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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)**

### **PROPOSED ADOPTION OF NEW BYE-LAWS**

This announcement is made by Sunway International Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

#### **PROPOSED AMENDMENTS TO THE BYE-LAWS**

In order to bring the bye-laws of the Company (the “**Existing Bye-laws**”) in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules and the Corporate Governance Code, the board of the directors (the “**Directors**”) of the Company (the “**Board**”) proposes to make the following amendments (the “**Proposed Amendments**”) to the Existing Bye-laws by adopting a new set of amended and restated bye-laws (the “**New Bye-laws**”) in substitution for, and to the exclusion of, the Existing Bye-laws.

The major areas of the Proposed Amendments that will be incorporated in the New Bye-laws are summarized below:

1. to specify the timing for the members of the public to inspect the register of members of the Company and the power of the Board in respect of the closure of the register of members;
2. to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year;

3. to provide that an annual general meeting must be called by notice in writing of not less than twenty-one (21) clear days and all other general meetings (including a special general meeting) must be called by notice in writing of not less than fourteen (14) clear days;
4. to provide that, so long the shares of the Company is listed on the Stock Exchange, neither the memorandum of association nor the bye-laws of the Company may be altered except by a special resolution;
5. to clarify that two persons appointed by the clearing house as authorised representatives or proxies and entitled to vote may constitute the quorum for a general meeting;
6. to provide that all shareholders shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
7. to clarify that where a shareholder is a clearing house (or its nominee(s)), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of shareholders provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised;
8. to provide that each person so authorised under the provisions of the relevant Bye-law shall be deemed to have been duly authorised without further evidence of the facts and shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee) in respect of the number and class of shares specified in the relevant authorisation including to speak and, where a show of hands is allowed, the right to vote individually on a show of hands;
9. to provide that any Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting;
10. to clarify that the remuneration of the Auditor shall be fixed by the Company by ordinary resolution in general meeting or in such manner as the shareholders may determine;

11. to provide that the shareholders may, at any general meeting convened and held in accordance with the New Bye-laws, by extraordinary resolution (i.e. by a majority of not less than two-thirds of vote cast by the shareholders by proxy or by voting at a general meeting) remove the Auditor at any time before the expiration of his term of office and by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term;
12. to make other miscellaneous amendments to update, modernise or clarify provisions of the New Bye-laws where it is considered desirable and to better align the wording with the Listing Rules and the Companies Acts of Bermuda.

The adoption of the New Bye-laws is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”) to be held on Wednesday, 15 June 2022, at 11:00 a.m. or any adjournment thereof.

A circular containing, among other things, (i) details relating to the adoption of the New Bye-laws; (ii) a notice convening the AGM; and (iii) the related proxy form, will be dispatched to Shareholders as soon as practicable together with the annual report of the Company for the year ended 31 December 2021. The Company will make further announcement(s) as and when appropriate on the results of the AGM, and the effective date of the adoption of the New Bye-laws.

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

Hong Kong, 5 May 2022

*As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Law Chun Choi and Mr. Lin Jincong, 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.*

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

*\* For identification purpose only*