
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sun International Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Sun International Group Limited

太陽國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8029)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
REFRESHMENT OF THE 10% LIMIT ON GRANT OF OPTIONS UNDER
THE SHARE OPTION SCHEME,
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 22/F., The Pemberton, 22-26 Bonham Strand, Sheung Wan, Hong Kong at 4:00 p.m. on Friday, 30 July 2010 is set out on pages 14 to 18 of this circular.

Whether or not you are able to attend and vote at the AGM, you are requested to read the notice and complete and return the accompanying form of proxy to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular 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 its posting.

28 June 2010

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached other than companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
Introduction	3
General Mandates	4
Explanatory Statement	4
Re-election of Directors	4
Refreshment of the 10% Limit on Grant of Options under the Share Option Scheme	4
Proposed amendments to the Articles of Association	6
AGM	6
Recommendation	7
Responsibility Statement	7
General	7
Miscellaneous	7
 Appendix I – Explanatory Statement	8
 Appendix II – Details of Directors to be Re-elected	12
 Notice of Annual General Meeting	14

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at 22/F., The Pemberton, 22-26 Bonham Strand, Sheung Wan, Hong Kong on Friday, 30 July 2010 at 4:00 p.m.
“Articles of Association”	the existing articles of association of the Company
“associates”	has the meaning as defined under the GEM Listing Rules
“Board”	the board of Directors
“Code”	The Hong Kong Code on Takeovers and Mergers
“Company”	Sun International Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on the GEM
“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 People’s Republic of China
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate

DEFINITIONS

“Latest Practicable Date”	24 June 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Notice”	the notice convening the AGM which is set out on pages 14 to 18 of this circular
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and all other options scheme(s) (if any) of the Company
“SFC”	The Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 5 December 2006
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



Sun International Group Limited

太陽國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8029)

Executive Directors:

Mr. Chau Cheok Wa (*Chairman*)

Mr. Tang Hon Kwong

Ms. Cheng Mei Ching

Mr. Lee Chi Shing, Caesar

Registered office:

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent Non-executive Directors:

Mr. Fung Kwok Ki

Mr. Poon Lai Yin, Michael

Mr. Ng Tat Fai

*Head office and principal place of business
in Hong Kong:*

21/F., The Pemberton

22-26 Bonham Strand

Sheung Wan

Hong Kong

28 June 2010

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
REFRESHMENT OF THE 10% LIMIT ON GRANT OF OPTIONS UNDER
THE SHARE OPTION SCHEME,
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for, amongst other things, (i) the grant to the Directors of the Issue Mandate and the Repurchase Mandate; (ii) the re-election of Directors; (iii) the refreshment of the Scheme Mandate Limit of the Share Option Scheme; and (iv) the proposed amendments to the Articles of Association.

LETTER FROM THE BOARD

GENERAL MANDATES

The existing general mandates to allot, issue and deal with Shares and to repurchase Shares will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. As at the Latest Practicable Date, the issued share capital of the Company is comprised of 915,110,000 Shares. Subject to the passing of relevant ordinary resolution(s) set out in the Notice and on the basis that no further Shares are issued or repurchased by the Company after the Latest Practicable Date and up to the date of passing such resolution(s), the Company would be allowed under the Issue Mandate to issue a maximum of 183,022,000 Shares (representing 20% of the Shares in issue as at the date of the passing of the resolution). The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions 4(A) to 4(C) set out in the Notice on pages 14 to 18 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors of the Repurchase Mandate at the AGM.

RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, namely Mr. Chau Cheok Wa, Mr. Tang Hon Kwong, Ms. Cheng Mei Ching, Mr. Lee Chi Shing, Caesar, Mr. Fung Kwok Ki, Mr Poon Lai Yin, Michael and Mr. Ng Tat Fai.

In accordance with Article 108 of the Articles of Association, Ms. Cheng Mei Ching and Mr. Tang Hon Kwong shall retire by rotation. All of these retiring directors, being eligible, offer themselves for re-election.

A brief biography of each of the above retiring Directors is set out in Appendix II to this circular.

