,700,000.

**Placees:**

The Placing Agent agreed to place the Placing Shares to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties.

It is expected that none of the Placees will become a substantial shareholder of the Company immediately after completion of the Placing. In the event any of the Placees becomes a substantial shareholder of the Company after completion of the Placing, further announcement will be made by the Company.

**Placing Price and Placing Commission:**

The Placing Price of HK\$0.097 per Placing Share represents (a) a discount of approximately 15.7% to the closing price of HK\$0.115 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (b) a discount of approximately 16.4% to the average closing price of HK\$0.116 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the date of the Placing Agreement.

The Placing Agent will receive a commission of 3.5% of the aggregate Placing Price of the Placing Shares placed by the Placing Agent on behalf of the Company.

The Placing Price and the commission for the Placing were determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors (including the independent non-executive Directors) consider that the terms of the Placing Agreement (including the Placing Price and the commission for the Placing) are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

**Conditions of the Placing Agreement**

Completion of the Placing Agreement is conditional upon:

- (a) the Listing Committee of the Stock Exchange granting or agreeing to grant the approval for the listing of, and permission to deal in, the Placing Shares; and
- (b) the obligations of the Placing Agent under the Placing Agreement not being terminated in accordance with the terms thereof, including provisions regarding force majeure events.

**Completion of the Placing**

Completion of the Placing, in any event, will take place on the fourth Business Day after the fulfillment of the conditions above or such later date to be agreed between the Company and the Placing Agent. If the above conditions are not satisfied prior to 18 October 2017 or such

later date to be agreed between the Company and the Placing Agent in writing, the Placing will be terminated and the Placing will not proceed and all obligations and liabilities of the parties thereunder will forthwith cease and determine and no party will have any claim against the others (save for any antecedent breaches of the Placing Agreement).

### **Termination**

The Placing Agent may, in its reasonable opinion, after consultation with the Company, terminate the Placing Agreement by notice in writing prior to 6:00 p.m. on the date immediately preceding the completion date of the Placing, if the following force majeure events occur:

- (1) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or
- (2) there is any breach of the representations, warranties and undertakings set out in the Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the Placing; or
- (3) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and adversely affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed; or
- (4) any statement contained in the all announcements, circulars, interim and annual reports issued by the Company to the Stock Exchange and/or the Shareholders since the publication of the announcement of the Company relating to the annual results of the Company for the year ended 31 December 2016 has become or been discovered to be untrue, incorrect or misleading in any material respect which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing.

### **Mandate to Issue the Placing Shares**

The Placing Shares will be issued pursuant to the General Mandate, under which the Company is authorized to issue up to 1,071,416,649 Shares. Up to the date of this announcement, no Share has been issued under the General Mandate.

### **Ranking of the Placing Shares**

The Placing Shares will rank pari passu in all respects among themselves and with the existing Shares in issue as at the date of such allotment and issue of the Placing Shares.

### **REASONS FOR THE PLACING AND USE OF PROCEEDS**

The Company is an investment holding company. The Group is principally engaged in the provision of financial services and manufacturing and trading of construction materials.

The Directors consider that the Placing presents an opportunity for the Company to raise additional funds while broadening the shareholder and capital base of the Company. The Directors consider that the terms of the Placing are on normal commercial basis, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The aggregate gross and net proceeds from the Placing will be approximately HK\$103.79 million and approximately HK\$100.00 million, respectively. The net issue price will be approximately HK\$0.093 per Placing Shares. The Company intends to utilise the whole of the net proceeds of approximately HK\$100.00 million from the Placing for the possible acquisition as announced by the Company on 12 September 2017.

## **FUND RAISING ACTIVITIES BY THE COMPANY IN THE PAST TWELVE MONTHS**

Apart from the fund raising activities set out below, the Company had not conducted any other fund raising activities in the past 12 months immediately preceding the date of this announcement.

