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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)**

### **DISCLOSEABLE TRANSACTION ACQUISITIONS OF LISTED SECURITIES**

Reference is made to the announcement of the Company of 20 October 2020 regarding the acquisitions of listed securities. The discloseable transaction should have taken effect on 31 August 2020.

#### **THE ACQUISITIONS**

Through a series of acquisitions during 18 August 2020 to 31 August 2020, the Acquirer, an indirect wholly-owned subsidiary of the Company, acquired a total 796,000 Vobile Group Shares on the open market at an aggregate consideration of approximately HK\$3,974,000 (exclusive of transaction costs). The average price (exclusive of transaction costs) for the Acquisition of each Vobile Group Share is approximately HK\$4.99.

#### **LISTING RULES IMPLICATION**

Each of the acquisition of the Vobile Group 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, is more than 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.

However, due to inadvertent oversight, the Acquisition has not been notified and announced by the Company in a timely manner in accordance with the Listing Rules which constituted a breach of Chapter 14 of the Listing Rules at the material time.

Reference is made to the announcement of the Company of 20 October 2020 regarding the acquisitions of listed securities. The discloseable transaction should have taken effect on 31 August 2020.

## **THE ACQUISITIONS**

Through a series of acquisitions during 18 August 2020 to 31 August 2020, the Acquirer, an indirect wholly-owned subsidiary of the Company, acquired a total 796,000 Vobile Group Shares on the open market at an aggregate consideration of approximately HK\$3,974,000 (exclusive of transaction costs). The average price (exclusive of transaction costs) for the Acquisition of each Vobile Group Share is approximately HK\$4.99. The price the Acquirer paid for in each transaction was the market price of Vobile Group 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 Vobile Group Shares. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the sellers of Vobile Group Shares and their respective ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.

## **COMPLETION**

Settlement for the latest Acquisitions by the Group on 31 August 2020 will take place on the second trading day after the orders regarding such acquisition have been made.

## **INFORMATION OF VOBILE GROUP**

Vobile Group, a company incorporated in Cayman Islands with limited liability, the shares of which are listed on the Hong Kong Stock Exchange (Stock Code: 3738). Vobile Group is the premier, trusted provider for protecting, measuring and monetizing online video content. The company creates cutting-edge technology solutions for content owners and distributors through its best-in-class SaaS platform. The following financial information is extracted from the published annual report:

	<b>Year Ended 31 December</b>	
	<b>2019</b>	<b>2018</b>
	<i>USD'000</i>	<i>USD'000</i>
Revenue	18,781	15,225
Loss before tax	8,061	2,524
Loss after tax	6,190	2,502
Net Assets	35,117	43,833

## **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 Vobile Group 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 Vobile Group 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, exceeds 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.

However, due to inadvertent oversight, the Acquisition has not been notified and announced by the Company in a timely manner in accordance with the Listing Rules which constituted a breach of Chapter 14 of the Listing Rules at the material time.

### **REMEDIAL ACTION**

To prevent the occurrence of similar non-compliance incident involving the financial assets in the future and to comply with the requirements under the Listing Rules, the Company has taken or will take the following remedial actions:

- (i) the Company has published this announcement to inform the Shareholders of the details of the Acquisitions which should have been disclosed on 31 August 2020;
- (ii) the Company will calculate the size test every time and promptly when any transactions take place;
- (iii) the Company will instruct the investment committee to prepare summary report on securities transactions and report to the Board on a timely basis for review;
- (iv) the Board will reiterate that the chairman of investment committee is responsible for the appropriate disclosure in accordance with the Listing Rules; and
- (v) the Company will further consult external legal advisers, financial advisers and/or the Stock Exchange in case of any doubt on notifiable transactions.

## 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 Vobile Group Shares on the open market of an aggregate of 796,000 Vobile Group Shares conducted during 18 August 2020 to 31 August 2020 at an aggregate consideration of approximately HK\$3,974,000 (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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vobile Group”	Vobile Group 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: 3738)

“Vobile Group Shares” Ordinary shares of USD0.0001 each in the share capital of Vobile Group

“%” per cent

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

Hong Kong, 23 October 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*