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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)

CESSATION AND APPOINTMENT OF EXECUTIVE DIRECTORS, INDEPENDENT NON-EXECUTIVE DIRECTORS, AND MEMBERS OF AUDIT, REMUNERATION AND NOMINATION COMMITTEES OF THE BOARD, APPOINTMENT OF AUTHORISED REPRESENTATIVE, DISCLOSURE DISCREPANCY AND LEGAL PROCEEDINGS OF THE COMPANY

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules, and the provisions under Part XIVA of the SFO.

It has recently been brought to the attention of the Company that there are certain allegations concerning, amongst other things, (a) the legality and validity of the directorships of Mr. Wang Tian, Mr. Li Chongyang, Ms. Qi Jiao, Mr. Lam Kai Yeung, Ms. Deng Chunmei, and Mr. Liu Chenli; and (b) the Discrepancy Disclosure between the Company's circular and the 2014 Company's annual report relating to Mr. Wang ZN.

As some of the allegations referred to above relate to matters which are currently the subject matters of a legal proceedings instituted by the Company against Mr. Xiao Guang Kevin, the vendor of the VSA and Mr. Wang ZN, the guarantor of the VSA as announced by the Company on 23 June 2015; and such subject matters are currently being investigated by the Company, the Company will make further announcement to update the Shareholders and potential investors of any further material developments in connection with the said legal proceedings as and when appropriate. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Sunway International Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), and the provisions under Part XIVA of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the “**SFO**”).

It has recently been brought to the attention of the Company that there are certain allegations concerning, amongst other things, (a) the legality and validity of the directorships of Mr. Wang Tian (“**Mr. Wang**”), Mr. Li Chongyang (“**Mr. Li**”), Ms. Qi Jiao (“**Ms. Qi**”), Mr. Lam Kai Yeung (“**Mr. Lam**”), Ms. Deng Chunmei (“**Ms. Deng**”), and Mr. Liu Chenli (“**Mr. Liu**” together with Mr. Wang, Mr. Li, Ms. Qi, Mr. Lam, Ms. Deng collectively, the “**Then Directors**”)); and (b) the discrepancy disclosure between the Company’s circular and the 2014 Company’s annual report relating to Mr. Wang Zhining (“**Wang ZN**”) (the “**Discrepancy Disclosure**”).

CESSATION OF EXECUTIVE DIRECTORS, INDEPENDENT NON-EXECUTIVE DIRECTORS AND MEMBERS OF AUDIT, REMUNERATION AND NOMINATION COMMITTEES OF THE BOARD

As regards the Then Directors, the board of Directors (the “**Board**”) announces as follows:

Reference is made to the announcements of the Company dated 2 May 2014, 19 May 2015, 20 May 2015, 29 May 2015 and 10 June 2015 in respect of the appointments of (a) Mr. Wang, Mr. Li and Ms. Qi as executive directors of the Company (individually, a “**Director**”) on 2 May 2014, 19 May 2015 and 20 May 2015 respectively; (b) Mr. Lam as an independent non-executive Director and a member of each of the audit committee of the Board (the “**Audit Committee**”), the nomination committee of the Board (the “**Nomination Committee**”) and the remuneration committee of the Board (the “**Remuneration Committee**”) on 20 May 2015; (c) both Ms. Deng and Mr. Liu as independent non-executive Directors and members of each of the Audit Committee, Nomination Committee and Remuneration Committee on 29 May 2015; and (d) Mr. Li as the authorised representative of the Company both under the Listing Rules and the Companies Ordinance, Chapter 622 of the Laws of Hong Kong (the “**Companies Ordinance**”) on 10 June 2015.

The Company was recently made to become aware that no resolution in respect of the retirement and re-election of each of the Then Directors as a Director had been proposed in the annual general meeting of the Company held on 4 June 2015 (the “**AGM**”), being the first annual general meeting of the Company after their respective appointments.

Based on the legal advice obtained by the Company, as each of the Then Directors had not been retired and re-elected by the shareholders of the Company (the “**Shareholders**”) in the AGM, (a) Mr. Wang, Mr. Li and Ms. Qi ceased to be the executive Directors; and (b) Mr. Lam, Ms. Deng and Mr. Liu ceased to be the independent non-executive Directors and members of the Audit Committee, Nomination Committee and Remuneration Committee, all with effect from the close of the AGM on 4 June 2015 in accordance with the bye-laws of the Company (“**Bye-laws**”).

