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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 CAPITAL REORGANISATION**  
**AND**  
**SECOND SUPPLEMENTAL UNDERWRITING AGREEMENT**  
**IN RELATION TO THE OPEN OFFER**  
**ON THE BASIS OF THREE OPEN OFFER SHARES FOR**  
**EVERY TWO SHARES HELD ON THE RECORD DATE**

References are made to the announcements of the Company dated 26 February 2016 and 4 March 2016 (collectively, the “**Announcements**”) in relation to, among other things, the proposed Open Offer on the basis of three (3) Offer Shares for every two (2) New Shares held on the Record Date. Unless otherwise defined in this announcement, terms used in this announcement shall have the same meanings as those defined in the Announcements.

**CAPITAL REORGANISATION**

Subsequent to the publication of the Announcements, the Company proposed to put forward the following Capital Reorganisation proposal to the Shareholders for consideration:

- (a) the reduction of the nominal value of each Existing Share in issue from HK\$0.10 to HK\$0.01 by the cancellation of HK\$0.09 from the paid-up capital on each Existing Share;
- (b) immediately following the Capital Reduction, each of the authorised but unissued Existing Shares of HK\$0.10 each will be sub-divided into ten (10) New Shares of HK\$0.01 each; and
- (c) the credit of HK\$157,118,516.91 arising from the Capital Reduction on the basis of 1,745,761,299 Existing Shares in issue as at the date of this announcement (assuming there is no repurchase or issuance of the Existing Shares prior to the Capital Reorganisation becoming effective) will be transferred to the contributed surplus account of the Company and be applied for such purposes as permitted by the laws of Bermuda and the Bye-laws of the Company including but not limited to setting off against the accumulated losses of the Company.

As at the date of this announcement, the authorised share capital of the Company was HK\$1,000,000,000 divided into 10,000,000,000 Existing Shares and the issued share capital of the Company was HK\$174,576,129.90 divided into 1,745,761,299 Existing Shares. Upon the Capital Reorganisation becoming effective, the issued share capital of the Company will be HK\$17,457,612.99 divided into 1,745,761,299 New Shares.

Based on 1,745,761,299 Existing Shares in issue as at the date of this announcement and assuming there is no repurchase or issuance of Shares prior to the Capital Reorganisation becoming effective, the Capital Reduction will cause the paid-up capital of the Company to be reduced by HK\$157,118,516.91. This amount will be transferred to the contributed surplus account of the Company and be applied for such purposes as permitted by the laws of Bermuda and the Bye-laws of the Company including but not limited to setting off against the accumulated losses of the Company.

The effect of the Capital Reorganisation is summarised as follows:

	<b>Immediately prior to the Capital Reorganisation becoming effective</b>	<b>Immediately after the Capital Reorganisation becoming effective</b>
Par value	HK\$0.10 each	HK\$0.01 each
Amount of authorised share capital	HK\$1,000,000,000.00	HK\$1,000,000,000.00
Number of authorised Shares	10,000,000,000	100,000,000,000
Amount of issued share capital	HK\$174,576,129.90	HK\$17,457,612.99
Number of issued Shares	1,745,761,299	1,745,761,299

*Note: the issued share capital immediately after the Capital Reorganisation becoming effective is presented on the assumption that no further Existing Shares would be issued or repurchased between the date of this announcement and the date of the SGM.*

The Capital Reorganisation is conditional upon the following:

- (a) the passing of the necessary special resolution(s) by the Shareholders to approve the Capital Reorganisation at the SGM;
- (b) compliance with the relevant procedural requirements under the Bermuda Companies Act to effect the Capital Reduction, including the publication of a notice of the Capital Reduction in an appointed newspaper in Bermuda in accordance with section 46(2) of the Bermuda Companies Act; and
- (c) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares.

Assuming the above conditions are fulfilled, it is expected that the Capital Reorganisation will become effective on the next business day following the date of passing of the relevant resolutions(s) approving the Capital Reorganisation.

### **Reasons for and impacts on the Capital Reorganisation**

Subsequent to the publication of the Announcements, the Company proposed to put forward the Capital Reorganisation proposal to the Shareholders for consideration. Implementation of the Capital Reorganisation will not, of itself, alter the underlying assets, business operations, management or

financial position of the Company or the proportionate interests of the Shareholders, except for the payment of the related expenses. The Board believes that the Capital Reorganisation will not have any adverse effect on the financial position of the Group and the Board believes that on the date the Capital Reorganisation is to be effected, there will be no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due. The Capital Reorganisation does not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any paid-up capital of the Company nor will it result in any change in the relative rights of the Shareholders.

