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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)

(1) CHANGE OF DIRECTORS; (2) CHANGE IN COMPOSITION OF THE BOARD AND BOARD COMMITTEES; AND (3) CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board announces that, with effect from 6 June 2019:

- (1) Mr. Lam has resigned as an executive Director, the company secretary and an authorized representative of the Company;
- (2) Mr. Cong has resigned as an independent non-executive Director, a member of the Audit Committee, the Remuneration Committee and the Nomination Committee;
- (3) Dr. Lam has resigned as an independent non-executive Director, a member of the Audit Committee, the Remuneration Committee and the Nomination Committee;
- (4) Mr. Tong has been appointed as an independent non-executive Director, a member of the Audit Committee, the Remuneration Committee and the Nomination Committee;
- (5) Mr. Chan has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee;
- (6) Mr. Choi has been re-designated from the chairman of the Remuneration Committee to a member of the Remuneration Committee; and
- (7) Mr. Law has been appointed as the company secretary and an authorised representative of the Company.

RESIGNATION OF DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Sunway International Holdings Limited (the “**Company**”) announces that with effect from 6 June 2019:

1. Mr. Lam Kai Yeung (“**Mr. Lam**”) has resigned as an executive Director, the company secretary and authorised representative of the Company with effect from 6 June 2019 due to his other business commitments;
2. Mr. Cong Yongjian (“**Mr. Cong**”) has resigned as an independent non-executive Director, a member of the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company with effect from 6 June 2019 due to his other business commitments; and
3. Dr. Lam Huen Sum (“**Dr. Lam**”) has resigned as an independent non-executive Director, a member of the Audit Committee, the Remuneration Committee and the Nomination Committee due to his other business commitments.

Each of Mr. Lam, Mr. Cong and Dr. Lam has confirmed that they have no disagreement with the Board and there is no other matter relating to their resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to extend its sincere gratitude to each of Mr. Lam, Mr. Cong and Dr. Lam for their contribution to the Company during their tenure of office.

APPOINTMENT OF DIRECTORS

The Board is pleased to announce that with effect from 6 June 2019:

1. Mr. Tong Leung Sang (“**Mr. Tong**”) has been appointed as an independent non-executive Director and a member of each of the Audit Committee, Nomination Committee and Remuneration Committee;
2. Mr. Chan Sung Wai (“**Mr. Chan**”) has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee; and
3. Mr. Law Chun Choi (“**Mr. Law**”) has been appointed as the company secretary and an authorised representative of the Company.

Set out below are the biographies of Mr. Tong, Mr. Chan and Mr. Law.

Mr. Tong Leung Sang

Mr. Tong, aged 70, had been the manager of Business Development Department of Bank of China, Hong Kong, and Economic Researcher (Assistant General Manager Grade) before 1989. He was transferred to Bank of China Group Securities Limited and Bank of China Group Commodities and Futures Limited (known as BOCI from 1998) as a director and deputy general manager in the same year. He was subsequently appointed as an executive director and promoted to managing director.

Mr. Tong jointed Luen Fat Securities Company Limited in 2003 as a consultant, director and a responsible officer until October 2015. He had been an executive director and the chief executive officer of Luen Fat Futures Company Limited from 2010 to 2013. From October 2015 to October 2016, Mr. Tong worked as the marketing manager of Christfund Securities Limited. From November 2016 to September 2018, he had been the director and responsible officer (from April 2017) of Acer King Securities International Limited. Since December 2018, he has been the managing director and responsible officer of Alpine Securities Limited.

Mr. Tong was an alternate committee member of the Listing Committee of the Stock Exchange from 1996 to 1997, and was a committee member of The Hong Kong Stock Broker Association from 2001 to 2002. He had been a full member of the Hong Kong Securities Institute (“**HKSI**”) from its establishment in 1999 to 2014, and he had been a committee member of the membership Committee of HKSI from 2000 to 2004. He was a committee member of the Hong Kong Securities Professional Association (“**HKSPA**”) when it was established in 1990 and had been the Chairman of the Association for five years from 1996 to 2001. Mr. Tong has been the Permanent Honorable Chairman of the HKSPA since 2004.

Mr. Tong had been a non-executive director of Asia Resources Holdings Limited (stock code: 899) from November 2010 to February 2015, and has been the managing director of Vision Online Company Limited, a subsidiary of Netel Technology (Holdings) Limited (stock code: 8256), since August 2015.

Save as disclosed, Mr. Tong does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Tong do not have any relationship with other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company and they have no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the “**SFO**”).

Mr. Tong will enter into the letter of appointment with the Company for a term of 3 years, pursuant to which he will be entitled to a remuneration of HK\$180,000 per annum which was determined by the Board with reference to his duties and responsibilities as well as prevailing market rates.