RATIFICATION OF ACTS AND RESOLUTIONS OF THE APPOINTED DIRECTORS

The Board has on 23 October 2015 ratified, confirmed and approved (a) all acts previously taken by the Appointed Directors (as defined below) for and on behalf of the Company from the date of the AGM until 23 October 2015; and (b) all resolutions passed by the Board from the date of the AGM until 23 October 2015, whether in the form of a meeting or by way of written resolutions, to the extent any of the Appointed Directors (as defined below) participated in any way at such meetings or signed such written resolutions.

The Board has on 23 October 2015 also ratified, confirmed and approved (a) all acts previously taken by the Audit Committee, Remuneration Committee and Nomination Committee; and (b) all resolutions passed by them from the date of the AGM until 23 October 2015.

APPOINTMENT OF EXECUTIVE DIRECTORS, INDEPENDENT NON-EXECUTIVE DIRECTORS, MEMBERS OF THE AUDIT, REMUNERATION AND NOMINATION COMMITTEES

The Board announces that with effect from 23 October 2015, (a) each of Mr. Li and Ms. Qi has been appointed as an executive Director; (b) each of Ms. Deng and Mr. Liu has been appointed as an independent non-executive Director and member of each of the Audit Committee, Nomination Committee and Remuneration Committee; and (c) Mr. Lam has been appointed as an independent non-executive Director, chairman of both the Audit Committee and Remuneration Committee and a member of the Nomination Committee.

The biographical details of each of Mr. Li, Ms. Qi, Mr. Lam, Mr. Deng and Mr. Liu (collectively, the “**Appointed Directors**”) are as follows:

Executive Directors

Mr. Li

Mr. Li, aged 43, graduated from Shanghai Maritime University (formerly known as 上海海運學院 (Shanghai Maritime Institute)) majoring in International Maritime and International Economics Law. Mr. Li has over 20 years of experience in corporate management and logistics management. Before joining the Company, Mr. Li was the Vice President of shipping companies in Hong Kong and Singapore. As at the date of this announcement, Mr. Li is beneficially interest in 5,000,000 ordinary shares of the Company.

Ms. Qi

Ms. Qi, aged 25, has completed her studies of Hospitality Administration and Business Management in Singapore in 2012. She worked as marketing director in corporations in the People’s Republic of China (the “**PRC**”) from 2013 to April 2015 and is experienced in marketing and strategic planning.

Each of Mr. Li and Ms. Qi has entered into a service contract with the Company regarding the appointment as an executive Director for an initial fixed period of three years from 23 October 2015. The appointment will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws and memorandum of association of the Company. Under the service contract, each of Mr. Li and Ms. Qi is entitled to a remuneration of HK\$48,000 per month which is determined by the Board with reference to the duties and responsibilities as well as prevailing market rates.

Independent non-executive Directors

Mr. Lam

Mr. Lam, aged 46, is a fellow of the Association of Chartered Certified Accountants and a fellow of the Hong Kong Institute of Certified Public Accountants. Mr. Lam obtained a bachelor degree of accounting from Xiamen University in July 1990 and a master degree in business administration from Oxford Brookes University in the United Kingdom in July 2010. Mr. Lam is a licensed person for type 4 (advising on securities) and type 9 (asset management) regulated activities under SFO.

Mr. Lam was the company secretary and qualified accountant of Hunan Nonferrous Metals Corporation Limited (stock code: 2626), a company listed on the Main Board of the Stock Exchange and had delisted from the Stock Exchange in March 2015, from July 2006 to August 2013. Mr. Lam has been an independent non-executive director of Northeast Tiger Pharmaceutical Company Limited (stock code: 8197), a company listed on the Growth Enterprise Market (the “**GEM**”) of the Stock Exchange, from August 2008 to June 2015; an non-executive director of Ping Shan Tea Group Limited (stock code: 364), a company listed on Main Board of the Stock Exchange from December 2014 to May 2015.

Mr. Lam is an independent non-executive director of Silverman Holdings Limited (stock code: 1616), a company listed on the Main Board of the Stock Exchange, since June 2012; an independent non-executive director of Highlight China IoT International Limited (formerly known as Ford Glory Group Holdings Limited) (stock code: 1682), a company listed on the Main Board of the Stock Exchange, since August 2014; an independent non-executive director of Finsoft Financial Investment Holdings Limited (stock code: 8018), a company listed on the GEM of the Stock Exchange, since June 2015; and an independent non-executive director of Kong Shum Union Property Management (Holding) Limited (stock code: 8181), a company listed on the GEM of the Stock Exchange, since October 2015.

