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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** the special general meeting (the “**SGM**”) of Sunway International Holdings Limited (the “**Company**”) will be held at Room 1708-1710, Nan Fung Centre, 264-298 Castle Peak Road, Tsuen Wan, New Territories, Hong Kong on Wednesday, 28 January 2015 at 11 a.m. to consider and, if thought fit, pass with or without amendments the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the conditional sale and purchase agreement dated 17 November 2014 (the “**Disposal Agreement**”) and a Supplemental Agreement dated 15 December 2014 (the “**Supplemental Agreement**”) entered into between the Company as vendor and Feng Hao Holdings Limited as purchaser relating to the disposal of the entire issued share capital of Sunway International (BVI) Holdings Limited and Sunway International Investment Holdings Limited (collectively, “**Disposal Companies**”) and all amounts owing to the Company by the Disposal Companies together with their subsidiaries as at completion of the Disposal Agreement (as amended and supplemented by the Supplemental Agreement), at a consideration of HK\$300 million (copies of the Disposal Agreement and the Supplemental Agreement have been produced to the Meeting marked as “A” and “B” for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the continuing provision of the corporate guarantee up to a maximum of HK\$100 million by the Company dated 10 September 2014 in favour of China CITIC Bank International Limited in respect of the borrowings of Sungo Holding Company Limited, an indirect subsidiary of Sunway International Investment Holdings Limited, of not exceeding HK\$69 million with the maximum period of 3 months after the completion of the Disposal Agreement (as amended and supplemented by the Supplemental Agreement) (“**Corporate Guarantee**”) be and hereby approved, ratified and confirmed; and

- (c) any one Director be and is hereby authorized for and on behalf of the Company to do all such acts and things, to sign and execute any agreements pursuant to and/or supplemental to the Disposal Agreement (as amended and supplemented by the Supplemental Agreement), the Corporate Guarantee and all such other documents, deeds, instruments and agreements and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the said agreements or any of the transactions contemplated thereunder or incidental to any of them and all other matters incidental thereto.”

By order of the Board  
**Sunway International Holdings Limited**  
**Wong King Ching, Helen**  
Chairman

Hong Kong, 12 January 2015

*Notes:*

- (1) Any shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a Shareholder.
- (2) The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (3) Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.
- (4) Where there are joint Shareholders any one of such joint Shareholder may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the SGM 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 Shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of shareholders of the Company in respect of the joint holding.
- (5) The form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to 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 the holding of the SGM or any adjournment thereof at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the SGM or any adjournment thereof, not less than 48 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.

*As at the date of this announcement, the Board comprises five executive Directors, namely Ms. Wong King Ching, Helen (Chairman), Ms. Wong King Man, Mr. Leung Chi Fai, Mr. Lin Yegan and Mr. Wang Tian, and three Independent non-executive Directors, namely Ms. Fong Yin Cheung, Mr. Hung Yat Ming and Mr. So Day Wing.*

*\* For identification purposes only*