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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, 17 June 2016 at 3:00 p.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 (1) below) after 17 June 2016 or any adjournment thereof (the “**SGM**”) for the following purposes:

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

“THAT subject to and conditional upon:

- (a) the passing by the shareholders of the Company in a general meeting of an ordinary resolution to approve the adoption of the new share option scheme of the Company (the “**2016 Share Option Scheme**”) in the form submitted to this meeting and for the purpose of identification initialled by the Chairman of this meeting and marked “A”; and
- (b) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and permission to deal in, on the Stock Exchange the shares of the Company (the “**Shares**”) which fall to be allotted and issued pursuant to the exercise of any option that may be granted under the 2016 Share Option Scheme,

the 2016 Share Option Scheme be and are hereby approved and adopted and that the Directors be and they are hereby authorised to:

- (i) administer the 2016 Share Option Scheme under which the options under the 2016 Share Option Scheme will be granted to eligible participants under the 2016 Share Option Scheme to subscribe for Shares;
- (ii) modify and/or amend the 2016 Share Option Scheme from time to time subject to the provisions of the 2016 Share Option Scheme;
- (iii) allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options that may be granted under the 2016 Share Option Scheme;
- (iv) to make application at the appropriate time to the Stock Exchange, and any other stock exchange upon which the Shares may for the time being be listed, for the listing of, and permission to deal in, the Shares which may thereafter from time to time be allotted and issued pursuant to the exercise of the options that may be granted under the 2016 Share Option Scheme; and
- (v) to consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2016 Share Option Scheme.”

Notes:

- (1) 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 17 June 2016, 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 17 June 2016 or any adjournment thereof.
- (2) 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.
- (3) 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 the SGM (or any adjournment thereof) should you so wish.
- (4) 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.
- (5) 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.
- (6) The ordinary resolution as set out in this notice of SGM will be voted on by way of poll.

By order of Board of Directors
Sunway International Holdings Limited
Huang Weidong
Chairman

Hong Kong, 31 May 2016

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Huang Weidong (Chairman), 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.

** For identification purpose only*