Ms. Deng

Ms. Deng, aged 31, graduated from Xihua University in the PRC, majoring in Computer Science and Technology, in 2007. She has over 8 years of experience in human resource management and information technology management in a PRC corporation.

Ms. Deng, is an independent non-executive director of Yueshou Environmental Holdings Limited (stock code: 1191), a company listed on the Main Board of the Stock Exchange, since 19 September 2014.

Mr. Liu

Mr. Liu, aged 34, graduated from the University of Hong Kong with a degree of Doctor of Philosophy in 2011. Mr. Liu is a Professor of Shenzhen Institute of Advanced Technology, Chinese Academy of Sciences and specialized in Synthetic Biology Engineering Research.

Each of Mr. Lam, Ms. Deng and Mr. Liu has entered into a letter of appointment with the Company and is not appointed for a specific length or proposed length of service. The appointment will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws and memorandum of association of the Company. Each of Mr. Lam, Ms. Deng and Mr. Liu is entitled to receive a Director’s remuneration of HK\$20,000 per month which is determined by the Board with reference to the duties and responsibilities as well as prevailing market rates.

Save as mentioned above, as at the date of this announcement, each of the Appointed Directors:

- a) did not hold any directorships in other listed company in the last three years;
- b) was not interested in and did not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO;
- c) was not connected with any Directors, senior management or substantial shareholders or controlling shareholders of the Company; and
- d) save for disclosed herein, has no further information to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules relating to his/her appointment as a Director.

Mr. Wang ceased to be an executive Director with effect from 4 June 2015. Based on the findings of the possible commercial crimes regarding the Non-recoverable Prepayments by Cheng and Cheng as disclosed in the Company's announcement dated 14 October 2015, the Company is of the opinion that Mr. Wang has acted or conducted himself in a manner which is prejudicial to the best interests of the Group and therefore the Board has decided not to re-appoint him as an executive Director. The Board considers that this decision will not have any adverse effect on the operations of the Company and/or its subsidiaries.

COMPOSITION OF THE BOARD AND BOARD COMMITTEES DURING THE PERIOD FROM 4 JUNE 2015 TO THE DATE OF THIS ANNOUNCEMENT

The composition of the Board and the Board's committees during the period from the close of AGM on 4 June 2015 to the date of this announcement are as follows:

The Board:

| | 4 June 2015 to 9 June 2015 | 10 June 2015 to 13 August 2015 | 14 August 2015 to 22 October 2015 | 23 August 2015 to the date of this announcement |
|---|----------------------------------|--------------------------------------|---|--|
| <i>Executive Director</i> | | | | |
| Mr. Huang Weidong | | V | V | V |
| Ms. Fang Jing | | | V | V |
| Mr. Leung Chi Fai | V | V | V | V |
| Mr. Li Chongyang | | | | V |
| Ms. Qi Jiao | | | | V |
| Ms. Wong King Ching, Helen | V | | | |
| <i>Independent non-executive Director</i> | | | | |
| Mr. Cong Yongjian | | | V | V |
| Ms. Deng Chunmei | | | | V |
| Mr. Lam Kai Yeung | | | | V |
| Mr. Liu Chenli | | | | V |
| Mr. So Day Wing | V | | | |

Board's committees:

| | 4 June 2015 to 9 June 2015 | 10 June 2015 to 13 August 2015 | 14 August 2015 to 22 October 2015 | 23 August 2015 to the date of this announcement |
|-------------------------------|----------------------------------|--------------------------------------|---|--|
| <i>Audit Committee</i> | | | | |
| Mr. Cong Yongjian | | | V | V |
| Ms. Deng Chunmei | | | | V |
| Mr. Lam Kai Yeung | | | | V |
| Mr. Liu Chenli | | | | V |
| Mr. So Day Wing | V | | | |
| <i>Nomination Committee</i> | | | | |
| Mr. Huang Weidong | | V | V | V |
| Ms. Leung Chi Fai | V | V | V | V |
| Mr. Cong Yongjian | | | V | V |
| Ms. Deng Chunmei | | | | V |
| Mr. Lam Kai Yeung | | | | V |
| Mr. Liu Chenli | | | | V |
| Ms. Wong King Ching, Helen | V | | | |
| Mr. So Day Wing | V | | | |
| <i>Remuneration Committee</i> | | | | |
| Mr. Huang Weidong | | V | V | V |
| Ms. Leung Chi Fai | V | V | V | V |
| Mr. Cong Yongjian | | | V | V |
| Ms. Deng Chunmei | | | | V |
| Mr. Lam Kai Yeung | | | | V |
| Mr. Liu Chenli | | | | V |
| Ms. Wong King Ching, Helen | V | | | |
| Mr. So Day Wing | V | | | |

