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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)

RESULTS OF THE OPEN OFFER ON THE BASIS
OF THREE (3) OFFER SHARES FOR EVERY TWO (2) NEW SHARES
HELD ON THE RECORD DATE

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that as at 4:00 p.m. on Monday, 16 May 2016, being the latest time for acceptance of and payment for the Offer Shares, a total of 19 valid acceptances in respect of 1,659,803,398 Offer Shares provisionally allotted to the Qualifying Shareholders under the Open Offer have been received (inclusive of 418,432,998 Offer Shares that Business Century subscribed for or procured the subscription for pursuant to the Second New Undertakings), representing approximately 63.38% of the total number of 2,618,641,947 Offer Shares available for subscription under the Open Offer.

Based on the results of the Open Offer, the Open Offer has been under-subscribed by 958,838,549 Offer Shares, representing approximately 36.62% of the total number of 2,618,641,947 Offer Shares available for subscription under the Open Offer.

UNDERWRITING AGREEMENT

As all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement continues in full force and effect, the Underwriting Agreement and the Open Offer became unconditional at 4:00 p.m. on Friday, 20 May 2016.

In accordance with the Underwriting Agreement, (a) no Untaken Share has been subscribed for by the Underwriter; and (b) the subscribers who are the Independent Third Parties procured by the Underwriter have subscribed for 958,838,549 Untaken Shares. Accordingly, the subscribers procured by the Underwriter have subscribed for all the Untaken Shares.

DESPATCH OF SHARE CERTIFICATES FOR ALL FULLY-PAID OFFER SHARES

As all the conditions of the Open Offer set out in the Prospectus have been fulfilled, it is expected that the share certificates for all fully-paid Offer Shares in respect of the valid acceptances of the Offer Shares will be despatched to those Qualifying Shareholders who have accepted and paid for their Offer Shares by ordinary post to their registered address on or before Friday, 27 May 2016 at their own risks.

COMMENCEMENT OF DEALINGS IN THE OFFER SHARES

Dealings in the Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Monday, 30 May 2016.

Reference is made to the prospectus of Sunway International Holdings Limited dated 29 April 2016 (the “**Prospectus**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Prospectus.

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that as at 4:00 p.m. on Monday, 16 May 2016, being the latest time for acceptance of and payment for the Offer Shares, a total of 19 valid acceptances in respect of 1,659,803,398 Offer Shares provisionally allotted to the Qualifying Shareholders under the Open Offer have been received (inclusive of 418,432,998 Offer Shares that Business Century subscribed for or procured the subscription for pursuant to the Second New Undertakings), representing approximately 63.38% of the total number of 2,618,641,947 Offer Shares available for subscription under the Open Offer.

Based on the results of the Open Offer, the Open Offer has been under-subscribed by 958,838,549 Offer Shares (the “**Untaken Shares**”), representing approximately 36.62% of the total number of 2,618,641,947 Offer Shares available for subscription under the Open Offer.

UNDERWRITING AGREEMENT

As all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement continues in full force and effect, the Underwriting Agreement and the Open Offer became unconditional at 4:00 p.m. on Friday, 20 May 2016.

In accordance with the Underwriting Agreement, the Underwriter and/or the subscribers procured by the Underwriter have subscribed for all the Untaken Shares as follows:

- (a) no Untaken Share has been subscribed for by the Underwriter; and
- (b) the subscribers who are the Independent Third Parties procured by the Underwriter have subscribed for 958,838,549 Untaken Shares, representing approximately 36.62% of the total number of 2,618,641,947 Offer Shares available for subscription under the Open Offer and representing approximately 21.97% of the issued share capital of the Company of 4,364,403,246 Shares as enlarged by the issue of the Offer Shares.

Further details are set out in the paragraph headed “Shareholding Structure of the Company” in this announcement.

DESPATCH OF SHARE CERTIFICATES FOR ALL FULLY-PAID OFFER SHARES

As all the conditions of the Open Offer set out in the Prospectus have been fulfilled, it is expected that the share certificates for all fully-paid Offer Shares in respect of the valid acceptances of the Offer Shares will be despatched to those Qualifying Shareholders who have accepted and paid for their Offer Shares by ordinary post to their registered addresses on or before Friday, 27 May 2016 at their own risks.

COMMENCEMENT OF DEALINGS IN THE OFFER SHARES

Dealings in the fully-paid Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Monday, 30 May 2016.

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Director's knowledge and information, the shareholding structure of the Company immediately before and after completion of the Open Offer is as follows:

	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Business Century	278,955,333	15.98	697,388,331	15.98
Directors				
Mr. Leung Chi Fai	1,700,000	0.10	4,240,000	0.10
Mr. Li Chongyang	5,000,000	0.29	12,500,000	0.29
Mr. Cong Yongjian	300,000	0.02	750,000	0.02
Subscriber 1 procured by the Underwriter (<i>Note 1</i>)	-	-	868,400,000	19.89
Public Shareholders (including Subscriber 2 procured by the Underwriter (<i>Note 1</i>))	<u>1,459,805,966</u>	<u>83.61</u>	<u>2,781,124,915</u>	<u>63.72</u>
Total:	<u>1,745,761,299</u>	<u>100.00</u>	<u>4,364,403,246</u>	<u>100.00</u>

Notes:

1. Pursuant to the Underwriting Agreement, each of the subscribers of the Untaken Shares procured by the Underwriter (i) is an Independent Third Party and not acting in concert (within the meaning of the Takeovers Code) and not connected with the Company, any of the Directors or chief executive of the Company or substantial Shareholders of the Company or their respective associates; and (ii), none of such subscribers, together with any party acting in concert (within the meaning of the Takeovers Code) with it, holds 19.9% or more of the voting rights of the Company upon completion of the Open Offer, such that the Company is able to comply with the minimum public float requirement sets out under Rule 8.08(1) of the Listing Rules.
2. References are made to the announcements of the Company dated 23 June 2015, 26 October 2015 and 5 February 2016, respectively in respect of the convertible notes previously issued by the Company. As advised by the legal adviser of the Company, as far as the Company is concerned, all remaining convertible notes have become void and are not capable of converting into Shares.
3. The percentages are subject to rounding.

By order of Board
Sunway International Holdings Limited
Huang Weidong
Chairman

Hong Kong, 26 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*