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SUNWAY INTERNATIONAL HOLDINGS LIMITED

新威國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 58)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Sunway International Holding Limited (the “**Company**”) will be held at Unit 1902, Cheung Kong Center, 2 Queen’s Road Central, Central, Hong Kong at 11:00 a.m. on Thursday, 19 November 2020 (in the event that a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at or after 8:00 a.m. on Thursday, 19 November 2020 and/or the Hong Kong Observatory has announced at or before 8:00 a.m. on Thursday, 19 November 2020 that either one of the abovementioned warnings is to be issued within the next two hours, at the same time and place on the second Business Day after Thursday, 19 November 2020 or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon (i) the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Adjusted Shares (as defined below); (ii) compliance with the requirements of section 46(2) of the Companies Act 1981 of Bermuda in respect of the Capital Reduction (as defined below); and (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required to effect the Capital Reorganisation (as defined below), with effect from the second Business Day immediately following the date on which this resolution is passed:
 - (a) every five (5) existing issued and unissued ordinary shares with a par value of HK\$0.10 each (the “**Existing Share(s)**”) in the authorised share capital of the Company be consolidated into one (1) consolidated share with a par value of HK\$0.50 (each a “**Consolidated Share**”) (the “**Share Consolidation**”);

* *For identification purposes only*

- (b) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation be cancelled and the par value of all the then issued Consolidated Shares be reduced from HK\$0.50 each to HK\$0.10 each (the “**Adjusted Shares**”) by cancelling the paid up capital of the Company to the extent of HK\$0.40 on each of the then Consolidated Shares in issue (the “**Capital Reduction**”);
- (c) every authorised but unissued Consolidated Share in the share capital of the Company be sub-divided into five (5) Adjusted Shares with a par value of HK\$0.10 each (the “**Share Subdivision**”);
- (d) all credits arising as a result of the Capital Reduction be transferred to the contributed surplus account of the Company for use by the board of directors of the Company (the “**Directors**”) in any manner permitted by the Companies Act 1981 of Bermuda and the bye-laws of the Company; and
- (e) the Directors be and are hereby authorised to do all such acts and things as they may consider necessary or expedient to give effect to the Share Consolidation, the Capital Reduction, the Share Subdivision, and application of credit arising from the Capital Reduction (together, the “**Capital Reorganisation**”) including but not limited to aggregate and sell all fractional Adjusted Shares to which each shareholder of the Company is otherwise entitled and retain the proceeds for the benefit of the Company.”

ORDINARY RESOLUTION

2. “**THAT** Mr. Fok Po Tin be and is hereby re-elected as an executive Director of the Company.”

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

Hong Kong, 2 November 2020

Principal Place of Business in Hong Kong:
3/F, Mandarin Commercial House
38 Morrison Hill Road
Wanchai, Hong Kong

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

- (1) Business Day means any day (excluding Saturday, Sunday, public holiday and any day on which “black” rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong at 9:00 a.m. on that day) which banks in Hong Kong are generally open for business.
- (2) A member entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his/her behalf. A proxy needs not be a member of the Company.
- (3) In order to be valid, the proxy form completed in accordance with the instructions set out therein, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the SGM (or any adjournment thereof).
- (4) In the case of joint holders of any Share, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (5) The register of members of the Company will be closed from Monday, 16 November 2020 to Thursday, 19 November 2020, both days inclusive, during which period no transfer of Shares will be effected in order to determine the entitlement to attend and vote at the SGM. In order to ensure that the Shareholders are entitled to attend and vote at the Meeting, all transfer documents, together with the relevant share certificates, should be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 13 November 2020 for such purpose.

As at the date of this notice, the board of Directors 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.

PRECAUTIONARY MEASURES FOR SPECIAL GENERAL MEETING

In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the SGM to be held at 11:00 a.m. on Thursday, 19 November 2020 to protect the attending shareholders of the Company (the “**Shareholders**”), staff and other stakeholders from the risk of infection:

- (a) compulsory body temperature checks will be conducted on every Shareholder, proxy and attendee at the entrance of the SGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the SGM venue or be required to leave the SGM venue;
- (b) the Company requests attendees to wear surgical face masks inside the SGM venue at all times;
- (c) no refreshments or drinks will be served; and
- (d) designated seating arrangement will be made so as to ensure appropriate social distancing.

To the extent permitted under law, the Company reserves the right to deny entry into the SGM venue or require any person to leave the SGM venue in order to ensure the safety of the attendees at the SGM.

In the interest of all stakeholders’ health and safety and be consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising voting rights. As an alternative, by using forms of proxy with voting instructions inserted, Shareholders may appoint the Chairman of the SGM as their proxy to vote on the resolution at the SGM instead of attending the SGM in person.