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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Sunway International Holdings Limited (the “**Company**”) you should at once hand this circular, together with the accompanying proxy form to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the same or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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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)**

### **I. RE-ELECTION OF THE DIRECTORS; II. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES; AND NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening an annual general meeting of the Company to be held at Unit 1103–06, China Building, 29 Queen’s Road Central, Hong Kong on Friday, 7 June 2024, at 11:00 a.m. or in the event that a “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, at the same time and place on the second Business Day after Friday, 7 June 2024 or any adjournment thereof, at which the proposed resolutions as stated in the aforesaid notice will be considered, is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.hk0058.com](http://www.hk0058.com).

Whether or not you propose to attend the annual general meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before (i.e. 11:00 a.m. on Wednesday, 5 June 2024) the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM should you so wish and in such event the proxy form shall be deemed to be revoked.

\* For identification purpose only

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## DEFINITIONS

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*In this circular, the following words and expressions shall have the following meanings unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at Unit 1103–06, China Building, 29 Queen’s Road Central, Hong Kong on Friday, 7 June 2024, at 11:00 a.m. or in the event that a “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, at the same time and place on the second Business Day after Friday, 7 June 2024 or any adjournment thereof
“AGM Notice”	notice convening the AGM as set out on pages AGM-1 to AGM-5 of this circular
“Board”	board of Directors or a duly authorised committee thereof for the time being
“Business Day”	any day (excluding Saturday, Sunday, public holiday and any day on which a “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
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“close associates”	has the meaning ascribed thereto under the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda, as amended from time to time
“Company”	Sunway International Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company for the time being and from time to time

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## DEFINITIONS

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“General Mandates”	the Share Issue Mandate and the Share Repurchase Mandate
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Ordinary Resolution(s)”	the proposed ordinary resolutions relating to the re-election of Directors and the granting of Share Issue Mandate and Share Repurchase Mandate as referred to in the AGM Notice
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Registrar”	Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, the Hong Kong branch share registrar of the Company
“Resolutions”	the Ordinary Resolutions
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company

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## DEFINITIONS

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“Share Issue Mandate”	the proposed general mandate to be granted to the Directors to permit the allotment and issue of new Shares equal in aggregate up to a maximum of 20% of the aggregate number of shares of the Company in issue as at the date of passing of the relevant resolution granting such mandate
“Share Repurchase Mandate”	the proposed general mandate to be granted to the Directors to permit the repurchase of Shares of up to a maximum of 10% of the aggregate number of shares of the Company in issue as at the date of passing of the relevant Ordinary Resolution granting such mandate
“Shareholder(s)”	holder(s) of Shares, as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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LETTER FROM THE BOARD

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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)**

*Executive Director:*

Mr. Law Chun Choi

*Non-executive Director:*

Mr. Lum Pak Sum

*Independent Non-executive Directors:*

Mr. Choi Pun Lap

Mr. Yu Shui Sang Bernard

Mr. Wong Yue Kwan Alan

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Principal place of business*

*in Hong Kong:*

3/F, Mandarin Commercial House

38 Morrison Hill Road

Wanchai, Hong Kong

26 April 2024

*To the Shareholders*

Dear Sir/Madam,

**PROPOSAL FOR**

**I. RE-ELECTION OF THE DIRECTORS;**

**II. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES;**

**AND**

**NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the AGM Notice and the information regarding the Resolutions that will be proposed at the AGM for the Shareholders to consider and, if thought fit, to (a) re-elect the Directors; and (b) grant the General Mandates and the extension of the Share Issue Mandate to the Directors.

\* For identification purposes only

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## LETTER FROM THE BOARD

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### **2. PROPOSED RE-ELECTION OF THE DIRECTORS**

As at the Latest Practicable Date, the Board comprises one executive Director, namely 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. Yu Shui Sang Bernard and Mr. Wong Yue Kwan Alan.

Pursuant to Bye-law 108(A) and code provision A.4.2 of Appendix 14 to the Listing Rules, at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The retiring Director(s) shall be eligible for re-election. Accordingly, Mr. Law Chun Choi, and Mr. Lum Pak Sum shall retire from office by rotation at the AGM. Mr. Law Chun Choi and Mr. Lum Pak Sum, being eligible, will offer themselves for re-election at the AGM.