REFRESHMENT OF THE 10% LIMIT ON GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME

The Share Option Scheme was adopted by the Company on 5 December 2006. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

LETTER FROM THE BOARD

Pursuant to the Share Option Scheme, the original maximum number of shares of the Company which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company (i.e. the Scheme Mandate Limit), shall not exceed 10% of the total number of shares of the Company in issue as at the date of adoption of the Share Option Scheme. The Company may refresh the Scheme Mandate Limit by ordinary resolution of the Shareholders at general meeting provided that:

- (a) the Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of shares of the Company in issue as at the date of the Shareholders' approval of the refreshment of the Scheme Mandate Limit; and
- (b) options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled, or lapsed in accordance with the relevant scheme rules or exercised options) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

Notwithstanding the foregoing, the maximum number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the total number of shares of the Company in issue from time to time.

Pursuant to the ordinary resolution passed by the Shareholders on 14 August 2009, the Scheme Mandate Limit was refreshed so that the total number of shares of the Company which may fall to be issued upon exercise of options to be granted under the Share Option Scheme shall not exceed 83,211,000 Shares, being 10% of the issued share capital of the Company as at 14 August 2009. As at the Latest Practicable Date, 83,000,000 options under the Share Option Scheme as refreshed on 14 August 2009 were granted of which no option was exercised, 83,000,000 options remained outstanding and no option was cancelled or lapsed.

As at the Latest Practicable Date, options carrying rights to subscribe for 203,450,000 Shares of the Company have been granted of which no options was exercised and no option was lapsed and 203,450,000 remained outstanding under the Share Option Scheme. Upon exercise of all outstanding options, 203,450,000 Shares would fall to be issued, representing approximately 22.23% of the existing issued share capital of the Company as at the Latest Practicable Date.

In order to facilitate the Company to maximise the use of options to retain and/or recruit employees, the Company wishes to take the opportunity of the AGM to seek Shareholders' approval for refreshment of the Scheme Mandate Limit.

If the refreshment of the Scheme Mandate Limit is approved at the AGM, based on the 915,110,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be allotted and issued and no Shares will be repurchased after the Latest Practicable Date and up to the date of the AGM, the Company may grant further options carrying rights to subscribe for up to a total of 91,511,000 Shares under the Share Option Scheme (representing 10% of the issued share capital of the Company as at the date of the AGM).

LETTER FROM THE BOARD

The Board considers that refreshment of the Scheme Mandate Limit is in the interests of the Company and its Shareholders as a whole.

The refreshment of the Scheme Mandate Limit is conditional on:

- (a) the passing of the necessary resolution to approve the refreshment of the Scheme Mandate Limit by the Shareholders at the AGM; and
- (b) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in such number of Shares representing 10% of the Shares in issue as at the date of the AGM, which may be issued pursuant to exercise of options to be granted under the refreshed Scheme Mandate Limit.

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued by the Company (representing 10% of the Shares in issue as at the date of the AGM) which may be issued pursuant to exercise of options to be granted under the refreshed Scheme Mandate Limit.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to Article 134 of the Articles of Association, at least one Directors' meeting shall be held in the Cayman Islands in each calendar year. With a view to bring the Articles of Association in line with the current laws of the Cayman Islands which no longer requires the holding of a board meeting in the Cayman Islands, a special resolution will be proposed at the AGM to amend the Articles of Association to remove the requirement of a meeting of the Directors to be held in the Cayman Islands annually.

Details of the proposed amendments to the Articles of Association are set out in full in the notice of AGM on page 17.

AGM

Set out on pages 14 to 18 of this circular is the Notice to consider and, if appropriate, to pass, amongst other things, the ordinary resolutions relating to the Issue Mandate, the Repurchase Mandate, the re-election of Directors, refreshment of the Scheme Mandate Limit and the proposed amendments to the Articles of Association.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend and vote at the AGM, you are requested to read the notice and complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time fixed for the AGM. The completion and returning of a form of proxy will not preclude you from attending and voting at the AGM or any adjourned meetings in person if you so wish.

LETTER FROM THE BOARD

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the shareholders at a general meeting of the Company must be taken by poll. Accordingly, all the resolutions to be considered and, if thought fit, approved at the AGM will be taken by poll. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

RECOMMENDATION

Having considered the reasons set out herein, the Directors consider that the proposals for the Issue Mandate, the Repurchase Mandate, the re-election of Directors, the refreshment of the Scheme Mandate Limit of the Share Option Scheme and the amendments to the Articles of Association are in the best interest of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of such proposals at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL

Your attention is also drawn to the Appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
Sun International Group Limited
Chau Cheok Wa
Chairman

This Appendix serves as an explanatory statement required to be sent to all Shareholders pursuant to Rule 13.08 of the GEM Listing Rules, to provide the requisite information to you for your consideration of the grant of the Repurchase Mandate.

