

## **IMPORTANT**

Reference is made to the prospectus issued by Sunway International Holdings Limited (the “Company”) dated 24 July 2018 in relation to the Rights Issue (the “Prospectus”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

**THIS EXCESS APPLICATION FORM (“EAF”) IS VALUABLE BUT IS NOT TRANSFERABLE AND IS ONLY FOR THE USE BY THE QUALIFYING SHAREHOLDER(S) NAMED BELOW WHO WISH(ES) TO APPLY FOR THE EXCESS RIGHTS SHARES IN ADDITION TO THOSE RIGHTS SHARES PROVISIONALLY ALLOTTED TO HIM/HER/IT/THEM UNDER THE RIGHTS ISSUE. THIS EAF REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS EAF AND THE ACCOMPANYING PROVISIONAL ALLOTMENT LETTER (“PAL”) EXPIRES AT 4:00 P.M. ON TUESDAY, 7 AUGUST 2018.**

**IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS EAF, OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES OF THE COMPANY, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER(S).**

A copy of the Prospectus, together with a copy of the PAL, this EAF and the documents specified in the paragraph headed “12. Documents delivered to the Registrar of Companies in Hong Kong” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility for the contents of any of these documents referred to above.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this EAF, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this EAF.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Rights Issue is conditional upon the fulfilment (or waiver (as appropriate)) of the conditions set out under the paragraph headed “Conditions of the Underwriting Agreement” in the letter from the Board in the Prospectus.

If prior to 4:00 p.m. on Monday, 13 August 2018 (i.e. the Latest Time for Termination):

- (1) in the absolute opinion of any Underwriters, the success of the Rights Issue would be materially and adversely affected by:
  - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the absolute opinion of any Underwriters, materially and adversely affect the business, or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Rights Issue; or
  - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement), of a political, military, financial, economic or other nature (whether or not *ejusdem generis* with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of any Underwriters, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or

- (2) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the absolute opinion of any Underwriters is likely to materially or adversely affect the success of the Rights Issue or otherwise makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (3) any change in the circumstances of the Company or any member of the Group occurs which in the absolute opinion of any Underwriters shall adversely affect the prospects of the Company, including without limiting the generality of the foregoing, the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any of member of the Group or the destruction of any material asset of the Group; or
- (4) any event of force majeure occurs, including without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
- (5) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole occurs, whether or not *ejusdem generis* with any of the foregoing; or
- (6) any matter occurs which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the absolute opinion of any Underwriters, a material omission in the context of the Rights Issue; or
- (7) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than 10 consecutive Business Days occurs, excluding any halt or suspension in connection with the clearance of the Prospectus Documents or other announcements or circulars in connection with the Rights Issue; or
- (8) any moratorium, suspension or material restriction on trading of the Shares on the Stock Exchange occurs due to exceptional financial circumstances or otherwise,

any Underwriters shall be entitled by notice in writing to the Company and the other Underwriter, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

Each Underwriter shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (1) any material breach of any of the representations, warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of such Underwriter; or
- (2) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the representation, warranties or undertakings contained in the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of such Underwriter.

Any such notice shall be served by an Underwriter prior to the Latest Time for Termination.

**In the event that any Underwriters exercise their rights to terminate or rescind the Underwriting Agreement as described above, the Rights Issue will not proceed.**

The Shares have been dealt with on an ex-rights basis from Friday, 13 July 2018. Dealings in the Rights Shares in their nil-paid form will take place from 9:00 a.m. on Thursday, 26 July 2018 to 4:00 p.m. on Thursday, 2 August 2018 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled (or, in respect of certain conditions, waived) or the Underwriting Agreement is terminated by any Underwriters on or before 4:00 p.m. on Monday, 13 August 2018 (or such later time as the Underwriters may agree with the Company), the Rights Issue will not proceed.

Accordingly, any persons contemplating dealings in the Shares up to the date when the conditions of the Rights Issue are fulfilled (or, in respect of certain conditions, waived) and the Underwriters' right of termination under the Underwriting Agreement ceases, and any dealings in the nil-paid Rights Shares from 9:00 a.m. on Thursday, 26 July 2018 to 4:00 p.m. on Thursday, 2 August 2018 (both dates inclusive) shall bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholder or other person contemplating any dealings in the Shares and/or nil-paid Rights Shares are recommended to consult their own professional advisers and exercise caution.

