

SUNWAY INTERNATIONAL HOLDINGS LIMITED

(a company incorporated in Bermuda with limited liability)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS DIRECTOR

Nomination Procedure

1. In accordance with bye-law 116 of the bye-laws of Sunway International Holdings Limited (the “**Company**”), a notice signed by a shareholder (other than the person to be proposed) duly qualified to attend and vote at a general meeting (the “**Election Meeting**”) for which such notice is given of his intention to propose such person for election as director (the “**Nominee**”) and also a notice signed by the Nominee of his/her willingness to be elected (the “**Nominee’s Notice**”, and together the “**Running Notices**”) shall be lodged at the Company’s principal place of business in Hong Kong at Room 1708-1710 Nan Fung Centre, 264-298 Castle Peak Road, Tsuen Wan, New Territories, Hong Kong or at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong.
2. According to bye-law 116 of the Company’s bye-laws, the minimum length of the period, during which such Running Notices are given, shall be at least seven (7) days and that (if the Running Notices are submitted after the dispatch of the notice of the Election Meeting) the period for lodgment of the Running Notices shall commence on the day after the dispatch of the notice of the Election Meeting and end no later than seven (7) days prior to the date of the Election Meeting. In this connection, the Running Notices shall be lodged within the seven-day (7-day) period commencing from the day after the dispatch of the notice of the Election Meeting.
3. The Nominee’s Notice must include the biographical details of the Nominee as required by Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. The Nominee shall warrant in the Nominee’s Notice that the information provided is true and complete and undertake that he/she will discharge his/her duties as director upon election.

Hong Kong, dated 30 December 2011