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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 THE COMPOSITE DOCUMENT  
RELATING TO  
THE MANDATORY CONDITIONAL CASH OFFER BY  
I-ACCESS  
FOR AND ON BEHALF OF WEALTHY PORT HOLDINGS LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES  
AND OUTSTANDING CONVERTIBLE NOTES OF  
SUNWAY INTERNATIONAL HOLDINGS LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE  
ACQUIRED BY WEALTHY PORT HOLDINGS LIMITED 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 8 January 2020, 28 February 2020, 23 March 2020 and 30 March 2020 (the “**Joint Announcements**”) jointly issued by Wealthy Port Holdings Limited (the “**Offeror**”) and Sunway International Holdings

Limited (the “**Company**”) in relation to, among other things, the mandatory conditional cash offer made by I-Access Investor Limited for and on behalf of the Offeror for all the issued shares and 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) (the “**Offers**”); and (ii) the composite offer document and offeree board circular jointly issued by the Company and the Offeror dated 14 April 2020 (the “**Composite Document**”) in relation to, among other things, the Offers. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## **DESPATCH OF THE COMPOSITE DOCUMENT AND THE FORMS OF ACCEPTANCE**

The Composite Document, containing among other things, (i) further details of the Offers; (ii) letter from Donvex Capital; (iii) letter from the Board; (iv) letter from the Takeovers Code Independent Board Committee; and (v) letter from the Independent Financial Adviser in respect of the Offers, together with the Forms of Acceptance, have been despatched to the Independent Shareholders and Convertible Noteholders on Tuesday, 14 April 2020 in accordance with the Takeovers Code.

## **EXPECTED TIMETABLE OF THE OFFERS**

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.

Despatch date of the Composite Document and the accompanying Form(s) of Acceptance and commencement date of the Offers (*Note 1*) . . . . . Tuesday, 14 April 2020

Latest time and date for acceptance of the Offers under the Offers on the first Closing Date (*Note 2*) . . . . . by 4:00 p.m. on Tuesday, 5 May 2020

Announcement of the results of the Offers as at the first Closing Date, to be posted on the website of the Stock Exchange (*Note 2*) . . . . . by 7:00 p.m. on Tuesday, 5 May 2020

Latest date of posting of remittances for the amounts due in respect of valid acceptances received under the Offers on or before 4:00 p.m. on the first Closing Date assuming the Offers becomes or is declared unconditional on the first Closing Date (*Note 3*) . . . . . Thursday, 14 May 2020

Latest time and date for the Offers remaining open for acceptance on the final Closing Date assuming the Offers becomes or is declared unconditional on the first Closing Date (Notes 4, 6, 7, 8) . . . . . by 4:00 p.m. on Tuesday, 19 May 2020

Announcement of the results of the Offers as at the final Closing Date, to be posted on the website of the Stock Exchange . . . . . by 7:00 p.m. on Tuesday, 19 May 2020

Latest date of posting of remittances for the amounts due in respect of valid acceptances received under the Offers after the first Closing Date but on or before 4:00 p.m. on the final Closing Date assuming the Offers becomes or is declared unconditional on the first Closing Date (Notes 3, 6) . . . . . Thursday, 28 May 2020

Latest time and date by which the Offers can become or declared unconditional as to acceptance (Note 5) . . . . . by 7:00 p.m. on Monday, 15 June 2020