Branch share registrar and  
transfer office  
in Hong Kong:

**Tricor Tengis Limited**  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong



**SUNWAY INTERNATIONAL HOLDINGS LIMITED**

**新威國際控股有限公司\***

(Incorporated in Bermuda with limited liability)  
(Stock Code: 58)

Registered office:  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

Head office and principal  
place of business  
in Hong Kong:  
Unit 1902  
Cheung Kong Center  
2 Queen's Road Central  
Central, Hong Kong

**RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR  
EVERY TWO (2) EXISTING SHARES IN ISSUE AND HELD ON  
THE RECORD DATE PAYABLE IN FULL ON ACCEPTANCE  
BY NO LATER THAN  
4:00 P.M. ON TUESDAY, 7 AUGUST 2018**

**EXCESS APPLICATION FORM**

Name(s) and address of the Qualifying Shareholder(s)

[ ]

Application can only  
be made by  
the Qualifying  
Shareholder(s)  
named herein.

[ ]

To: The Directors  
**Sunway International Holdings Limited**

Excess Application Form No. [ ]

Dear Sir/Madam,

I/We, being the Qualifying Shareholder(s) named above, hereby irrevocably apply for \_\_\_\_\_ excess Rights Share(s) at the Subscription Price of HK\$0.188 per Rights Share under the Rights Issue in respect of which I/we enclose a separate remittance in favour of "**Sunway International Holdings Limited – Excess Application Account**" and crossed "**Account Payee Only**" issued for HK\$ \_\_\_\_\_ # being the payment in full on application for the aforementioned number of excess Rights Share(s).

I/we hereby request you to allot such excess Rights Shares applied for, or any lesser number, to me/us and to send by ordinary post at my/our risk to the address shown above my/our share certificate(s) for the number of additional Rights Shares as may be allotted to me/us in respect of this application and/or a cheque for any surplus application money refundable to me/us. I/We understand the Board will allocate the excess Rights Shares to the Qualifying Shareholders who have applied for excess application at its discretion, but on a pro-rata basis in proportion to the number of excess Rights Shares being applied for under each application. In determining the number of excess Rights Shares to be allocated to a Qualifying Shareholder, no reference will be made to the number of Rights Shares subscribed by that Qualifying Shareholder through applications by PAL or the existing number of Shares held by such Qualifying Shareholder. No preference will be given to topping up odd lots to whole board lots. I/we acknowledge that I am/we are not guaranteed to be allotted any of the excess Rights Shares applied for.

I/We, hereby undertake to accept such number of excess Rights Shares as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus Documents and subject to the memorandum of association and the bye-laws of the Company. In respect of any excess Rights Shares allotted to me/us, I/we authorise you to place my/our name(s) on the register of members of the Company as holder(s) of such Rights Shares.

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

**Signature(s) of applicant(s) (all joint applicants must sign)**

Date: \_\_\_\_\_ 2018

Contact Tel. No.: \_\_\_\_\_

# Subscription monies should be rounded down to 2 decimal points

\* For identification purpose only

This EAF should be completed, signed and lodged, together with payment as to HK\$0.188 per Rights Share for the number of excess Rights Shares applied for, with the Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, so as to be received by the Registrar by not later than 4:00 p.m. on Tuesday, 7 August 2018 (or such later time and/or date as mentioned in the paragraph headed "**Effect of bad weather on the Latest Time for Acceptance**" in the section headed "**Expected Timetable**" in the Prospectus). All remittances must be made in Hong Kong dollars and must be forwarded either by cheque drawn on an account with, or by a cashier's order issued by, a licensed bank in Hong Kong. All such cheques or cashier's orders must be made payable to "**Sunway International Holdings Limited – Excess Application Account**" and crossed "**Account Payee Only**". All enquiries in connection with this EAF should be addressed to the Registrar at the above address or by phone at (852) 2980 1333.

