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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

(1) INSIDE INFORMATION;

**(2) CONFIRMATION OF ADVICE OF THE INDEPENDENT
FINANCIAL ADVISER IN RELATION 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); AND
(3) RESUMPTION OF TRADING IN SHARES**

Financial adviser to the Offeror



Offer Agent to the Offeror



Independent Financial Adviser to the Takeovers Code Independent Board Committee



This joint announcement is made by Sunway International Holdings Limited (the “**Company**” together with its subsidiaries, the “**Group**”) pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

References are also made to (i) the joint announcement dated 27 September 2024 (the “**Joint Announcement**”) issued by the Company and Wealthy Port Holdings Limited (the “**Offeror**”) in relation to the mandatory unconditional cash offers 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.

INSIDE INFORMATION

The board of directors (the “**Directors**”) of the Company (the “**Board**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors of the information concerning certain charges laid against Mr. Chim Pui Chung (“**Mr. Chim**”), the ultimate beneficial owner of Wealthy Port Holdings Limited, the controlling shareholder of the Company, for certain offences alleged to be committed by Mr. Chim whilst he was a substantial shareholder of Asia Resources Holdings Limited (Stock Code: 899) (“**Asia Resources**”).

The Board was informed by Mr. Chim that, after the trial in the District Court of the Hong Kong Special Administrative Region (the “**Court**”), the Court on 9 December 2024 delivered a verdict that Mr. Chim was convicted of two counts of conspiracy to defraud, contrary to Common Law, including conspiracy to defraud (i) Asia Resources, its board of directors and shareholders and (ii) the Stock Exchange (the “**Convictions**”).

The Board is informed by Mr. Chim that he is in the course of seeking legal advice on whether to appeal against the Convictions.

The Board is of the view that the above matters did not and will not have any material adverse impact on the normal daily business and operations of the Group, and the day-to-day management and operation of the Group will be managed by the Board as usual.

The Company and the Offeror jointly confirm that the above matters, including but not limited to the Convictions, will not affect the Offers.

The Offeror confirms that (i) the Offers will not be affected; and (ii) the Offeror has sufficient financial resources available for the maximum payment obligations upon full acceptance of the Offers. Donvex Capital, being the financial adviser to the Offeror, is satisfied that sufficient financial resources remain available to the Offeror to satisfy the maximum payment obligations under the Offers in full.

CONFIRMATION BY THE INDEPENDENT FINANCIAL ADVISER

Having taken the above matters into account, the Independent Financial Adviser to the Takeovers Code Independent Board Committee, in forming their opinion and assessing whether the Offers are fair and reasonable and as to the acceptance of the Offers, is of the view that the above matters will not affect the contents and opinion given in the “Letter from the Independent Financial Adviser” as set out in the Composite Document.

RESUMPTION OF TRADING

At the request of the Company, the trading of the shares of the Company on the Stock Exchange was halted with effect from 1:00 p.m. on 9 December 2024. Application has been made by the Company to the Stock Exchange for the resumption of the trading of the shares of the Company with effect from 9:00 a.m. on Thursday, 12 December 2024.

Shareholders and potential investors of the Company are reminded that the information provided in this joint announcement is based on the current available information to the Board. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company, and if they are in any doubt about their position, they should consult with their professional adviser(s).

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, 11 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.

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** For identification purpose only*