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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 a special general meeting (the “SGM”) of Sunway International Holdings Limited (the “**Company**”) will be held at Unit 1103–06, China Building, 23 Queen’s Road Central, Hong Kong at 15 November 2024 on 11:00 a.m. for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution which will be proposed as ordinary resolution of the Company:

ORDINARY RESOLUTIONS

“THAT

1. (a) the share subscription agreement (the “**Share Subscription Agreement**”) dated 6 September 2024 entered into between the Company as issuer and Wealthy Port Holdings Limited (the “**Subscriber**”) as subscriber in relation to the proposed subscription of 35,920,000 shares of HK\$0.100 each in the share capital of the Company (each a “**Subscription Share**”, and collectively, the “**Subscription Shares**”) at the price of HK\$0.10 per Subscription Share (a copy of the Share Subscription Agreement marked “A” and signed by the chairman of the SGM for identification purpose has been tabled at the meeting) be and are hereby approved, ratified and confirmed and any one director of the Company (the “**Director**”) be and is hereby authorised to approve any changes and amendments thereto as he may consider necessary, desirable or appropriate;
- (b) the Directors be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Subscription Shares, subject to and in accordance with the terms and conditions set out in the Share Subscription Agreement; and

* For identification purpose only

- (c) all other transactions contemplated under the Share Subscription Agreement be and are hereby approved and any one Director be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Director in his discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Share Subscription Agreement, or any of the transactions contemplated under the Share Subscription Agreement and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the Share Subscription Agreement) as are, in the opinion of the Director, in the interests of the Company and its shareholders as a whole.
2. (a) the convertible bond subscription agreement (the “**CB Subscription Agreement**”) dated 6 September 2024 entered into between the Company as issuer and the Subscriber as subscriber in relation to the proposed subscription for convertible bonds in the principal amount of HK\$30,000,000 (the “**Convertible Bonds**”), convertible into 300,000,000 shares of the Company (the “**Conversion Shares**”) at the initial conversion price of HK\$0.10 per Conversion Share (a copy of the CB Subscription Agreement marked “B” and signed by the chairman of the SGM for identification purpose has been tabled at the meeting) be and are hereby approved, ratified and confirmed and any one Director be and is hereby authorised to approve any changes and amendments thereto as he may consider necessary, desirable or appropriate;
- (b) the Directors be and are hereby granted a specific mandate to exercise all the powers of the Company to issue the Convertible Bonds, subject to and in accordance with the terms and conditions set out in the CB Subscription Agreement; and

- (c) all other transactions contemplated under the CB Subscription Agreement be and are hereby approved and any one Director be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Director in his discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the CB Subscription Agreement, or any of the transactions contemplated under the CB Subscription Agreement and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the CB Subscription Agreement) as are, in the opinion of the Director, in the interests of the Company and its shareholders as a whole.”

By Order of the Board
SUNWAY INTERNATIONAL HOLDINGS LIMITED
Law Chun Choi
Executive Director and Company Secretary

Hong Kong, 31 October 2024

Notes:

1. A member of the Company entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint one or if he/she is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the memorandum of association and bye-laws of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. The form of proxy for use at the SGM is enclosed herewith. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the SGM or any adjournment thereof, should he/she so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Tuesday, 12 November 2024 to Friday, 15 November 2024, both days inclusive, during which period no transfer of Shares will be effected in order to determine the entitlement to attend and vote at the SGM of the Company. In order to ensure that the Shareholders are entitled to attend and vote at the SGM, all transfer documents, together with the relevant share certificates, should be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 11 November 2024 for such purpose.
4. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolution will be decided on by way of poll.
5. As at the date of this notice, the Board comprises one executive Director, namely, 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. Yu Shui Sang Bernard and Mr. Wong Yue Kwan Alan.

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