All cheques and cashier's orders will be presented for payment immediately following receipt and all interest earned on such application monies (if any) will be retained for the benefit of the Company. Completion and return of this EAF together with a cheque or cashier's order in payment for the excess Rights Shares applied for which will constitute a warranty by the applicant(s) that the cheque or cashier's order will be honoured on first presentation. Without prejudice to its other rights of the Company in respect thereof, the Company reserves the right to reject any EAF in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation. You must pay the exact amount payable upon application for the excess Rights Shares, and any underpaid application will be rejected. In the event of an overpaid application, a refund cheque, without interest, will be made out to you only if the overpaid amount is HK\$100 or above. No receipt will be issued in respect of any EAF and/or relevant remittance received.

The Prospectus Documents have not been and will not be registered under any applicable securities legislation of any jurisdictions other than Hong Kong. Save as described under the paragraph headed "Rights of the Overseas Shareholders" in the letter from the Board in the Prospectus, no action has been taken by the Company to permit the offering of the Rights Issue in any territory outside Hong Kong. No person receiving a copy of the Prospectus or a PAL or an EAF in any jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof. It is the responsibility of any person outside Hong Kong wishing to make on his/her/its/their behalf an application for the Rights Shares under the Rights Issue to satisfy himself/herself/itself/themselves before subscribing for the allotted Rights Shares or excess Rights Shares, as to the observance of the laws and regulations of all relevant jurisdiction, including the obtaining of any governmental or other consents and to pay any taxes and duties required to be paid in such territory or jurisdiction in connection therewith.

The Company reserves the right to refuse to accept any application for Rights Shares where it believes that acceptance would violate the applicable securities or other laws or regulations of any jurisdiction outside Hong Kong. No application for Rights Shares will be accepted from the Non-Qualifying Shareholder(s) (if any).

Completion and return of this EAF by anyone outside Hong Kong will be deemed to constitute a representation and warranty from such person to the Company that the local registration, legal and regulatory requirements of such relevant jurisdictions other than Hong Kong in connection with the EAF and any applications under it, have been, or will be, fully complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to, any of the above representation or warranty. If you are in doubt as to your position, you should consult your licensed securities dealer, other licensed corporation, bank manager, solicitor, professional accountant or other professional adviser(s).

You will be notified by the Company of the allocation result of the excess application for Rights Shares on Friday, 17 August 2018 by way of announcement. Where the number of excess Rights Shares applied for under one EAF is greater than the total number of Rights Shares being offered under the Rights Issue, such application (other than from a nominee company) would be treated as invalid and be rejected. For the avoidance of doubt, this restriction will not be applied to all nominee companies including HKSCC Nominees Limited. If no excess Rights Share is allotted to you, a refund cheque for the full amount tendered on application without interest will be posted to you by ordinary post at your own risk and, if the number of excess Rights Shares allotted to you is less than the number you applied for, a refund cheque for the surplus application monies without interest will be posted to you by ordinary post at your own risk. Such posting is expected to take place on or before Monday, 20 August 2018. Any such cheque will be drawn in favour of the person named on this form (or in case of joint applicants, the first-named applicant). It is expected that share certificate(s) in respect of the excess Rights Shares will be posted to you by ordinary post at your own risk on or before Monday, 20 August 2018. You, except HKSCC Nominees Limited, will receive one share certificate for all the Rights Shares and/or excess Rights Shares (if any), both in fully-paid form, allotted and issued to you.

All documents, including refund cheques (if any), will be sent by ordinary post at the risk of the relevant applicants or other persons entitled thereto to their registered addresses kept by the Registrar.

By completing, signing and submitting this EAF, you agree to disclose to the Company and/or the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the application for excess Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the laws of Hong Kong) (the “**PDPO Ordinance**”) provides you with the right to ascertain whether the Company or the Registrar holds your personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the PDPO Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any such request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong at Unit 1902, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong or as notified from time to time, for the attention of the company secretary, or (as the case may be) to the Registrar at its address set out above for the attention of Privacy Compliance Officer.

This EAF and all applications pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.

**A SEPARATE CHEQUE OR CASHIER’S ORDER MUST ACCOMPANY EACH APPLICATION  
NO RECEIPT WILL BE GIVEN FOR REMITTANCE**

**For office use only**

<b>Application Number</b>	<b>Number of excess Rights Shares applied for</b>	<b>Amount paid on application</b>	<b>Balance refunded</b>
		<b>HK\$</b>	<b>HK\$</b>