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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Sunway International Holdings Limited (the “**Company**”) will be held with a combination of a physical meeting at 3/F, Mandarin Commercial House, 38 Morrison Hill Road, Wanchai, Hong Kong (the “**Principal Meeting Location**”), and virtual meeting on Wednesday, 15 June 2022 at 11:00 a.m. or any adjournment (the “**AGM**”) for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements of the Company, the report of the directors of the Company (individually, a “**Director**” and collectively, the “**Directors**”) and the independent auditor’s (the “**Auditor**”) report of the Company for the year ended 31 December 2021.
2. (a) (i) To re-elect Mr. Law Chun Choi as an executive director of the Company.
(ii) To re-elect Mr. Lin Jincong as an executive director of the Company.
(iii) To re-elect Mr. Lum Pak Sum as a non-executive director of the Company.
(iv) To re-elect Mr. Wong Yue Kwan Alan as an independent non-executive director of the Company.
- (b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

* *For identification purposes only*

3. To re-appoint the Auditor and to authorise the Board to fix the remuneration of the Auditor.

AS SPECIAL BUSINESS

4. To consider and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions:

(a) **“THAT**

- (i) subject to paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (iv)(aa) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company (the **“Share”**) or securities convertible into Shares, or option, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (aa) a Rights Issue (as defined in paragraph (iv)(bb) of this resolution); or (bb) an exercise of any option granted under any share option scheme (as defined in paragraph (iv)(cc) of this resolution); or (cc) any scrip dividend or other similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (the **“Bye-laws”**); or (dd) an exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares, shall not exceed 20 per cent of the aggregate number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

- (iv) for the purpose of this resolution:
- (aa) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (A) the conclusion of the next annual general meeting of the Company;
 - (B) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda (as amended) or any other applicable law of Bermuda to be held; and
 - (C) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.
 - (bb) “Rights Issue” means an offer of Shares or other equity securities of the Company open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China applicable to the Company).
 - (cc) “share option scheme” means a share option scheme or similar arrangement for the time being, as varied from time to time, adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible persons of rights to acquire Shares.”

(b) “**THAT**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (iii) of this resolution) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws and regulations of Hong Kong and Bermuda, the memorandum of association of the Company, the Bye-laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10 per cent of the aggregate number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (aa) the conclusion of the next annual general meeting of the Company;
 - (bb) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda (as amended) or any applicable law of Bermuda to be held; or
 - (cc) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.”

(c) “**THAT** conditional upon resolution 4(a) and resolution 4(b) as set out in this notice of the AGM (the “**AGM Notice**”) being passed, the aggregate nominal amount of the share capital of the Company which are repurchased by Company under the authority granted pursuant to resolution 4(b) as set out in the AGM Notice (up to a maximum of 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of resolution 4(b) as set out in the AGM Notice) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution 4(a) as set out in the AGM Notice.”

5. To consider and, if thought fit, pass the following resolution as special resolution:

“**THAT** the Company’s New Bye-laws, a copy of which has been produced to the meeting marked “A” and initialed by the Chairman of the AGM, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Bye-laws of the Company with immediate effect after the close of the AGM and **THAT** any Director or the company secretary of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the Company’s New Bye-laws”.

By order of the Board
Sunway International Holdings Limited
Law Chun Choi
Executive Director and Company Secretary

Hong Kong, 13 May 2022

Notes:

- (1) The AGM will be conducted with a combination of a physical meeting at 3/F, Mandarin Commercial House, 38 Morrison Hill Road, Wanchai, Hong Kong, and virtual meeting which can be accessed on a computer, tablet or any browser enabled device. In view of the current COVID-19 situation in Hong Kong and the epidemic controlling measures implemented by the Hong Kong Government, Shareholders and/or their proxies may attend the AGM via the e-Meeting System in which Shareholders may vote and submit questions online. The participation of Shareholders at the AGM conducted via electronic means shall constitute presence at the AGM, and the AGM shall be deemed to take place at the Principal Meeting Location.

Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the AGM) for the proxy to receive the login access code to participate online in the e-Meeting System.

Registered Shareholders will be able to attend the AGM, vote and submit questions online via the designated URL (<https://spot-meeting.tricor.hk>) by using the username and password provided on the letter sent by the Company.

Non-registered holders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the AGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

- (2) All resolutions at the AGM will be decided on a poll. Shareholders will be able to vote by proxy in advance of the AGM. Shareholders who wish to vote on the resolutions at the AGM should appoint the chairman of the AGM as his/her/its proxy to exercise the right to vote at the AGM in accordance with his/her/its instructions. The proxy form has been posted to Shareholders together with this circular. Alternatively, the proxy form can be downloaded from the Company's website at www.hk0058.com. For Shareholders who are not registered Shareholders (e.g. the Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), the Shareholder should consult directly with his/her/its banks or brokers or custodians (as the case may be) for assistance in the appointment of a proxy. The proxy form should be returned to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof.
- (3) Shareholders may submit the questions they may have in advance in relation to any resolution set out in the AGM Notice 5 clear business days before (i.e. 5:00 p.m. on Tuesday, 7 June 2022) the date of the AGM via email to enquiry@58sunway.com, together with the following information: full name, registered address, number of Shares held, Hong Kong identity card number/passport number or company registration number (as the case may be), contact telephone number and email address. Shareholders may also submit questions during the AGM through the e-meeting system. The Company will arrange for as many of the questions to be answered as possible at the AGM.
- (4) 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.
- (5) 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 AGM (or any adjournment thereof).
- (6) The register of members of the Company will be closed from Friday, 10 June 2022 to Wednesday, 15 June 2022, 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 annual general meeting of the Company. 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 Thursday, 9 June 2022 for such purpose.

- (7) An explanatory statement regarding the general mandate for the purchase of Shares sought in resolution 4(b) (as set out in the AGM Notice) is set out in appendix II to the circular of the Company dated 13 May 2022 to the Shareholders of which this notice forms part.
- (8) The meeting will be held as scheduled if an Amber or a Red Rainstorm Warning Signal is in force.

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Law Chun Choi and Mr. Lin Jincong, 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.