Bye-law 113 provides that no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless a notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall be lodged at the principal place of business of the Company in Hong Kong at 3/F, Mandarin Commercial House, 38 Morrison Hill Road, Wanchai, Hong Kong for at least seven (7) clear days before the date of the general meeting and the period for lodgement of such notices shall commence no earlier than the day immediately after the despatch of the notice of the general meeting appointed for such election and shall be at least seven (7) clear days in length.

Brief biographical details of all the Directors proposed to be re-elected are set out in Appendix I to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the printing of this circular, the Company will issue an announcement and/or a supplementary circular to inform Shareholders of the details of the additional candidate proposed.

### **3. PROPOSED GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 2 June 2023, resolutions were passed granting the Directors a general mandate to allot, issue or deal with additional Shares up to a maximum of 20% of the aggregate number of the issued Shares at the date of such meeting and a general mandate to repurchase on the Stock Exchange up to 10% of the aggregate number of the issued Shares at the date of such meeting. The general mandate to allot, issue and deal with Shares was extended by an amount representing the aggregate number of the Shares so repurchased. Such

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## LETTER FROM THE BOARD

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mandates will expire at the conclusion of the AGM. It is therefore proposed that the Company will seek the approval of the Shareholders of the relevant resolutions proposed at the AGM in respect of the renewal of the respective general mandates to issue, allot and deal with the Shares and to repurchase the Shares.

At the AGM, the Ordinary Resolutions will be proposed that the Directors be given the General Mandates. In addition, an Ordinary Resolution will also be proposed at the AGM providing that any Shares repurchased under the Share Repurchase Mandate (up to a maximum of 10% of the aggregate number of the issued Shares as at the date of the grant of the Share Repurchase Mandate) will be added to the total number of the Shares which may be allotted and issued under the Share Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 179,600,000 Shares.

Each of the General Mandates will continue in force 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 or any other applicable law of Bermuda to be held; and
- c. the date on which any such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required under the Listing Rules to be given to the Shareholders is set out in Appendix II to this circular. The information in the explanatory statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant the Share Repurchase Mandate to the Directors.

#### **4. AGM**

At the AGM, Resolutions will be proposed to:

- a. re-elect Mr. Law Chun Choi as an executive Director;
- b. re-elect Mr. Lum Pak Sum as a non-executive Director;
- c. grant the Share Issue Mandate to the Directors;

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## LETTER FROM THE BOARD

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- d. grant the Share Repurchase Mandate to the Directors; and
- e. extend the Share Issue Mandate by adding to it the number of the Shares repurchased under the Share Repurchase Mandate.

In accordance with Rule 13.39(4) of the Listing Rules and Bye-law 73(1), all the resolutions proposed at the AGM will be voted on by way of poll except where the chairman of the AGM, in good faith, decide to allow a resolution which relates purely to procedural or administrative matter to be voted on by a show of hands. On a poll, subject to any special rights or restrictions as to voting for the time being attached to any Shares by or in accordance with the Bye-laws, every Shareholder present in person (or being a corporation, is present by its duly authorised representative) and having voted by proxy in advance of the AGM, or by proxy shall have one vote for every fully paid Share of which he/she/it is the holder.

A proxy form is enclosed for your use at the AGM. You are requested to complete and return the proxy form to the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible, but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of a proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event the proxy form shall be deemed to be revoked.

After closure of the AGM, the Company will publish an announcement in respect of the poll results on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.hk0058.com>) respectively.

### **5. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

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## LETTER FROM THE BOARD

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### 6. RECOMMENDATION

The Directors believe that (i) the proposed re-election of the Directors; and (ii) granting of the General Mandates and extension of the Share Issue Mandate are all in the interests of the Company and the Shareholders as a whole, and recommend you to vote in favour of the Resolutions at the AGM. The Directors will exercise their voting rights in respect of all of their shareholdings (if any) in favour of the Resolutions.

### 7. GENERAL

Your attention is also drawn to the Appendix I to this circular which set out the biographical details of the Directors to be re-elected at the AGM and the Appendix II which provides an explanatory statement on the proposed Share Repurchase Mandate in accordance with the Listing Rules.

