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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)

POLL RESULTS OF SPECIAL GENERAL MEETING HELD ON 19 NOVEMBER 2020 AND EFFECTIVE DATE OF THE CAPITAL REORGANISATION

References are made to the circular (the “**Circular**”) of Sunway International Holdings Limited and the SGM Notice both dated 2 November 2020. Capitalised terms used in this announcement shall have the same meanings as defined in the Circular, unless the context requires otherwise.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the special resolution and ordinary resolution (the “**Resolutions**”) as set out in the notice of the SGM (the “**Notice**”) was duly passed at the SGM held on 19 November 2020 by the Shareholders by way of poll. The poll results in respect of the Resolutions are as follows:

Resolutions	Number of Shares voted (%)		
	For	Against	Total
Special Resolution			
1. To approve the Capital Reorganisation (<i>Note</i>)	368,489,151 (99.9999%)	5 (0.0001%)	368,489,156 (100.0000%)
Ordinary Resolution			
2. To approve the re-election of Mr. Fok Po Tin as an executive Director of the Company	368,489,156 (100.0000%)	0 (0.0000%)	368,489,156 (100.0000%)

Note: Please refer to the Notice for the full version of this Resolution.

Tricor Tengis Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for the poll at the SGM.

As at the date of the SGM, the total number of issued Shares of the Company was 898,000,000 Shares, which was the total number of Shares entitling the holders to attend and vote for or against all the Resolutions at the SGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the Resolutions at the SGM as set out in Rule 13.40 of the Listing Rules and no Shareholders or their associates were required under the Listing Rules and the Bye-laws to abstain from voting on the Resolutions at the SGM.

There were no restrictions on any Shareholders to cast votes on any of the Resolutions at the SGM and none of the Shareholders have stated in the Circular their intention to vote against or to abstain from voting on any of the Resolutions at the SGM.

As not less than 75% of the votes were casted in favour of the resolution 1, resolution 1 was duly passed as a special resolution of the Company. As more than 50% of the votes were casted in favour of the resolution 2, resolution 2 was duly passed as an ordinary resolution of the Company.

EFFECTIVE DATE OF THE CAPITAL REORGANISATION

As all conditions of the Capital Reorganisation set out in the Circular have been fulfilled following the passing of the special resolution at the SGM, the Capital Reorganisation will become effective on Monday, 23 November 2020.

EXCHANGE OF SHARE CERTIFICATES

Shareholders may during the period from Monday, 23 November 2020 to Wednesday, 30 December 2020 (both days inclusive) submit existing share certificates in the colour of green for the Existing Shares to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for exchange for new share certificates in the colour of red for the Adjusted Shares at the expense of the Company. Thereafter, certificates of the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Adjusted Shares, whichever is higher.

After 4:10 p.m. on Monday, 28 December 2020, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for certificates for Adjusted Shares at any time but will not be accepted for delivery, trading and settlement purposes.

ARRANGEMENTS ON ODD LOT TRADING

In order to facilitate the trading of odd lots (if any) of the Adjusted Shares, the Company has appointed Kingston Securities Limited as the designated broker to match the purchase and sale of odd lots of the Adjusted Shares, on a best efforts basis, at the relevant market price per Adjusted Share for the period from Monday, 7 December 2020 to Monday, 28 December 2020 (both dates inclusive). Shareholders who wish to use this matching service may contact Mr. James Lee of Kingston Securities Limited at 72/F, The Center, 99 Queen's Road Central, Central, Hong Kong or at telephone number 2298 6228 during office hours of such period. Holders of odd lots of the Adjusted Shares should note that the matching of the sale and purchase of odd lots of the Adjusted Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Shareholders and potential investors should refer to the section headed "Expected timetable" in the Circular for the dates and times in relation to the arrangement of odd lot trading and exchange of share certificates in connection with the Capital Reorganisation.

ADJUSTMENTS TO THE CONVERTIBLE NOTES

Pursuant to the terms and conditions of the Convertible Notes, the conversion price and the number of conversion Shares upon conversion of the Convertible Notes will be adjusted respectively as a result of the Capital Reorganisation. Details of the relevant adjustments are set out below:

Before Capital Reorganisation becoming effective		After Capital Reorganisation becoming effective	
Conversion price per Share	Number of conversion Shares (in Existing Shares of HK\$0.10 each) (approximately)	Conversion price per Share	Number of conversion Shares (in Adjusted Shares of HK\$0.10 each) (approximately)
HK\$1.83	16,393,442	HK\$9.15	3,278,688

Save for the above adjustments, all other terms and conditions of the Convertible Notes remain unchanged.

The aforesaid adjustments in relation to the Convertible Notes have been confirmed by the independent accountants in accordance with the terms and conditions of the instruments constituting the Convertible Notes. The aforesaid adjustments in relation to the Convertible Notes shall take effect on Monday, 23 November 2020, the effective date of the Capital Reorganisation.

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

Hong Kong, 19 November 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.

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

** For identification purpose only*