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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Sunway International Holdings Limited (the “Company”) will be held at 1804, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 22 September 2017 at 11:00 a.m. or in the event that a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong at 9:00 a.m. on that day, at the same time and place on the second Business Day (as defined in Note (a) below) after 22 September 2017 or any adjournment (the “SGM”) for the following purposes:

To consider and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions:

- (1) **“THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the shares of HK\$0.01 each in the share capital of the Company (the “Shares”) representing 10 per cent of the total number of Shares in issue as at the date of passing of this resolution (the “Refreshed 10% Scheme Limit”) which fall to be issued pursuant to the exercise of options that may be granted under the share option scheme adopted by the Company on 17 June 2016 (the “2016 Share Option Scheme”), the refreshment of the existing 10% scheme limit in respect of the grant of options to subscribe for Shares under the 2016 Share Option Scheme be and is hereby approved provided that the total number of Shares which may be allotted or issued pursuant to the grant or exercise of options under the 2016 Share Option Scheme and any other share option schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the 2016 Share Option Scheme) shall not exceed the Refreshed 10% Scheme Limit and the directors of the Company be and are hereby authorized to grant options under the 2016 Share Option Scheme up to the Refreshed 10% Scheme Limit, to exercise all powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such options granted under the 2016 Share Option Scheme up to the Refreshed 10% Scheme Limit and to do such acts and execute such documents for or incidental to such purpose.”

* *for identification purpose only*

- (2) “**THAT** Dr. Lam Huen Sum be re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix the remuneration of the directors of the Company.”

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

Hong Kong, 6 September 2017

Notes:

- (a) Business Day means any day (excluding Saturday) on which no “black” rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong at 9:00 a.m. on that day and on which banks in Hong Kong are generally open for business. If a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong at 9:00 a.m. on 22 September 2017, the SGM will not be held on that day but will be held at the same time and place on the second Business Day after 22 September 2017 or any adjournment thereof.
- (b) A member entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his/her behalf. A proxy needs not be a member of the Company.
- (c) In order to be valid, the proxy form completed in accordance with the instructions set out therein, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the SGM (or any adjournment thereof) should you so wish.
- (d) In the case of joint holders of any Share, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (e) Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM should you so wish and in such event the proxy form shall be deemed to be revoked.
- (f) As at the date hereof, the board of directors of the Company comprises three executive directors, namely, Mr. Leung Chi Fai and 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.