The Existing Shares are currently traded in board lots of 2,000 Existing Shares. Assuming the Capital Reorganisation becomes effective, the board lots for the trading of the New Shares will be 2,000 New Shares until the effective date of the new board lot size of 20,000 New Shares, i.e. Monday, 30 May 2016. The New Shares, when issued, will rank pari passu in all respects with each other.

### **Free exchange of New Share certificates and trading arrangement**

Subject to the Capital Reorganisation becoming effective, Shareholders may, during a specified period, exchange certificates for the Existing Shares (in purple color) with the Registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for exchange, at the expense of the Company, for certificates for the New Shares (in yellow colour). Thereafter, certificates for Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or for each new certificate issued for New Shares, whichever the number of certificates cancelled/issued is higher.

Nevertheless, certificates for Existing Shares will continue to be valid and may be exchanged for certificates for New Shares at any time at the expense of the Shareholders.

### **THE OPEN OFFER**

Under the Open Offer, the Company proposes to raise approximately HK\$209.49 million before expenses by way of the Open Offer, details of which are set out as follows:

#### **Issue statistics**

Basis of the entitlement:	Three (3) Offer Shares for every two (2) New Shares held on the Record Date
Subscription Price:	HK\$0.08 per Offer Share
Number of Shares in issue as at the date of this announcement:	1,745,761,299 Existing Shares
Number of Offer Shares:	2,618,641,947 Offer Shares
Number of Underwritten Shares:	2,200,208,949 Offer Shares
Number of enlarged Shares in issue upon completion of the Open Offer:	4,364,403,246 New Shares

As at the date of this announcement, Ms. Xie is the ultimate beneficial owner of 278,955,333 Shares, representing approximately 15.98% of the issued Shares, through her direct shareholding interest in Business Century.

## **SUPPLEMENTAL IRREVOCABLE UNDERTAKINGS GIVEN BY BUSINESS CENTURY AND MS. XIE**

In view of the proposed Capital Reorganisation, on 14 March 2016, Business Century and Ms. Xie executed a supplemental deed of irrevocable undertaking in favour of the Company and the Underwriter (the “**Second New Undertakings**”) to supersede the New Undertakings given by Business Century and Ms. Xie on 4 March 2016 which in turn superseded the Irrevocable Undertakings given by Ms. Xie on 26 February 2016.

## **SECOND SUPPLEMENTAL UNDERWRITING AGREEMENT**

The Board announces that on 14 March 2016, the Company and the Underwriter have entered into a second supplemental underwriting agreement to the Underwriting Agreement dated 26 February 2016 as amended and supplemented by a first supplemental underwriting agreement to the Underwriting Agreement dated 4 March 2016 (the “**First Supplemental Underwriting Agreement**”) in respect of the Open Offer (the “**Second Supplemental Underwriting Agreement**”) to reflect the Capital Reorganisation.

Pursuant to the Second Supplemental Underwriting Agreement, the Underwritten Shares are all the Offer Shares, other than those to be taken up by Business Century under the Second New Undertakings, being 2,200,208,949 Offer Shares underwritten by the Underwriter. Hence, the Open Offer is conditional upon, amongst other things, the compliance with and performance of all undertakings and obligation of Business Century and Ms. Xie under the Second New Undertakings.

In addition to the conditions precedent referred to in the Announcements, the Open Offer is also conditional upon the Capital Reorganisation becoming effective and including satisfaction of the following:

- (a) the passing of the necessary special resolution(s) by the Shareholders to approve the Capital Reorganisation at the SGM;
- (b) compliance with the relevant procedural requirements under the Bermuda Companies Act to effect the Capital Reduction, including the publication of a notice of the Capital Reduction in an appointed newspaper in Bermuda in accordance with section 46(2) of the Bermuda Companies Act; and
- (c) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares.

Save for the amendments as disclosed above, all the other terms and conditions of the Underwriting Agreement remain unchanged.

Taking into account the Second New Undertakings, the First Supplemental Underwriting Agreement and the Second Supplemental Underwriting Agreement, the Open Offer is fully underwritten.

## **REVISED EXPECTED TIMETABLE FOR THE CAPITAL REORGANISATION AND THE OPEN OFFER**

The revised expected timetable for the Capital Reorganisation and the Open Offer is set out below:

Despatch of circular with notice of the SGM .....

