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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)

(I) COMPLETION OF THE VERY SUBSTANTIAL ACQUISITION AND (II) CHANGE IN DIRECTORS

COMPLETION OF THE VERY SUBSTANTIAL ACQUISITION

The Board is pleased to announce that completion of the Acquisition took place on 2 May 2014 in accordance with the terms of the Sale and Purchase Agreement. Following Completion, the Target Company has become a wholly-owned subsidiary of the Company.

CHANGE IN DIRECTORS

The Board is pleased to announce that Mr. Wang Tian and Mr. Lin Yepan have been appointed as Executive Directors with effect from 2 May 2014.

The Board also announces that Ms. Wong Chun Ying and Mr. Wong Kim Seong have resigned as Non-executive Directors with effect from 2 May 2014.

Reference is made to the circular of Sunway International Holdings Limited (the “Company”) dated 31 March 2014 (the “Circular”). Capitalised terms used in this announcement shall have the same meanings as defined in the Circular unless otherwise defined herein.

** For identification purposes only*

COMPLETION OF THE VERY SUBSTANTIAL ACQUISITION

The Board is pleased to announce that all the conditions as set out in the Sale and Purchase Agreement have been fulfilled and the Completion took place on 2 May 2014 in accordance with the terms of the Sale and Purchase Agreement. The Convertible Notes and the Promissory Note were duly issued accordingly. Following Completion, the Target Company has become a wholly-owned subsidiary of the Company.

CHANGE IN DIRECTORS

The Board is pleased to announce that Mr. Wang Tian (“Mr. Wang”) and Mr. Lin Yepan (“Mr. Lin”) have been appointed as Executive Directors with effect from 2 May 2014.

Mr. Wang, aged 31, joined Zhuhai Hoston as the general manager since 2010, has substantial experience in the construction materials industry.

Mr. Lin, aged 40, was graduated from the Renmin University of China# (中國人民大學). Mr. Lin has held the position as the manager at Yangjiang Textile Group# (陽江紡織集團) from 1996 to 2001 and as the department manager at Yangjiang City Gongjiao Asset Management Corporation# (陽江市工交資產經營公司). Mr. Lin joined Guangdong Hengjia as the general manager and since 2011 has been appointed as the director of Guangdong Hengjia.

Save as mentioned above, as at the date of this announcement, each of the newly appointed Directors:

- (a) did not hold any directorships in other listed company in the last three years;
- (b) was not interested in and did not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance;
- (c) was not connected with any directors, senior management or substantial shareholders or controlling shareholders of the Company; and
- (d) save for disclosed herein, has no further information to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules relating to his appointment as a Director.

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Each of Mr. Wang and Mr. Lin has entered into a service contract with the Company regarding the appointment as an Executive Director for an initial fixed period of three years from 2 May 2014. The appointment shall be subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Bye-laws and Memorandum of Association of the Company. Under the service contracts, each of Mr. Wang and Mr. Lin is entitled to a remuneration of HK\$5,000 per month which is determined by the Board with reference to their duties and responsibilities as well as prevailing market rates.

The Board would like to take this opportunity to express its welcome to Mr. Wang and Mr. Lin in joining the Board.

The Board also announces that Ms. Wong Chun Ying and Mr. Wong Kim Seong have resigned as Non-executive Directors with effect from 2 May 2014 due to other commitments.

Each of the above resigned Directors has confirmed that he/she has no disagreement with the Board. The Board is not aware of any matter that needs to be brought to the attention of the holders of securities of the Company in respect of their resignation.

The Board would like to take this opportunity to express its sincere gratitude to each of the resigned Directors for their valuable contributions to the Company during their tenure.

By order of the Board
Sunway International Holdings Limited
Wong King Ching, Helen
Chairman

Hong Kong, 2 May 2014

As at the date of this announcement, the Board comprises five Executive Directors, namely Ms. Wong King Ching, Helen, Ms. Wong King Man, Mr. Leung Chi Fai, Mr. Lin Yapan and Mr. Wang Tian and three Independent Non-executive Directors, namely Ms. Fong Yin Cheung, Mr. Hung Yat Ming and Mr. So Day Wing.

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

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