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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) LEVEL OF ACCEPTANCE OF THE OFFERS  
ON THE FURTHER EXTENDED CLOSING DATE;**

**AND**

**(2) LAPSE OF 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**



Reference is made to (i) the composite offer and response document jointly issued by Wealthy Port Holdings Limited (the “**Offeror**”) and Sunway International Holdings Limited (the “**Company**”) dated 14 April 2020 (the “**Composite Document**”) in relation to the Offers; (ii) the announcements issued by the Company dated 27 April 2020 and 4

May 2020 in relation to the change of auditors and inside information of the Company regarding the anonymous letter received by former auditors respectively; (iii) the announcements jointly issued by the Offeror and the Company dated 5 May and 19 May 2020 in relation to the level of acceptance on the first Closing Date and the extension of the Offer Period and the level of acceptance on the Extended Closing Date of the Offers and the further extension of the Offer Period respectively (together, the “**Extension Announcements**”); and (iv) the announcement jointly issued by the Offeror and the Company dated 19 May 2020 in relation to the updated advice of the independent financial adviser in relation to the terms and conditions of the Offers and as to the acceptance of the Offers (collectively, the “**Announcements**”). Unless otherwise defined herein, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document and the Announcements.

### **LEVEL OF ACCEPTANCE AND LAPSE OF THE OFFERS**

As disclosed in the Extension Announcements, as at 4:00 p.m. on Tuesday, 19 May 2020, being the Extended Closing Date, the Offeror had received 18 valid acceptances in respect of a total of 51,795,056 Offer Shares, representing approximately 5.77% of the issued Shares as at the Extended Closing Date.

As at 4:00 p.m. on Tuesday, 2 June 2020, being the Further Extended Closing Date, the Offeror had received 22 valid acceptances in respect of a total of 65,224,156 Offer Shares (taking into account the acceptance in respect of the 51,795,056 Offer Shares on the Extended Closing Date) (the “**Acceptance Shares**”), representing approximately 7.27% of the issued Shares as at the date of this joint announcement.

Immediately prior to 14 April 2020 (being the commencement date of the Offer Period), the Offeror and the parties acting in concert with it were interested in an aggregate of 373,078,531 Shares, representing approximate 41.54% of the issued share capital of the Company.

Save for (a) the 373,078,531 Shares (representing approximately 41.54% of the entire issued share capital of the Company as at the date of this joint announcement) held by the Offeror and the parties acting in concert with it and (b) the Acceptance Shares, neither the Offeror nor any party acting in concert with it (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement date of the Offer Period; (ii) has acquired or agreed to acquire any Shares or rights over Shares during the Offer Period up to and including the date of this joint announcement; or (iii) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and as at the date of this joint announcement.

The Acceptance Shares together with the Shares already owned by the Offeror and parties acting in concert with it, as at the date of this joint announcement, amounted to an aggregate of 438,302,687 Shares, representing approximately 48.81% of the entire issued share capital of the Company.

With reference to the Composite Document, the Share Offer is conditional upon valid acceptances of the Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the first Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide), together with Shares already owned by the Offeror and parties acting in concert with it and acquired before or during the Offers, will result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of the Company (the “**Acceptance Conditions**”). The Convertible Notes Offer is conditional upon the Share Offer becomes or is declared unconditional in all respects.

As the Acceptance Conditions have not yet been fulfilled, the Offers have not become unconditional.

In accordance with Rule 31.1 of the Takeovers Code, where the Offers have not become or been declared unconditional or have lapsed, except with the consent of the Executive, neither the Offeror nor any party acting in concert with it in the course of the Offers, nor any party who is subsequently acting in concert with any of them, may within 12 months from the date on which such Offers are withdrawn or lapse either: (i) announce an offer or possible offer for the Company (including a partial offer which could result in the Offeror holding Shares carrying 30% or more of the voting rights of the Company), or (ii) acquire any voting rights of the Company if the Offeror or parties acting in concert with it would thereby become obliged under Rule 26 of the Takeovers Code to make an offer.

The Offeror announces that there will be no extension or revision of the Offers. The Offeror further announces that, at 4:00 p.m. on 2 June 2020, the Offers closed for acceptance and lapsed.

## **RETURN OF DOCUMENTS**

As the Offers lapsed, the Share certificate(s), certificate(s) of the Convertible Notes and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) received by the Registrar (in the case of Share Offer) and/or the company secretary of the Company (in the case of Convertible Notes Offer) will be returned to the Independent Shareholders and the Convertible Noteholders, as the case maybe, who have accepted the Offers, by ordinary post at such Independent Shareholders’ or Convertible Noteholders’ own risk as soon as possible but in any event within 10 days after the date of this joint announcement.

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, 2 June 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*