

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



SUNWAY INTERNATIONAL HOLDINGS LIMITED

新威國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 58)

DISCLOSEABLE TRANSACTION ACQUISITIONS OF LISTED SECURITIES

THE ACQUISITIONS

Through a series of acquisitions during 15 July 2020 to 24 July 2020, the Acquirer, an indirect wholly-owned subsidiary of the Company, acquired a total 105,000 Smoore International Shares on the open market at an aggregate consideration of approximately HK\$3,611,000 (exclusive of transaction costs). The average price (exclusive of transaction costs) for the Acquisition of each Smoore International Share is approximately HK\$34.39.

LISTING RULES IMPLICATION

Each of the acquisition of the Smoore International Shares by the Acquirer, on a standalone basis, does not constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

One or more than one of the applicable percentage ratios under Chapter 14.07 of the Listing Rules for the Acquisitions, when aggregated with as a whole, exceed 5% but less than 25%. As Such, the Acquisitions, when aggregated as a whole, constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules and are therefore subject to the notification and announcement requirements under the Listing Rules.

THE ACQUISITIONS

Through a series of acquisitions during 15 July 2020 to 24 July 2020, the Acquirer, an indirect wholly-owned subsidiary of the Company, acquired a total 105,000 Smoore International Shares on the open market at an aggregate consideration of approximately HK\$3,611,000 (exclusive of transaction costs). The average price (exclusive of transaction costs) for the Acquisition of each Smoore International Share is approximately HK\$34.39. The price the Acquirer paid for in each transaction was the market price of Smoore International and settled in cash from internal resources of the Group.

As the Acquisitions were made through the open market, the Company is not aware of the identities of the sellers of the Smoore International Shares. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the sellers of Smoore International Shares and their respective ultimate beneficial owners are third parties independent of the Company and connect persons of the Company.

COMPLETION

Settlement for the latest Acquisitions by the Group on 24 July 2020 will take place on the second trading day after the orders regarding such acquisition have been made.

INFORMATION OF SMOORE INTERNATIONAL

Smoore International, a company incorporated in Cayman Islands with limited liability, the shares of which are listed on the Hong Kong Stock Exchange (Stock Code: 6969). Smoore International manufactures and produces closed system vaping devices, self branded open system vaping devices, vaping components, and other products. Smoore International markets its products throughout Hong Kong. The following financial information is extracted from the published prospectus:

	Year Ended 31 December	
	2019	2018
	<i>RMB'000</i>	<i>RMB'000</i>
Revenue	7,610,601	3,433,709
Profit before tax	2,567,051	868,630
Profit after tax	2,173,789	733,952
Net Assets	734,673	968,958

REASONS FOR, AND THE BENEFITS OF, THE ACQUISITION

The principal business activities of the Group are manufacturing and trading of pre-stressed high strength concrete piles, ready-mixed concrete autoclaved sand-lime bricks, aerated concrete products and eco-permeable concrete products and provision of financial services.

The Acquirer is an indirect wholly-owned subsidiary of the Company. It is incorporated in Hong Kong with limited liability and is principally engaged in financial services including investment in securities and acts as an investment holding company.

Given the Acquisitions are in alignment with the Group's principal activities on investment in financial instruments, the Acquisitions allow the Group to increase the return of funds of the Company by capitalizing the opportunities arising from the investment in Smoore International Shares.

As the Acquisitions were made at market price, the Directors are of the view that the Acquisitions were fair and reasonable on normal commercial terms and in the interest of the Company and its shareholders as a whole.

LISTING RULES IMPLICATION

Each of the acquisition of the Smoore International Shares by the Acquirer, on a standalone basis does not constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

One or more than one of the applicable percentage ratios under Chapter 14.07 of the Listing Rules for the Acquisitions, when aggregated with as a whole, exceed 5% but less than 25%. As Such, the Acquisitions, when aggregated as a whole, constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules and are therefore subject to the notification and announcement requirements under the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings.

“Acquirer”	Sunway Financial Management Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Acquisitions”	The acquisitions of Smoore International Shares on the open market of an aggregate of 105,000 Smoore International Shares conducted during 15 July 2020 to 24 July 2020 at an aggregate consideration of approximately HK\$3,611,000 (exclusive of transaction costs)
“Board”	the board of Directors of the Company

“Company”	Sunway International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 58)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Smooore International”	Smooore International Holdings Limited, is a company incorporated in Cayman Islands with limited liability, the shares on which are listed on the Hong Kong Stock Exchange (Stock Code: 6969)
“Smooore International Share(s)”	Ordinary shares of USD0.01 each in the share capital of Smooore International
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By Order of the Board
Sunway International Holdings Limited
Li Chongyang
Executive Director

Hong Kong, 27 July 2020

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Fok Po Tin, 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.

In case of any inconsistency, the English text of this announcement shall prevail over the Chinese.

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

* For identification purpose only