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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)

**INSIDE INFORMATION
RE-DESIGNATION OF DIRECTOR
CHANGE OF COMPANY SECRETARY AND
AUTHORISED REPRESENTATIVE
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGE OF COMPOSITION OF BOARD COMMITTEES**

References are made to the announcements of the Company dated 24 and 27 July 2018.

The Board announces that Mr. Leung has been released on bail without being charged and he continues to assist in the ICAC investigation.

The Board announces that with effect from 31 July 2018, Mr. Lam will be re-designated from an independent non-executive Director to an executive Director.

The Board further announces that (1) Mr. Leung has resigned as the company secretary of the Company and ceased to be an authorised representative of the Company for the purpose of Rule 3.05 of the Listing Rules; and (2) Mr. Lam has been appointed: (a) as the chief financial officer of the Company; (b) as the company secretary of the Company; and(c) as an authorised representative of the Company in place of Mr. Leung for the purpose of Rule 3.05 of the Listing Rules, all with effect from 31 July 2018.

The Board further announces that Mr. Ng has been appointed as an independent non-executive Director of the Company (in place of Mr. Lam), with effect from 31 July 2018.

The Board further announces that (1) Mr. Leung has resigned as a member of each of the remuneration committee and the nomination committee of the Company; (2) Mr. Lam has resigned as the chairman of the audit committee of the Company; (3) Mr. Lam has been appointed as the member of the remuneration committee; (4) Mr. Ng has been appointed as the chairman of each of the audit committee and the remuneration committee and a member of the nomination committee of the Company ,with effect from 31 July 2018.

References are made to the announcements of the Company dated 24 and 27 July 2018. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the announcements of the Company dated 24 and 27 July 2018.

INSIDE INFORMATION

The Board announces that Mr. Leung Chi Fai (“**Mr. Leung**”) has been released on bail without being charged and he continues to assist in the ICAC investigation.

RE-DESIGNATION OF DIRECTOR

The Board further announces that with effect from 31 July 2018, Mr. Lam Kai Yeung (“**Mr. Lam**”) will be re-designated from an independent non-executive director of the Company to an executive Director.

Mr. Lam, aged 49, is a fellow of the Association of Chartered Certified Accountants and a fellow of the Hong Kong Institute of Certified Public Accountants and Certified DealMaker in China. Mr. Lam obtained a bachelor degree of accounting from Xiamen University in July 1990 and a master degree in business administration from Oxford Brookes University in the United Kingdom in July 2010. Mr. Lam is a licensed person for Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“**SFO**”).

Mr. Lam is an independent non-executive director of Starrise Media Holdings Limited (formerly known as Silverman Holdings Limited) (stock code: 1616), a company listed on the Main Board of the Stock Exchange, since June 2012; an executive

director of Hua Long Jin Kong Company Limited (formerly known as Highlight China IoT International Limited) (stock code: 1682), a company listed on the Main Board of the Stock Exchange, since June 2017; an independent non-executive director of Finsoft Financial Investment Holdings Limited (stock code: 8018), a company listed on GEM operated by the Stock Exchange, since June 2015; an independent non-executive director of Holly Futures Co., Ltd. (stock code: 3678), a company listed on the Main Board of the Stock Exchange, since June 2015; an independent non-executive director of Kong Shum Union Property Management (Holding) Limited (stock code: 8181), a company listed on GEM operated by the Stock Exchange, since October 2015; an independent non-executive director of Kin Shing Holdings Limited (stock code: 1630), a company listed on the Main Board of the Stock Exchange, since May 2017. Mr. Lam joined the Company on 20 May 2015 as an independent non-executive Director, ceased to be an independent non-executive Director on 4 June 2015 and re-appointed by the Company as an independent non-executive Director on 23 October 2015. As at the date of this announcement, Mr. Lam is beneficially interested in 1,000,000 underlying Shares in respect of share options granted to him under the share option scheme of the Company adopted on 17 June 2016.