*Notes:*

1. The Offers, which is conditional, is open for acceptance on and from Tuesday, 14 April 2020, being the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the first Closing Date, unless the Offeror revise or extend the Offers in accordance with the Takeovers Code.
2. The Offers will initially remain open for acceptances for at least 21 days following the date on which the Composite Document is posted and until 4:00 p.m. on Tuesday, 5 May 2020 unless the Offeror revise or extend the Offers in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Offers until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). In accordance with the Takeovers Code, an announcement must be issued on the website of the Stock Exchange no later than 7:00 p.m. on Tuesday, 5 May 2020 stating whether the Offers has been revised or extended, has expired or has become or been declared unconditional. The Offeror will issue an announcement in relation to any extension of the Offers, which announcement will state either the next Closing Date or, if the Offers is at that time unconditional as to acceptances, a statement that the Offers will remain open until further notice. In the latter case, at least 14 days' notice in writing must be given before the Offers is closed to those Independent Shareholders and Convertible Noteholders who have not accepted the Offers. The Offers will not be extended beyond the first Closing Date unless the Offers become or are declared unconditional and the Offers would then remain open for acceptance for not less than 14 days thereafter in accordance with the Takeovers Code.

3. Subject to the Offers becoming or being declared unconditional in all respects, remittances in respect of the cash consideration payable for (i) the Offer Shares (after deducting the seller's ad valorem stamp duty in respect of acceptances of the Share Offer); or (ii) the Convertible Notes (after deducting the seller's ad valorem stamp duty in respect of acceptances of the Convertible Notes Offer), tendered under the Offers will be despatched to the accepting (i) Shareholder(s) (to the address specified on the **WHITE** Form of Share Offer Acceptance); or (ii) Convertible Noteholders (to the address specified on the **BLUE** Form of Convertible Notes Offer Acceptance), by ordinary post at his/her/its own risk as soon as possible, but in any event within 7 Business Days following the later of the date (i) on which the Offers become or are declared unconditional in all respects; and (ii) of receipt by (a) the Registrar (in the case of the Share Offer) of the duly completed and signed **WHITE** Form of Share Offer Acceptance; or (b) the company secretary of the Company (in the case of the Convertible Notes Offer) of the duly completed and signed **BLUE** Form of Convertible Notes Offer Acceptance, and all the relevant documents to render the acceptance under the Offers complete and valid.
4. In accordance with the Takeovers Code, where the Offers becomes or is declared unconditional in all respects, the Offers should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days' notice in writing must be given before the Offers is closed. The Offeror has the right, subject to the Takeovers Code, to extend the Offers until such date as it may determine or as permitted by the Executive, in accordance with the Takeovers Code. The Offeror will issue an announcement in relation to any extension of the Offers, which will state the next Closing Date or, if the Offers has become or is unconditional at that time, then the Offers will remain open until further notice. **The Offers will not be extended beyond the first Closing Date unless the Offers become or are declared unconditional and the Offers would then remain open for acceptance for not less than 14 days thereafter in accordance with the Takeovers Code.**
5. In accordance with the Takeovers Code, except with the consent of the Executive, the Offers may not become or be declared unconditional as to acceptances after 7:00 p.m. on Monday, 15 June 2020, being the 60th day after the day the Composite Document is posted. Accordingly, unless the Offers have previously become or been declared unconditional as to acceptances, the Offers will lapse on Monday, 15 June 2020 unless extended with the consent of the Executive and in accordance with the Takeovers Code. Therefore, the last day by which the Offers can become or be declared unconditional in all respects is Monday, 15 June 2020.
6. The latest time and 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 will not take effect if there is a tropical cyclone warning signal number 8 or above, or a "black rainstorm warning", 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. Instead, the latest time for acceptance of the Offers and the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.
7. 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 (as 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.
8. Acceptance of the Offers would be irrevocable and would not be capable of being withdrawn, subject to the provisions of the Takeovers Code which is administered by the Executive.

Save as mentioned above, if the latest time for acceptance of the Offers and the posting of remittances do 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 jointly notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

All the time and date references contained in this joint announcement refer to Hong Kong time and dates.

**Shareholders, Convertible Noteholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.**

By order of the board of directors  
**WEALTHY PORT HOLDINGS  
LIMITED**  
**Chim Sai Yau Oscar**  
*Sole Director*

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

Hong Kong, 14 April 2020

*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 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 Directors except Mr. Chim) 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 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.*

*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), 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 purposes only