<b>Date of Announcement</b>	<b>Fund raising activity</b>	<b>Net proceeds (Approximately)</b>	<b>Intended use of proceeds (Approximately)</b>	<b>Actual use of proceeds (Approximately)</b>
26 April 2017 17 May 2017	Placing of 872,880,000 new Shares	HK\$73.1 million	HK\$73.1 million, of which: <ul style="list-style-type: none"> <li>(i) HK\$60 million was intended to be used for the development of financial services business</li> <li>(ii) HK\$13.1 million was intended to be used for the general working capital of the Group</li> </ul>	Up to the date of this announcement, the Group has applied: <ul style="list-style-type: none"> <li>(i) HK\$20.2 million which was used in the acquisition of financial assets</li> <li>(ii) HK\$6 million which was used for the general working capital of the Group</li> </ul>

## EFFECTS ON SHAREHOLDING STRUCTURE

The existing shareholding structure of the Company as at the date of this announcement (as extracted from the Disclosure of Interests filed in the website of the Stock Exchange by the relevant Shareholders and the latest available public information) and the shareholding structure of the Company immediately after completion of the Placing are as follows:

	As at the date of this announcement		Immediately upon completion of the Placing <sup>(Note 3)</sup>	
	No. of Shares	Approximately %	No. of Shares	Approximately %
<b>Substantial Shareholders</b>				
Business Century <sup>(Note 1)</sup>	1,072,648,332	20.02	1,072,648,332	16.69
Ms. Xie Guilin <sup>(Note 1)</sup>	1,081,648,332	20.19	1,081,648,332	16.83
Everun Oil Co., Limited	969,680,000	18.10	969,680,000	15.09
Sunteen Capital Holdings Limited	414,478,549	7.74	414,478,549	6.45
<b>Directors</b>				
Mr. Huang Weidong	35,280,000	0.66	35,280,000	0.55
Mr. Leung Chi Fai	4,240,000	0.08	4,240,000	0.06
Mr. Li Chongyang	46,100,000	0.86	46,100,000	0.72
Mr. Cong Yongjian	750,000	0.01	750,000	0.01
<b>Sub-total</b>	2,552,176,881	47.64	2,552,176,881	39.71
Public Shareholders <sup>(Note 2)</sup>	2,804,906,365	52.36	2,804,906,365	43.64
Placee(s) <sup>(Note 2)</sup>	—	—	1,070,000,000	16.65
<b>Total</b>	<u>5,357,083,246</u>	<u>100.00</u>	<u>6,427,083,246</u>	<u>100.00</u>

### Notes:

- (1) The 1,072,648,332 Shares are held by Business Century and the 9,000,000 Shares are held by Ms. Xie Guilin. The entire issued share capital of Business Century is legally and beneficially owned by Ms. Xie Guilin. Hence, the aggregate shareholding of Business Century and Ms. Xie Guilin is 1,081,648,332.
- (2) Placee(s) may be an existing Public Shareholder(s) (holding less than 10% of the existing issued Shares as at the date of this announcement). The existing holding(s) of such Placee(s), if any, is/are included under Public Shareholders.
- (3) This assumes the Placing Shares are fully placed.
- (4) The percentages are subject to rounding difference, if any.

## GENERAL

The Placing Shares will be issued pursuant to the General Mandate and therefore the issue of the Placing Shares will not be subject to the approval of the Shareholders.

Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of the approval for the listing of, and permission to deal in, the Placing Shares.

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“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 beneficially owned by Ms. Xie Guilin
“Business Day”	any day (other than a Saturday) on which banks are generally open for business in Hong Kong throughout its normal opening hours
“Company”	Sunway International Holdings Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 6 June 2017 to allot, issue and deal with up to 20% of the then issued share capital of the Company as at the date of such annual general meeting, i.e. a total of 1,071,416,649 Shares
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	a third party independent of the Company and the connected persons (has the meaning ascribed thereto under the Listing Rules) of the Company
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	any individual, corporate, institutional investor(s) or other investor(s) procured by the Placing Agent to purchase any of the Placing Shares pursuant to the Placing Agreement
“Placing”	placing of the Placing Shares on a best endeavours basis pursuant to the Placing Agreement

“Placing Agent”	Head & Shoulders Securities Limited, a licensed corporation to carry on business in type 1 regulated activity (dealing in securities) and type 4 regulated activity (advising on securities) under the SFO
“Placing Agreement”	the conditional placing agreement dated 18 September 2017 entered into between the Company and the Placing Agent in relation to the Placing
“Placing Price”	HK\$0.097 per Placing Share
“Placing Shares”	a maximum of 1,070,000,000 new Shares to be placed pursuant to the Placing Agreement
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“%”	per cent.

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

Hong Kong, 18 September 2017

*As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Li Chongyang, Mr. Leung Chi Fai 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>