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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)

PROPOSED ADOPTION OF NEW BYE-LAWS

This announcement is made pursuant to Rule 13.51(1) of the Listing Rules.

The Board intends to put forward to the shareholders of the Company a proposal to adopt a set of new Bye-Laws in substitution for and to the exclusion of the existing Bye-Laws. Substantial amendments to the existing Bye-Laws are required in order to bring the constitution of the Company in line with amendments made to applicable laws of Bermuda and the Listing Rules. It is proposed that a set of new Bye-Laws, which complies with all current applicable laws of Bermuda and the Listing Rules, and includes certain other housekeeping changes, be adopted in substitution for and to the exclusion of the existing Bye-Laws.

The adoption of the proposed new Bye-Laws is subject to approval of the shareholders of the Company by way of a special resolution at the forthcoming AGM. A circular containing, among other things, further details of the proposed set of new Bye-Laws will be despatched to the shareholders of the Company on or before 30 April 2016.

This announcement is made pursuant to Rule 13.51(1) of the Listing Rules.

The Board proposes to seek the approval of the shareholders of the Company for the adoption of a set of new Bye-Laws in substitution for and to the exclusion of the existing Bye-Laws.

The existing Bye-Laws were first adopted in 1999. Since the last amendment of the existing Bye-Laws in 2007, there have been various amendments in applicable laws of Bermuda and the Listing Rules including certain amendments to Companies Act 1981 of Bermuda and the Corporate Governance Code in Appendix 14 to the Listing Rules. Substantial amendments to the existing Bye-Laws are required to bring the constitution of the Company in line with such amendments. It is proposed that a set of new Bye-Laws, which complies with all current applicable laws of Bermuda and the Listing Rules, and includes certain other housekeeping changes, be adopted in substitution for and to the exclusion of the existing Bye-Laws.

The proposed adoption of a set of new Bye-Laws are subject to approval of the shareholders of the Company by way of a special resolution at the AGM. A circular containing, among other things, further information in respect of the proposed set of new Bye-Laws and a notice of the AGM will be despatched to the shareholders of the Company on or before 30 April 2016.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Board”	the board of Directors as constituted from time to time
“Bye-Laws”	the bye-laws of the Company
“Company”	Sunway International Holdings Limited, a company incorporated in Bermuda with limited liability and the securities of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“AGM”	the forthcoming annual general meeting of the Company to be convened and held on 2 June 2016

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

Hong Kong, 6 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*