INSUFFICIENT NUMBER OF INDEPENDENT NON-EXECUTIVE DIRECTORS DURING THE PERIOD FROM 4 JUNE 2015 TO 22 OCTOBER 2015

Following the cessation of all the Then Directors as Directors on 4 June 2015, the Board had only 1, nil and 1 independent non-executive Director during the respective periods from (a) the close of AGM on 4 June 2015 to 9 June 2015; (b) 10 June 2015 to 13 August 2015; and (c) 14 August 2015 to 22 October 2015, which fell below the minimum number of independent non-executive Directors, Audit Committee's members and Remuneration Committee's members required under Rules 3.10(1), 3.10A, 3.21 and 3.25 of the Listing Rules.

Upon the appointments of Mr. Lam, Ms. Deng and Mr. Liu as the independent non-executive Directors and as members of each of the Audit Committee and Remuneration Committee on 23 October 2015, the Company is now in compliance with the requirements pursuant to Rules 3.10, 3.10A, 3.21 and 3.25 of the Listing Rules.

INSUFFICIENT NUMBER OF AUTHORISED REPRESENTATIVE UNDER THE LISTING RULES DURING THE PERIOD FROM 4 JUNE 2015 TO 22 OCTOBER 2015

Following the cessation of Mr. Li as an executive Director on 4 June 2015, the subsequent appointment of Mr. Li as authorised representative of the Company under the Listing Rules on 10 June 2015 in place of Ms. Wong King Ching, Helen, the former executive Director was defective and the Company had only one authorised representative of the Company under the Listing Rules since 10 June 2015 under Rules 2.11 and 3.05 of the Listing Rules.

The Board announces that Mr. Li has been appointed as the authorised representative of the Company under the Listing Rules with effect from 23 October 2015 and the Company is now in compliance with the requirements pursuant to Rules 2.11 and 3.05 of the Listing Rules.

The appointment of Mr. Li as the authorized representative of the Company under the Companies Ordinance on 10 June 2015 continued to be effective as Mr. Li has always been a natural person resident in Hong Kong as required and in compliance with the provisions of the Companies Ordinance.

Save as mentioned above, the Board is not aware of any matter that needs to be brought to the attention of the Shareholders in respect of the cessation and appointments of the Then Directors and Appointed Directors, respectively.

DISCLOSURE DISCREPANCY

As regards the Disclosure Discrepancy, the Board announces as follows:

Reference is made to the announcement of the Company dated 30 January 2014 and the circular of the Company dated 31 March 2014 in respect of the VSA which was completed on 2 May 2014 (collectively, the “**VSA Announcement and Circular**”) and the 2014 annual report of the Company dated 24 April 2015 (the “**2014 Annual Report**”).

The Board announces that the disclosure contained in the VSA Announcement and Circular that “Mr. Wang ZN has been responsible for the daily management and operations of Zhuhai Hoston since late 1995” was accurate, and the disclosure made in the 2014 Annual Report that “Mr. Wang ZN has been responsible for the daily management and operations of Zhuhai Hoston since late 2005” was inaccurately stated due to a typographical error made inadvertently.

Save as mentioned above, the Board is not aware of any matter that needs to be brought to the attention of the Shareholders in respect of the Disclosure Discrepancy.

LEGAL PROCEEDINGS OF THE COMPANY

As some of the allegations that recently brought to the attention of the Company relate to matters which are currently the subject matters of a legal proceedings instituted by the Company against Mr. Xiao Guang Kevin, the vendor of the very substantial acquisition of the Company as referred to in the VSA Announcement and Circular (the “**VSA**”) and Mr. Wang ZN, the guarantor of the VSA as previously announced by the Company on 23 June 2015; and such subject matters are currently being investigated by the Company, the Company will make further announcement to update the Shareholders and potential investors of any further material developments in connection with the said legal proceedings as and when appropriate.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
Sunway International Holdings Limited
Huang Weidong
Chairman

Hong Kong, 26 October 2015

As at the date of this announcement, the Board comprises five executive Directors, namely, Mr. Huang Weidong (Chairman), Ms. Fang Jing, Mr. Leung Chi Fai and Mr. Li Chongyang and Ms. Qi Jiao, and four independent non-executive Directors, namely, Mr. Cong Yongjian, Ms. Deng Chunmei, Mr. Lam Kai Yeung and Mr. Liu Chenli.

Website: <http://www.irasia.com/listco/hk/sunway/index.htm>

**For identification purpose only*