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**WEALTHY PORT HOLDINGS
LIMITED**

(Incorporated in Hong Kong with limited liability)



SUNWAY INTERNATIONAL HOLDINGS LIMITED

新威國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 58)

**JOINT ANNOUNCEMENT
DESPATCH OF COMPOSITE DOCUMENT RELATING TO
MANDATORY UNCONDITIONAL CASH OFFERS BY
KINGSTON SECURITIES LIMITED
FOR AND ON BEHALF OF
WEALTHY PORT HOLDINGS LIMITED
TO ACQUIRE ALL THE ISSUED SHARES
AND ALL OUTSTANDING CONVERTIBLE NOTES OF
SUNWAY INTERNATIONAL HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO
BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN
CONCERT WITH IT)**

Financial adviser to the Offeror



Offer Agent to the Offeror



Independent Financial Adviser to the Takeovers Code Independent Board Committee



References are made to (i) the joint announcement dated 27 September 2024 (the “**Joint Announcement**”) issued by Sunway International Holdings Limited (the “**Company**”) and Wealthy Port Holdings Limited (the “**Offeror**”) in relation to the mandatory unconditional cash offer by Kingston Securities for and on behalf of the Offeror to acquire all the issued shares and all outstanding convertible notes of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it); and (ii) the composite offer and response document dated 6 December 2024 jointly issued by the Company and the Offeror (the “**Composite Document**”) together with the accompanying forms of acceptances. Unless otherwise defined, capitalised terms herein shall have the same meaning as those defined in the Composite Document.

DESPATCH OF COMPOSITE DOCUMENT

The Composite Document setting out, amongst other things, (i) the terms and details of the Offers (including the expected timetable), (ii) a letter of recommendation from the Takeovers Code Independent Board Committee to the Independent Shareholders and the Convertible Noteholders in respect of the Offers, and (iii) a letter of advice from the Independent Financial Adviser to the Takeovers Code Independent Board Committee in relation to the Offers, together with the accompanying Forms of Acceptance have been despatched to the Shareholders and the Convertible Noteholders on 6 December 2024 in accordance with the Takeovers Code.

Copies of the Composite Document and the accompanying Forms of Acceptance are also available on the websites of the Stock Exchange and the Company.

EXPECTED TIMETABLE

The timetable set out below, as reproduced from the Composite Document, is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company as and when appropriate. All dates and times contained in this joint announcement refer to Hong Kong dates and times.

Despatch date of the Composite Document and the Form(s) of Acceptance and the commencement date of the Offers (<i>Note 1</i>)	Friday, 6 December 2024
Latest time and date for acceptance of the Offers (<i>Note 2</i>)	.4:00 p.m. on Friday, 27 December 2024
Closing Date (<i>Note 1</i>)	Friday, 27 December 2024

Announcement of the results of the Offers

on the website of the Stock Exchange (*Note 2*) by 7:00 p.m. on
Friday, 27 December 2024

Latest date for posting of remittance in respect of valid

acceptances received under the Offers (*Note 4*). Wednesday, 8 January 2025

Notes:

1. The Offers, which are unconditional in all respect, are made on 6 December 2024, namely the date of the Composite Document and the Form(s) of Acceptance, and are capable of acceptance on and from that date until 4:00 p.m. on the Closing Date. Acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed “Right of Withdrawal” in Appendix I to the Composite Document.
2. In accordance with the Takeovers Code, the Offers must remain open for acceptance for at least twenty-one (21) days following the date of the Composite Document was posted. The latest time and date for acceptance will be at 4:00 p.m. on Friday, 27 December 2024 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. The Offeror and the Company will jointly issue an announcement through the websites of the Stock Exchange and the Company by 7:00 p.m. on Friday, 27 December 2024 stating the results of the Offers and whether the Offers have been extended, revised or expired. In the event that the Offeror decides to extend the Offers, and the announcement regarding the extension of the Offers does not specify the next closing date, at least 14 days’ notice in writing will be given to those Independent Shareholders and Convertible Noteholders who have not accepted the Offers before the Offers are closed and an announcement will be published.
3. Beneficial owners of the Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
4. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning, or post-super typhoon extreme conditions: (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offers and the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances, the latest time for acceptance of the Offers and the posting of remittances will remain at 4:00 p.m. on the same Business Day; or (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offers and the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances, (i) the Closing Date and the latest time for acceptance of the Offers under Rule 15.1 of the Takeovers Code and the submission and publication deadline for a closing announcement under Rule 19.1 of the Takeovers Code; (ii) the latest date for the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day which does not have any warnings between 12:00 noon and 4:00 p.m..

Save as mentioned above, if the latest time for the acceptance of the Offers does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Independent Shareholders and the Convertible Noteholders by way of announcement(s) of any change in the expected timetable as soon as possible.

WARNING

The Shareholders and the Convertible Noteholders are encouraged to read the Composite Document and the accompanying Forms of Acceptance carefully, in particular (i) the letter from the Independent Financial Adviser; and (ii) the letter from the Takeovers Code Independent Board Committee therein, before deciding whether or not to accept the Offers or as to the action they should take. The Shareholders, Convertible Noteholders and potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers. The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

By order of the board of directors
Wealthy Port Holdings Limited
Chim Pui Chung
Sole director

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

Hong Kong, 6 December 2024

As at the date of this joint announcement, the sole director of the Offeror is Mr. Chim.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Group) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror and parties acting in concert with it except for those relating to the Group), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

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

** For identification purpose only*