As at the date of this announcement, save as disclosed above, Mr. Lam: (1) has not previously held any position with the Company or any of its subsidiaries; (2) has not have any other directorships in any listed public companies in the last three years; (3) was not connected with any Directors, senior management or substantial shareholders (having the meaning ascribed to it under the Listing Rules) or controlling shareholders (having the meaning ascribed to it under the Listing Rules) of the Company; and (4) did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Lam entered into a letter of appointment with the Company on 20 May 2015. Due to the re-designation above-mentioned, Mr. Lam will enter into a service agreement with the Company regarding his appointment as an executive Director for an initial term of three years commencing from 31 July 2018 (the “**Commencement Date**”) which will continue thereafter until terminated by not less than three months’ notice in writing served by either party the other. Under the service agreement, Mr. Lam is entitled to a remuneration of HK\$80,000 per month for the first 3 months from the Commencement Date. For the period from the 4th month to the 6th month from the Commencement Date, he is entitled to a remuneration of HK\$100,000 per month. From the 7th month from the Commencement Date onwards, he is entitled to a remuneration of HK\$125,000 per month. The said remunerations are determined by

the Board with reference to the duties and responsibilities as well as prevailing market rates.

Save as disclosed above, the Directors are not aware of any other matters regarding the redesignation of Mr. Lam that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”), and there is no information to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE UNDER THE LISTING RULES

The Board further announces that Mr. Leung has resigned as the company secretary of the Company and ceased to be an authorised representative of the Company for the purpose of Rule 3.05 of the Listing Rules (an “**Authorised Representative**”), both with effect from 31 July 2018. Notwithstanding, Mr. Leung will remain as an executive Director, but his executive duties have been temporarily suspended.

The Board further announces that Mr. Lam has been appointed: (1) as the chief financial officer of the Company; (2) as the company secretary of the Company; and (3) as an Authorised Representative of the Company in place of Mr. Leung, all with effect from 31 July 2018.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board further announces that Mr. Ng Yuk Lam (“Mr. Ng”) has been appointed as an independent non-executive Director of the Company (in place of Mr. Lam), with effect from 31 July 2018.

Mr. Ng, 61. He graduated from The Chinese University of Hong Kong in December 1982 and obtained Bachelor of Business Administration (majoring in Accounting), in November 1992 he obtained diploma of Computing from Deakin University, in October 1994, he obtained China Law certificate from Renmin University, and in April 2002 obtained Master of Science in Computer Science from Victoria University of Technology. Mr. Ng has over 30 years finance management and audit experience.

Taking into consideration of Mr. Ng’s background and qualifications, the Board of Directors consider that Mr. Ng is suitable to act as an independent non-executive Director pursuant to Rules 3.08 and 3.09 of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”).

Save as disclosed above and as at the date of this announcement, Mr. Ng does not hold any other positions with the Company or other members of the Group and does not hold any other directorship in any listed company in the last three years or does not hold any other major appointment and qualifications.

As at the date of this announcement, Mr. Ng has no relationships with any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the date of this announcement, Mr. Ng does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Ng has entered into the appointment letter with the Company, pursuant to which the Director's fee of Mr. Ng will be HK\$240,000 per annum which is determined based on the company financial performance and his time to be devoted to the Company. Mr. Ng has been appointed for a term of three years commencing on 31 July 2018 and will hold office until the next following general meeting of the Company and shall then be eligible for re-election at that meeting in accordance with the bye-laws of the Company (the "**Bye-laws**"). Mr. Ng is subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules.

Save as disclosed above, to the best knowledge of the Board, there is no further information which is required to be disclosed pursuant to the requirements under Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters relating to the appointment of Mr. Ng that need to be brought to the attention of the Shareholders.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board further announces that (1) Mr. Leung has resigned as a member of each of the remuneration committee and the nomination committee of the Company; (2) Mr. Lam has resigned as the chairman of the audit committee of the Company; (3) Mr. Lam has been appointed as the member of the remuneration committee; (4) Mr. Ng has been appointed as the chairman of each of the audit committee and remuneration committee and a member of the nomination committee of the Company, with effect from 31 July 2018.

Mr. Leung has confirmed that there is no disagreement between himself and the

Board and that there are no matters with respect to his resignation as a member of each of the remuneration committee and the nomination committee of the Company, the company secretary and cessation as an Authorised Representative of the Company that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to extend its warm welcome Mr. Ng to join the Company.

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

Hong Kong, 31 July 2018

As at the date of this announcement, the Board comprises four executive Directors, namely, and Mr. Li Chongyang, Ms. Qi Jiao, Mr. Lam Kai Yeung and Mr. Leung Chi Fai (executive duties suspended), two non-executive Director, namely Mr. Huang Weidong (Chairman), Mr. Liu Chenli and three independent non-executive Directors, namely, Mr. Cong Yongjian , Dr. Lam Huen Sum and Mr. Ng Yuk Lam .

Website: <http://www.irasia.com/listco/hk/sunway/index.htm>

* For identification purpose only