Yours faithfully,  
For and on behalf of the Board  
**Law Chun Choi**  
*Executive Director and Company Secretary*

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## APPENDIX I BIOGRAPHICAL DETAILS OF THE RE-ELECTING DIRECTORS

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*The biographical details of the Directors eligible for re-election at the AGM are set out below:*

**Mr. Law Chun Choi**, aged 63, joined the Company on 28 May 2019. He is a practising and fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Chartered Governance Institute and the Chartered Governance Institute. He was also awarded the Chartered Governance Professional by the Hong Kong Chartered Governance Institute and the Chartered Governance Institute in 2018. Mr. Law graduated from The Hong Kong Polytechnic University with a Postgraduate Diploma in Corporate Administration and Professional Diploma in Accountancy in 2000 and 1984 respectively. In addition, he has more than 30 years of working experience in financial and corporate management.

Other than being the company secretary of the Company, Mr. Law is also the director of Topping Gain International Limited, an indirectly wholly owned subsidiary of the Company.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Law had not been a director in any public company the securities of which are listed on any securities market in Hong Kong or overseas over the past three years and does not have any other major appointments and professional qualifications.

Mr. Law has entered into a service contract with the Company commencing from 28 May 2019, and he is subject to re-election in accordance with the articles of association of the Company. He is entitled to a basic salary of HK\$780,000 per annum. The emoluments of Mr. Law are determined by the Board with the recommendation of the remuneration committee of the Board with reference to the prevailing market situation and his duties and responsibilities within the Company.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Law does not have any other relationships with any Directors, senior management, substantial or controlling shareholders of the Company, nor any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Mr. Law that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Law that needs to be brought to the attention of the Shareholders.

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## APPENDIX I BIOGRAPHICAL DETAILS OF THE RE-ELECTING DIRECTORS

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**Mr. Lum Pak Sum**, aged 62, joined the Company on 28 May 2019 and possesses over 20 years of working experience in the money market and capital market. He has been a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants since 1996 and 1993 respectively. He obtained a master's degree in business administration from The University of Warwick in 1994 and a bachelor's degree in laws from University of Wolver Hampton in 2002.

Mr. Lum has been an independent non-executive director of i-Control Holdings Limited (stock code: 1402) since May 2015; independent non-executive director of Kwan On Holdings Limited (stock code: 1559) since August 2016 and independent non-executive director of Anxian Yuan China Holdings Limited (stock code: 0922) since May 2017.

Mr. Lum was an independent non-executive director of TATA Health International Holdings Limited (stock code: 1255) from June 2017 to June 2021; independent non-executive director of China Asia Valley Group Limited (stock code: 0063) from September 2019 to June 2021; independent non-executive director of Great China Holdings (Hong Kong) Limited (stock code: 0021) from August 2007 to June 2023 and independent non-executive director of Imperial Pacific International Holdings Limited (stock code: 1076) from October 2023 to April 2024.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Lum had not been a director in any public company the securities of which are listed on any securities market in Hong Kong or overseas over the past three years and does not have any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Lum has entered into a service contract with the Company commencing from 28 May 2019, and he is subject to re-election in accordance with the articles of association of the Company. He is entitled to a basic salary of HK\$325,000 per annum. The emoluments of Mr. Lum are determined by the Board with the recommendation of the remuneration committee of the Board with reference to the prevailing market situation and his duties and responsibilities within the Company.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Lum does not have any other relationships with any Directors, senior management, substantial or controlling shareholders of the Company, nor any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Mr. Lum that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there any other matters concerning Mr. Lum that needs to be brought to the attention of the Shareholders.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide certain information to you for your consideration of the Share Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, there was a total of 179,600,000 Shares in issue.

Subject to the passing of the resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased following the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to repurchase a maximum of 17,960,000 Shares during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of Bermuda or the Bye-laws to be held or when revoked or varied by an ordinary resolution of the Shareholders in general meeting.

