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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the special general meeting (the “**SGM**”) of Sunway International Holdings Limited (the “**Company**”) will be held at Room 1708–1710, Nan Fung Centre, 264–298 Castle Peak Road, Tsuen Wan, Hong Kong on Tuesday, 22 April 2014 at 10:30 a.m. to consider and, if thought fit, pass with or without amendments the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the conditional sale and purchase agreement dated 3 October 2013 (as supplemented by a supplemental agreement dated 30 January 2014) entered into among First Billion Global Limited as purchaser, Mr. Xiao Guang Kevin as vendor (the “**Vendor**”) and Mr. Wong Zhining as guarantor relating to the acquisition of the entire issued share capital of Joint Expert Global Limited, at an aggregate consideration of HK\$550 million (the “**Agreement**”) (a copy of which has been produced to the Meeting marked as “A” for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue by the Company of the promissory note in the principal amount of HK\$100 million (the “**Promissory Note**”) to the Vendor for settlement of part of the consideration upon completion of the Agreement be and are hereby approved, confirmed and ratified;

* *For identification purposes only*

- (c) subject to and conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in not more than 1,000,000,000 new shares of HK\$0.10 each in the share capital of the Company (the “**Conversion Shares**”), the directors of the Company (the “**Directors**”) be and are hereby generally and specifically authorized to issue the conditional convertible notes in the principal amount of HK\$300 million (the “**Convertible Notes**”) which could be converted into the Conversion Shares at the conversion price of HK\$0.30 per share, subject to adjustment, to the Vendor (or his nominee(s)) for settlement of part of the consideration pursuant to the terms and conditions of the Agreement;
- (d) the Directors be and are hereby generally and specifically authorized to allot and issue the Conversion Shares credited as fully paid upon exercise of the conversion rights attaching to the Convertible Notes (the “**Specific Mandate**”), and that the Conversion Shares shall, when allotted and issued, rank pari passu in all respects with all other shares of the Company in issue on the date of such allotments and issue, and that the Special Mandate is in addition to, and shall not prejudice nor revoke any existing general mandate granted to the Directors by the shareholders of the Company in an annual general meeting of the Company or such other general or special mandate(s) which may from time to time be granted to the Directors prior to the passing of this Resolution; and
- (e) any one Director be and is hereby authorized for and on behalf of the Company to do all such acts and things, to sign and execute any agreements pursuant to and/or supplemental to the Agreement, the Promissory Note and the Convertible Notes; and all such other documents, deeds, instruments and agreements and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the said agreements or any of the transactions contemplated thereunder or incidental to any of them and all other matters incidental thereto.”

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

Hong Kong, 31 March 2014

Notes:

- (1) Any shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a Shareholder.
- (2) The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (3) Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.
- (4) Where there are joint Shareholders any one of such joint Shareholder may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the SGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of shareholders of the Company in respect of the joint holding.
- (5) The form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s branch share registrar in Hong Kong, Tricor Tengis Ltd. at 26/F, Tesbury Centre, 28 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the SGM or any adjournment thereof, not less than 48 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.

As at the date of this announcement, the Board comprises three Executive Directors, namely Ms. Wong King Ching, Helen, Ms. Wong King Man and Mr. Leung Chi Fai and three Independent Non-executive Directors, namely Ms. Fong Yin Cheung, Mr. Hung Yat Ming and Mr. So Day Wing and two Non-executive Directors, namely Ms. Wong Chun Ying and Mr. Wong Kim Seong.