Wednesday,  
23 March 2016

Publication of notice of the Capital Reduction in Bermuda.....	on or before Friday, 1 April 2016
Latest time for lodging transfers of shares in order to qualify for attending and voting at SGM.....	4:30 p.m. on Tuesday, 12 April 2016
Register of members closes (both days inclusive).....	Wednesday, 13 April 2016 to Monday, 18 April 2016
Latest time for lodging forms of proxy for the purpose of the SGM (not less than 48 hours before the SGM).....	10:00 a.m. on Saturday, 16 April 2016
Record date for the SGM.....	Monday, 18 April 2016
Time and date of the SGM.....	10:00 a.m. on Monday, 18 April 2016
Announcement of results of the SGM.....	Monday, 18 April 2016
Effective date of the Capital Reorganisation.....	Tuesday, 19 April 2016
First day of free exchange of share certificates for the Existing Shares for new certificates for the New Shares.....	Tuesday, 19 April 2016
Last day of dealings in Shares on cum-entitlements basis of the Open Offer .....	Tuesday, 19 April 2016
First day of dealings in Shares on ex-entitlements basis of the Open Offer .....	Wednesday, 20 April 2016
Latest time for lodging transfers of Shares in order to qualify for the Open Offer .....	4:30 p.m. on Thursday, 21 April 2016
Register of members of the Company close (both days inclusive).....	Friday, 22 April 2016 to Thursday, 28 April 2016
Record Date for the Open Offer.....	Thursday, 28 April 2016
Despatch of Prospectus Documents.....	Friday, 29 April 2016
Latest time for acceptance of, and payment for, the Offer Shares ...	4:00 p.m. on Monday, 16 May 2016
Latest Time to terminate the Underwriting Agreement and for the Open Offer to become unconditional.....	4:00 p.m. on Friday, 20 May 2016
Last day of free exchange of share certificates for the Existing Shares for new certificates for the New Shares.....	4:30 p.m. on Tuesday, 24 May 2016

Announcement of results of the Open Offer .....	Thursday, 26 May 2016
Certificates for fully paid Offer Shares to be despatched on or before.....	Friday, 27 May 2016
Despatch of refund cheques if the Open Offer is terminated.....	Friday, 27 May 2016
Commencement of dealings in fully-paid Offer Shares .....	9:00 a.m. on Monday, 30 May 2016
Effective date of the new board lot size (20,000 Shares).....	Monday, 30 May 2016
Designated brokers starts to stand in the market to provide matching services for sale and purchase of odd lots of Shares.....	9:00 a.m. on Monday, 30 May 2016
Designated brokers ceases to stand in the market to provide matching services for sale and purchase of odd lots of Shares....	4:00 p.m. on Monday, 20 June 2016

*All times and dates stated in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to Shareholders as and when appropriate.*

## **GENERAL**

**Shareholders and potential investors should note that the Open Offer is conditional upon the Capital Reorganisation becoming effective, the Underwriting Agreement having become unconditional and Underwriter 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 their professional advisers.**

## **DEFINITIONS**

In this announcement, unless the context otherwise require, the following terms and expressions shall have the following meanings when used herein.

“Bermuda Companies Act”	the Companies Act 1981 of Bermuda
“Capital Reduction”	the proposed reduction of the nominal value of the issued share capital of the Company from HK\$0.10 per Existing Share to HK\$0.01 per New Share by the cancellation of HK\$0.09 from the paid-up capital on each Existing Share
“Capital Reorganisation”	the proposed capital reorganisation of the Company involving the Capital Reduction and the Share Sub-division

“Existing Share(s)”	existing ordinary share(s) of HK\$0.10 (each) in the share capital of the Company prior to the Capital Reorganisation becoming effective
“New Shares(s)”	new ordinary share(s) of HK\$0.01 (each) in the share capital of the Company immediately following the Capital Reorganisation becoming effective
“Offer Shares	2,618,641,947 New Shares to be allotted and issued pursuant to the Open Offer
“SGM”	the special general meeting of the Company to be convened and held to consider and, if thought fit, to approve, among other things, the Capital Reorganisation and the Open Offer
“Share(s)”	the Existing Share(s) and/or the New Share(s), as the case may be
“Share Sub-division”	the sub-division of each authorised but unissued Existing Share of par value HK\$0.10 into ten (10) New Shares of HK\$0.01 each

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

Hong Kong, 14 March 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 purposes only*