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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 FURTHER DISPOSAL OF LISTED SECURITIES

THE SECOND DISPOSAL

Reference is made to the announcement of the Company dated 8 December 2020 in relation to the disposal of an aggregate of 279,000 Vobile Group Shares by the Seller, an indirect wholly-owned subsidiary of the Company, in a series of disposals between 20 August 2020 and 7 December 2020. The Board announces that the Seller further disposed an aggregate of 255,000 Vobile Group Shares in a series of transactions during 18 December 2020 to 13 April 2021 on the open market at an aggregate consideration of approximately HK\$5,575,000 (exclusive of transaction costs). The average selling price (exclusive of transaction costs) for the Second Disposal of each Vobile Group Share is approximately HK\$21.86.

LISTING RULES IMPLICATION

Since the Second Disposal was conducted within 12 months of the completion of the First Disposal, the First Disposal and the Second Disposal were required to be aggregated as a series of transactions pursuant to Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio calculated pursuant to Chapter 14 of the Listing Rules in respect of each of (i) the Second Disposal (standing alone); and (ii) the First Disposal and the Second Disposal (in aggregate) exceeds 5% but less than 25%, each of (i) the Second Disposal (standing alone); and (ii) the First Disposal and the Second Disposal (in aggregate) constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements, but is exempt from the circular and Shareholders' approval requirements, under Chapter 14 of the Listing Rules.

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Reference is made to the announcement of the Company dated 8 December 2020 in relation to the disposal of an aggregate of 279,000 Vobile Group Shares by the Seller, an indirect wholly-owned subsidiary of the Company, in a series of disposals between 20 August 2020 and 7 December 2020. The Board announces that the Seller further disposed an aggregate of 255,000 Vobile Group Shares in a series of transactions during 18 December 2020 to 13 April 2021 on the open market at an aggregate consideration of approximately HK\$5,575,000 (exclusive of transaction costs). The average selling price (exclusive of transaction costs) for the Second Disposal of each Vobile Group Share is approximately HK\$21.86.

As the Second Disposal was made through the open market, the Company is not aware of the identities of the buyers of the Vobile Group Shares. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the buyers 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 Disposals by the Group on 13 April 2021 will take place on the second trading day after the orders regarding such disposals 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 audited results announcement:

	Year Ended 31 December	
	2020	2019
	USD'000	USD'000
Revenue	43,874	18,781
Profit/(loss) before tax	8,667	(8,081)
Profit/(loss) after tax	10,479	(6,210)
Net Assets	101,757	35,097

REASONS FOR THE SECOND DISPOSAL

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.

The Seller 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.

As a result of the Second Disposal, the Group is expected to recognise a gain of approximately HK\$4,202,000.

As the Second Disposal was made at market price, the Directors are of the view that the Second Disposal was fair and reasonable on normal commercial terms and in the interest of the Company and its shareholders as a whole.

LISTING RULES IMPLICATION

Since the Second Disposal was conducted within 12 months of the completion of the First Disposal, the First Disposal and the Second Disposal were required to be aggregated as a series of transactions pursuant to Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio calculated pursuant to Chapter 14 of the Listing Rules in respect of each of (i) the Second Disposal (standing alone); and (ii) the First Disposal and the Second Disposal (in aggregate) exceeds 5% but less than 25%, each of (i) the Second Disposal (standing alone); and (ii) the First Disposal and the Second Disposal (in aggregate) constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements, but is exempt from the circular and Shareholders' approval requirements, under Chapter 14 of the Listing Rules

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings.

“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
“First Disposal”	The disposal of Vobile Group Shares on the open market of an aggregate of 279,000 Vobile Group Shares conducted during 20 August 2020 to 7 December 2020 at an aggregate consideration of approximately HK\$2,555,000 (exclusive of transaction costs)
“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
“Second Disposal”	The disposal of Vobile Group Shares on the open market of an aggregate of 255,000 Vobile Group Shares conducted during 18 December 2020 to 13 April 2021 at an aggregate consideration of approximately HK\$5,575,000 (exclusive of transaction costs)
“Seller”	Sunway Financial Management Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“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, 14 April 2021

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. Yu Shui Sang Bernard 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