Mr. Tong confirms that there are no other matters relating to his appointment that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

Mr. Chan Sung Wai

Mr. Chan, aged 71, has been a non-executive director of Champion Technology Holdings Limited (stock code: 92) since November 2017. Mr. Chan has extensive experience in the trading, real estate and shipping industries. He also has extensive experience in financial and media business. He has been working for a number of years in major media companies in Hong Kong, and responsible for covering, editing and writing commentaries. Mr. Chan has also been a chief editor of the petroleum magazine and has profound knowledge in the oil and media industry in Asia. Mr. Chan was an executive director of Grand Field Group Holdings Limited (stock code: 115) during the period from November 2007 to June 2008, Energy International Investments Holdings Limited (stock code: 353) during the period from November 2008 to April 2011, Asia Resources Holdings Limited (stock code: 899) for the period from October 2008 to September 2012 and Karce International Holdings Company Limited (now known as Starlight Culture Entertainment Group Limited) (stock code: 1159) during the period from April 2009 to June 2014, all of which are listed on Main Board of the Stock Exchange. He was the deputy chairman of Asia Resources Holdings Limited (stock code: 899) for the period from January 2009 to September 2012. He was also an independent non-executive director of Pearl Oriental Oil Limited (stock code: 632) for the period from December 2017 to June 2018.

Save as disclosed, Mr. Chan does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Chan does not have any relationship with other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company and they have no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Chan will enter into the letter of appointment with the Company for a term of 3 years, pursuant to which he will be entitled to a remuneration of HK\$180,000 per annum which was determined by the Board with reference to his duties and responsibilities as well as prevailing market rates.

Mr. Chan confirms that there are no other matters relating to his appointment that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Law Chun Choi

Mr. Law, aged 58, is an executive Director. He is a practising and fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. He was also awarded the Chartered Governance Professional by the Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries in 2018. Mr. Law graduated from The Hong Kong Polytechnic University with a Postgraduate Diploma in Corporate Administration and Professional Diploma in Accountancy in 2000 and 1984 respectively.

Mr. Law has been the chief financial officer and company secretary of Pearl Oriental Oil Limited (stock code: 0632) since January 2019. He was the chief financial officer of Netel Technology (Holdings) Limited (stock code: 8256) from July 2018 to January 2019. Mr. Law was the chief financial officer of Aoxin Tianli Group, Inc. (stock symbol: ABAC), a company listed in the Nasdaq, from June 2016 to June 2017. He was the chief financial officer, financial controller and company secretary of China Infrastructure Investment Limited (stock code: 0600) from April 2005 to November 2012. He was the independent non-executive director of Karce International Holdings Company Limited (stock code: 1159) from April 2010 to September 2012.

CHANGES IN COMPOSITION OF THE BOARD AND BOARD COMMITTEES

The Board announces that with effect from 6 June 2019, Mr. Choi Pun Lap has been re-designated from the chairman of the Remuneration Committee to a member of the Remuneration Committee.

The compositions of the Board, the Audit Committee, Remuneration Committee and Nomination Committee of the Company following the aforementioned changes are as follows:

The Board

Executive Directors

Mr. Chim Sai Yau, Oscar (*Chairman*)
Mr. Li Chongyang (*Managing Director*)
Mr. Law Chun Choi

Non-executive Director

Mr. Lum Pak Sum

Independent non-executive Directors

Mr. Choi Pun Lap
Mr. Tong Leung Sang
Mr. Chan Sung Wai

The Audit Committee

Mr. Choi Pun Lap (*Chairman*)
Mr. Tong Leung Sang
Mr. Chan Sung Wai

The Remuneration Committee

Mr. Chan Sung Wai (*Chairman*)
Mr. Choi Pun Lap
Mr. Chim Sai Yau, Oscar
Mr. Law Chun Choi
Mr. Tong Leung Sang

The Nomination Committee

Mr. Chim Sai Yau, Oscar (*Chairman*)
Mr. Lum Pak Sum
Mr. Choi Pun Lap
Mr. Tong Leung Sang
Mr. Chan Sung Wai

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

After the resignation of Mr. Lam as the company secretary and an authorised representative of the Company as mentioned above, the Board announces that Mr. Law, an executive Director, has been appointed as the company secretary and an authorised representative of the Company as required under Rule 3.05 of the Listing Rules with effect from 6 June 2019.

By Order of the Board
Sunway International Holdings Limited
Law Chun Choi
Executive Director and Company Secretary

Hong Kong, 6 June 2019

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Chim Sai Yau, Oscar, Mr. Li Chongyang and Mr. Law Chun Choi, one non-executive Director, namely, Mr. Lum Pak Sum, and three independent non-executive Directors, namely, Mr. Choi Pun Lap, Mr. Tong Leung Sang and Mr. Chan Sung Wai.

Website: <http://www.hk0058.com>

** For identification purpose only*