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SUNWAY INTERNATIONAL HOLDINGS LIMITED

新威國際控股有限公司*

(於百慕達註冊成立之有限公司)

香港聯交所股份代號：58

公佈

本公佈乃根據香港聯合交易所有限公司證券上市規則第13.09(2)條而發出，僅供參考。

請參閱附隨之公佈，即：

新威國際控股有限公司(「本公司」)於二零零九年十二月十四日在新加坡證券交易所有限公司網站www.sgx.com刊發之公佈，內容有關建議本公司股份於新加坡證券交易所有限公司之正式名單中自願除牌。

承董事會命
新威國際控股有限公司
主席
黃琮靜

香港，二零零九年十二月十四日

於本公佈日期，本公司董事會包括三名執行董事黃琮靜女士、黃琮敏女士及梁志輝先生及三名獨立非執行董事蘇棣榮先生、黃鈞黔先生及簡麗娟女士及兩名非執行董事黃春英女士及黃金翔先生。

* 僅供識別

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SUNWAY INTERNATIONAL HOLDINGS LIMITED

新威國際控股有限公司*

(incorporated in Bermuda with limited liability)

HKEX stock code: 58

PROPOSED VOLUNTARY DELISTING OF THE SHARES OF SUNWAY INTERNATIONAL HOLDINGS LIMITED FROM THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Sunway International Holdings Limited (the “**Company**”) wishes to announce that it intends to seek a voluntary delisting of the shares of the Company (the “**Delisting**”) from the Official List of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”).

2. RATIONALE FOR THE PROPOSED DELISTING

The Company has been dual-listed on The Stock Exchange of Hong Kong Limited (the “**HKSE**”) and the SGX-ST from 3 September 1999, and the volume of trading of the Company’s shares (“**Shares**”) on the SGX-ST has been comparatively low for the past three (3) years.

Having considered the benefits of the Shares being listed on two publicly traded stock exchanges, the Board is of the view that the Company no longer requires to maintain a listing on the SGX-ST. In light of the comparably low trading volume of the Shares on the SGX-ST, the Company’s listed status on the SGX-ST is not, in the Board’s view, cost-effective and is not commensurate with the benefit to be derived by its shareholders or the relatively significant compliance costs and administrative burden in maintaining such listed status. As the Company will continue to maintain its primary listing on the HKSE, the Board is of the view that the dispensation of such additional costs and burden will enable it to focus its resources on the business operations of the Company.

* *For identification purposes only*

3. PROVISIONS OF THE LISTING MANUAL OF THE SGX-ST PERTAINING TO VOLUNTARY DELISTINGS

Rule 217 of the listing manual of the SGX-ST (the “**Listing Manual**”) provides, inter alia, that a foreign issuer with a secondary listing on the SGX-ST need not comply with the SGX-ST’s listing rules. As the Company’s listing on the SGX-ST is a secondary listing, the Company had sought clarification from the SGX-ST on the relevance and applicability of Rules 1307 and 1309 of the Listing Manual to the proposed Delisting, in view of Rule 217 of the Listing Manual.

Rule 1307 of the Listing Manual provides, inter alia, that the SGX-ST may approve an application to delist from the SGX-ST if the requisite shareholders approval is obtained. Rule 1309 of the Listing Manual provides, inter alia, that an issuer seeking to delist from the SGX-ST should offer a reasonable exit alternative, which should normally be in cash, to the issuer’s shareholders.

On 11 November 2009, the SGX-ST confirmed to the Company that Rules 1307 and 1309 of the Listing Manual will not apply to the proposed Delisting, subject to the Company making an announcement and sending out a notice of the proposed Delisting, at least three (3) months prior to the proposed Delisting date, to inform shareholders of:

- (a) the proposed Delisting;
- (b) the relevant dates for the proposed Delisting; and
- (c) the necessary steps to be taken by shareholders for the withdrawal of their scrips from the Central Depository (Pte) Limited (“**CDP**”) and the transfer of scrips to a Hong Kong broker for trading on the HKSE.

In view of the foregoing, no general meeting will be convened to obtain the approval of shareholders, and no exit alternative will be offered to shareholders, in connection with the proposed Delisting.

An application will be made to the SGX-ST shortly to obtain its approval for the proposed Delisting on the basis above.

4. IMPLICATIONS OF DELISTING FOR SHAREHOLDERS

The proposed Delisting will result in the Shares being removed from the Official List of the SGX-ST. However, shareholders can continue to trade their Shares on the HKSE as the Company will remain listed on the HKSE. Shareholders’ voting rights and entitlement to dividends will not be affected by the proposed Delisting.

5. FURTHER ANNOUNCEMENTS

Upon receiving SGX-ST's approval for the proposed Delisting, the Company will issue further announcements to inform shareholders of, inter alia, the timetable for the proposed Delisting and the actions to be taken by shareholders in connection with the proposed Delisting.

By order of the Board
SUNWAY INTERNATIONAL HOLDINGS LIMITED
WONG KING CHING, HELEN
Chairman

Hong Kong, 14 December 2009

As at the date of this announcement, the Board comprises three executive directors, namely Ms. Wong King Ching, Helen, Ms. Wong King Man and Mr. Leung Chi Fai and three independent non-executive directors, namely Mr. So Day Wing, Mr. Wong Kun Kim and Ms. Kan Lai Kuen and two non-executive directors, namely Ms. Wong Chun Ying and Mr. Wong Kim Seong.