



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Sunway International Holdings Limited

Date Submitted 3 January 2017

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> |
| Balance at close of the month | <u>_____</u> | <u>_____</u> | <u>_____</u> |

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>4,484,203,246</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>4,484,203,246</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>316,400,000</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 |
|--|--------------------------------------|--|-------------------------------|------------------------------------|--|--|
| 1. Convertible Notes (Remarks) | | | | | | |
| | | | | | | |
| | HK\$ | 130,000,000.00 | Nil | 130,000,000.00 | Nil | 433,333,333 |
| Stock code (if listed) | N/A | (Remarks) | | (Remarks) | | (Remarks) |
| Class of shares issuable (<i>Note 1</i>) | Ordinary Shares | | | | | |
| Subscription price | HK\$0.30 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (22/04/2014) | | | | | |
| 2. | | | | | | |
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| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 3. | | | | | | |
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| 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 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 | | |
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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) | N/A | N/A |
| 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) | N/A | N/A |
| 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) | N/A | N/A |
| 4. | Bonus issue | | 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 |
|-------------------------|---------------------------------|---|--|---|
| 5. Scrip dividend | 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 |
| 6. Repurchase of shares | | Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ | (/ /) (/ /) _____ N/A | _____ N/A |
| 7. Redemption of shares | | Class of shares redeemed _____ <i>(Note 1)</i> 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 _____ <i>(Note 1)</i> 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 Company is concerned, the remaining Convertible Notes issued under the Agreement have become void and are not capable of converting into shares of the Issuer.

Submitted by: Tricor Tengis Limited

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

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.*