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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)

**POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 18 APRIL 2016;
AND
EFFECTIVE DATE OF CAPITAL REORGANISATION;
AND
COMMENCEMENT OF DEALINGS IN THE SHARES ON
AN EX-ENTITLEMENT BASIS**

POLL RESULTS OF THE SGM

The Board is pleased to announce that at the SGM held on Monday, 18 April 2016, the proposed resolutions as set out in the SGM Notice were duly passed by the Shareholders / Independent Shareholders, as the case may be, by way of poll.

EFFECTIVE DATE OF CAPITAL REORGANISATION

All conditions precedent to the Capital Reorganisation have been fulfilled and according to Resolution (1) as set out in the SGM Notice, the Capital Reorganisation shall become effective from the next business day following the passing of the special resolution by the Shareholders, i.e. on Tuesday, 19 April 2016.

COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-ENTITLEMENT BASIS

Given the ordinary resolutions relating to the Open Offer were duly passed by the Independent Shareholders at the SGM, the dates and times mentioned in the expected timetable for the Open Offer as set out in the Circular remain unchanged.

Pursuant to the expected timetable for the Open Offer as set out in the Circular, the last day of dealings in Shares on a cum-entitlement basis is Tuesday, 19 April 2016.

Dealings in the Shares on an ex-entitlement basis shall commence on Wednesday, 20 April 2016.

References are made to the circular (the “**Circular**”) of Sunway International Holdings Limited (the “**Company**”) and the notice of SGM (the “**SGM Notice**”) both dated 23 March 2016 in relation to, among other things, the Capital Reorganisation, the Open Offer and the Re-election of Directors. Capitalised terms used in this announcement shall have the same meanings as defined in the Circular, unless the context requires otherwise.

POLL RESULTS OF THE SGM

As at the date of the SGM, the total number of Shares in issue was 1,745,761,299 Shares.

As stated in the Circular, the Open Offer is conditional upon the approval by the Independent Shareholders by way of a poll at the SGM, where the controlling shareholder of the Company, or in the case where the Company has no controlling shareholder, the Directors (excluding independent non-executive Directors), the chief executive of the Company and their respective associates are required to abstain from voting in favour of the Open Offer.

As at the date of the SGM, the Company has no controlling shareholder.

As at the date of the SGM, Mr. Leung Chi Fai and Mr. Li Chongyang, the executive Directors, are interested in 1,700,000 and 5,000,000 Shares respectively. Accordingly, Mr. Leung Chi Fai and Mr. Li Chongyang and their respective associates have abstained from voting in favour of the respective resolution(s) for approving the Open Offer, the Underwriting Agreement, and the respective transactions contemplated thereunder at the SGM. Accordingly, a total of 1,739,061,299 Shares, representing approximately 99.62% of the entire issued share capital of the Company as at the date of the SGM, were held by the Independent Shareholders who were entitled to attend and vote for or against Resolution (2), i.e. the ordinary resolution with respect to the Open Offer, the Underwriting Agreement, and the respective transactions contemplated thereunder at the SGM.

On the other hand, the total numbers of Shares entitling the Shareholders to attend and vote for or against each of Resolutions (1) and (3)(a) to (3)(h) is 1,745,761,299.

Save as disclosed above, there was no Share entitling the Shareholder to attend and vote only against the special and ordinary resolutions at the SGM.

Tricor Tengis Limited, the Company’s branch share registrar in Hong Kong, acted as the scrutineer for the poll at the SGM.

The poll results in respect of the resolutions proposed at the SGM were as follows:

Resolutions		Number of Votes (%)		Total number of votes
		For	Against	
Special Resolution				
1.	To approve the Capital Reorganisation involving the Capital Reduction and Share Sub-division.	710,041,333 (100.00%)	0 (0.00%)	710,041,333 (100.00%)
Ordinary Resolutions				
2.	To approve the Open Offer, the Underwriting Agreement, and the respective transactions contemplated thereunder.	710,041,333 (100.00%)	0 (0.00%)	710,041,333 (100.00%)

3.	(a) To re-elect Mr. Huang Weidong as executive Director;	710,043,333 (100.00%)	0 (0.00%)	710,043,333 (100.00%)
	(b) To re-elect Mr. Li Chongyang as executive Director;	710,043,333 (100.00%)	0 (0.00%)	710,043,333 (100.00%)
	(c) To re-elect Ms. Qi Jiao as executive Director;	710,043,333 (100.00%)	0 (0.00%)	710,043,333 (100.00%)
	(d) To re-elect Mr. Cong Yongjian as independent non-executive Director;	710,043,333 (100.00%)	0 (0.00%)	710,043,333 (100.00%)
	(e) To re-elect Mr. Lam Kai Yeung as independent non-executive Director;	710,043,333 (100.00%)	0 (0.00%)	710,043,333 (100.00%)
	(f) To re-elect Ms. Deng Chunmei as independent non-executive Director;	710,043,333 (100.00%)	0 (0.00%)	710,043,333 (100.00%)
	(g) To re-elect Mr. Liu Chenli as independent non-executive Director; and	710,043,333 (100.00%)	0 (0.00%)	710,043,333 (100.00%)
	(h) To authorise the Board to fix such Directors' remuneration.	710,041,333 (100.00%)	0 (0.00%)	710,041,333 (100.00%)

Note: Please refer to the SGM Notice for the full version of the above resolutions.

As more than 75% of the votes were casted in favour of Resolution (1) and more than 50% of the votes were casted in favour of each of Resolutions (2) and (3)(a) to (3)(h), Resolution (1) was passed as a special resolution and Resolutions (2) and (3)(a) to (3)(h) were passed as ordinary resolutions of the Company.

EFFECTIVE DATE OF CAPITAL REORGANISATION

All conditions precedent to the Capital Reorganisation have been fulfilled and according to Resolution (1) as set out in the SGM Notice, the Capital Reorganisation shall become effective from the next business day following the passing of the special resolution by the Shareholders, i.e. on Tuesday, 19 April 2016.

COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-ENTITLEMENTS BASIS

Given the ordinary resolution relating to the Open Offer was duly passed by the Independent Shareholders at the SGM, the dates and times mentioned in the expected timetable for the Open Offer as set out in the Circular remain unchanged.

Pursuant to the expected timetable for the Open Offer as set out in the Circular, the last day of dealings in Shares on a cum-entitlements basis is Tuesday, 19 April 2016. Based on the closing price of HK\$0.153 per Share as quoted on the Stock Exchange on 18 April 2016, the theoretical ex-entitlement price is approximately HK\$0.109 per Share.

Dealings in the Shares on an ex-entitlements basis shall commence on Wednesday, 20 April 2016.

Subject to the registration of the Prospectus Documents with the Registrar of Companies in Hong Kong, (a) the Prospectus Documents will be despatched to the Qualifying Shareholders; and (b) the Overseas Letter together with the Prospectus, for information only, will be despatched to the Non-Qualifying Shareholders on Friday, 29 April 2016.

Shareholders and potential investors should note that the Open Offer is conditional upon the Underwriting Agreement having become unconditional and the Underwriters not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Open Offer may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult with their professional advisers.

By order of Board
Sunway International Holdings Limited
Huang Weidong
Chairman

Hong Kong, 18 April 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

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

**For identification purpose only*