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太陽國際集團有限公司
SUN INTERNATIONAL GROUP LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8029)

**DESPATCH OF CIRCULAR
IN RELATION TO**

- (1) DISCLOSEABLE TRANSACTION, CONNECTED TRANSACTION AND SPECIAL DEAL UNDER THE DISPOSAL AGREEMENT**
- (2) MAJOR TRANSACTION, CONNECTED TRANSACTION AND SPECIAL DEAL UNDER THE SHARE SALE AGREEMENT**
- (3) CONTINUING CONNECTED TRANSACTION AND SPECIAL DEAL UNDER THE MASTER SERVICE AGREEMENT**
- (4) CONNECTED TRANSACTION RELATING TO SUBSCRIPTION OF SHARES UNDER SPECIFIC MANDATE**
- (5) APPLICATION FOR WHITEWASH WAIVER**

Reference is made to (i) the announcement (the “**Announcement**”) of Sun International Group Limited (the “**Company**”) dated 14 February 2019 in relation to the Disposal, the Share Sale, the Master Service Agreement, the Subscription, the transactions contemplated respectively thereunder, the Special Deals and the Whitewash Waiver; and (ii) the announcements (the “**Delay in Despatch Announcements**”) of the Company dated 7 March 2019, 28 March 2019, 18 April 2019, 9 May 2019 and 30 May 2019 in relation to, among others, the delay in despatch of the Circular. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcement and the Delay in Despatch Announcements.

The Board announces that the Circular containing, among other things, (i) details of the Disposal Agreement; (ii) details of the Share Sale Agreement; (iii) details of the Master Service Agreement; (iv) details of the Subscription Agreement; (v) the recommendation of the Independent Board Committee to the Independent Shareholders in relation to the Disposal, the Share Sale, the Master Service Agreement, the Subscription, the Special Deals and the Whitewash Waiver; (vi) a letter

of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Disposal, the Share Sale, the Master Service Agreement, the Subscription, the Special Deals and the Whitewash Waiver; and (vii) a notice to convene the EGM, has been despatched to the Shareholders on 6 June 2019.

Shareholders are advised to read carefully the contents of the Circular, in particular, the recommendation of the Independent Board Committee, the letter of advice of the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, and the additional information set out in the Circular.

The Board strongly advises the Independent Shareholders to read each of these letters and the appendices before reaching a decision in respect of the resolutions to be proposed at the EGM to be convened and held at Units 2414-2418, 24/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong at 10:30 a.m. on 24 June 2019 (Monday).

The Disposal, the Share Sale, the Master Service Agreement and the Subscription are conditional upon the relevant conditions precedent being fulfilled (or waived, as the case may be) and may or may not proceed. In particular, the Executive may or may not grant the Whitewash Waiver. If the Whitewash Waiver is not granted by the Executive or is not approved by the Independent Shareholders by way of poll, the Disposal Agreement and the Subscription Agreement will lapse and the Disposal and the Subscription will not proceed. Accordingly, the Shareholders and prospective investors are reminded to exercise caution when trading in the securities of the Company.

By Order of the Board
Sun International Group Limited
Cheng Ting Kong
Chairman

Hong Kong, 6 June 2019

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Cheng Ting Kong, Ms. Cheng Mei Ching and Mr. Lui Man Wah and three independent non-executive Directors, namely, Mr. Chan Tin Lup, Trevor, Mr. Tou Kin Chuen and Mr. Jim Ka Shun.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of posting and on the designed website of this Company at <http://www.sun8029.com/>.