### **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to seek the Share Repurchase Mandate from the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

### **3. FUNDING OF REPURCHASES**

Repurchases made pursuant to the Share Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Bye-laws and the applicable laws and regulations of Bermuda.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Share Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date:

Month	Per Share	
	Highest	Lowest
	trading price <i>HK\$</i>	trading price <i>HK\$</i>
<b>2023</b>		
April	0.113	0.112
May	0.105	0.084
June	0.095	0.080
July	0.080	0.074
August	0.086	0.078
September	0.091	0.073
October	0.073	0.073
November	0.095	0.073
December	0.074	0.074
<b>2024</b>		
January	0.074	0.072
February	0.078	0.060
March	0.078	0.064
April (up to and including the Latest Practicable Date)	0.073	0.084

#### 5. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company, if the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws and regulations of Hong Kong and Bermuda and the Company's memorandum of association and the Bye-laws.

The Company has not been notified by any core connected person (as defined in the Listing Rules) that such a person has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Share Repurchase Mandate is approved by the Shareholders.

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, the following Shareholders are interested in 5% or more of the issued Shares as recorded in the register of interests in shares and short positions of the Company under Section 336(1) of Part XV of the SFO:

<b>Name</b>	<b>Capacity</b>	<b>Number of Shares held</b>	<b>Approximate % of interest held</b>
Wealthy Port Holdings Limited ( <i>Note 1</i> )	Beneficial owner	73,693,706	41.03%
Business Century Investments Limited ( <i>Note 2</i> )	Beneficial owner	12,873,166	7.17%
Everun Oil Co., Limited ( <i>Note 3</i> )	Beneficial owner	17,316,200	9.64%

*Notes:*

1. These 73,693,706 Shares are directly held by Wealthy Port Holdings Limited, a company wholly owned by Mr. Chim Sai Yau, Oscar. Under the SFO, Mr. Chim Sai Yau, Oscar is deemed to be interested in all the Shares held by Wealthy Port Holdings Limited.
2. These 12,873,166 Shares are directly held by Business Century Investments Limited, a company wholly owned by Ms. Xie Guilin. Under the SFO, Ms. Xie Guilin is deemed to be interested in all the Shares held by Business Century Investments Limited.
3. These 17,316,200 Shares are directly held by Everun Oil Co., Limited, a company wholly owned by Mr. Chen Jingan. Under the SFO, Mr. Chen Jingan is deemed to be interested in all the Shares held by Everun Oil Co., Limited.

The Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase made under the Share Repurchase Mandate.

Currently, the Directors have no intention to exercise the Share Repurchase Mandate to the extent that it will trigger the obligation under Rule 26 of the Takeovers Code to make a mandatory offer nor to such extent as to reduce the amount of Shares held by the public to less than 25%.

#### **6. SHARE REPURCHASES MADE BY THE COMPANY**

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months ended immediately preceding the Latest Practicable Date.



**SUNWAY INTERNATIONAL HOLDINGS LIMITED**

**新威國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 58)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Sunway International Holdings Limited (the “**Company**”) will be held at Unit 1103–06, China Building, 29 Queen’s Road Central, Hong Kong on Friday, 7 June 2024 at 11:00 a.m. or in the event that a “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, at the same time and place on the second Business Day (as defined in Note (1) below) after Friday, 7 June 2024 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 2023.
2. (a) (i) To re-elect Mr. Law Chun Choi as an executive director of the Company.  
  
(ii) To re-elect Mr. Lum Pak Sum as a 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.
3. To re-appoint the Auditor and to authorise the Board to fix the remuneration of the Auditor.

\* For identification purposes only

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## AGM NOTICE

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### 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;

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## AGM NOTICE

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- (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;

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## AGM NOTICE

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- (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.”

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

Hong Kong, 26 April 2024

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## AGM NOTICE

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*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 AGM 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the AGM (or any adjournment thereof).
- (4) In the case of joint holders of any Share, any one of such joint holders may vote at the AGM, 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 Tuesday, 4 June 2024 to Friday, 7 June 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 3 June 2024 for such purpose.
- (6) 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 26 April 2024 to the Shareholders of which this notice forms part.
- (7) Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM should you so wish and in such event the proxy form shall be deemed to be revoked.
- (8) The meeting will be held as scheduled if an Amber or a Red Rainstorm Warning Signal is in force.
- (9) ***There will be no food and beverage service and no distribution of gifts at the AGM.***

*As at the date of this notice, the Board comprises one executive Director, namely, 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. Yu Shui Sang Bernard and Mr. Wong Yue Kwan Alan.*