1. PROVISIONS OF THE GEM LISTING RULES

(a) Shareholders' approval

All proposed repurchase of securities on GEM by a company with its primary listing on GEM must be approved in advance by an ordinary resolution, either by way of general mandate or by special approval in relation to a particular transaction given to the directors of the Company.

(b) Source of funds

It is envisaged that the funds required for any repurchase should be derived from the capital paid upon the shares being repurchased and from the distributable profits of the Company. In any event, repurchases must be financed out of funds legally available for the purpose and in accordance with the Company's constitutive documents and the laws of the jurisdiction in which the Company is incorporated or otherwise established.

(c) Connected parties

Under the GEM Listing Rules, a company shall not knowingly repurchase securities from a connected person (as defined under the GEM Listing Rules) and a connected person shall not knowingly sell his shares to the company. As at the Latest Practicable Date and to the best of the knowledge of the Directors who have made all reasonable enquiries, none of the Directors or their associates has a present intention to sell Shares to the Company or has undertaken not, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

2. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued share capital of the Company is comprised of 915,110,000 Shares. Subject to the passing of ordinary resolution 4(B) set out in the Notice and on the basis that no further Shares are issued or repurchased by the Company after the Latest Practicable Date and up to the date of passing such resolution, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 91,511,000 Shares (representing 10% of the Shares in issue as at the date of the passing of the resolution) during the period from the date of the passing of ordinary resolution 4(B) set out in the Notice up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share of the Company. It will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

4. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company and Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the Company's 2010 Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company and Articles of Association and the applicable laws of the Cayman Islands.

7. THE CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares then in issue:

Name	Number of Shares	Approximate percentage of existing issued Shares
First Cheer Holdings Limited (<i>Note 1</i>)	140,000,000	15.30%
Premier United Limited (<i>Note 2</i>)	95,000,000	10.38%

Notes:

1. First Cheer Holdings Limited is owned as to 50% by Mr. Chau Cheok Wa and as to 50% by Mr. Cheng Ting Kong.
2. Premier United Limited is beneficially owned as to 50% by Mr. Chan Ping Che and as to 50% by Ms. Lam Shiu May.

In the event that the Directors exercise in full the Repurchase Mandate, the interest in the Shares of the above Shareholders would be increased to:

Name	Approximate percentage of issued Shares
First Cheer Holdings Limited	17.00%
Premier United Limited	11.53%

Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Code. In fact, the Directors do not have a present intention to exercise the Repurchase Mandate to such an extent as would result in the number of Shares held by the public being reduced to less than 25%.

8. SHARES REPURCHASE MADE BY THE COMPANY

During the year, the Company repurchased the following Shares on the Stock Exchange:

Date of Repurchase	No. of Shares repurchased	Price per Share	
		Highest <i>HK\$</i>	Lowest <i>HK\$</i>
19 March 2010	83,000,000	0.96	0.96

Save as disclosed herein, no repurchases of Shares have been made by the Company, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

9. CONNECTED PERSON

No connected person (as defined in the GEM Listing Rules) has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

10. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the GEM during each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Highest per Share	Lowest per Share
	<i>HK\$</i>	<i>HK\$</i>
2009		
June	0.80	0.63
July	0.76	0.53
August	0.92	0.50
September	0.85	0.61
October	1.30	0.78
November	1.19	0.79
December	0.91	0.59
2010		
January	0.97	0.77
February	0.97	0.82
March	1.16	0.89
April	1.23	0.90
May	1.06	0.60
June (up to the Latest Practicable Date)	0.87	0.70

The following are the particulars of the directors proposed to be re-elected at the annual general meeting to be held on Friday, 30 July 2010:

Ms. Cheng Mei Ching (“Ms. Cheng”)

Ms. Cheng, aged 28, holds a bachelor’s degree in commerce (marketing and advertising) from Curtin University of Technology in Perth, Western Australia. Ms. Cheng has over the past adopted a pragmatic and proactive management approach; and delivered solid performance in various areas, in particular corporate management and internal control. As of the Latest Practicable Date, Ms. Cheng has taken up the management role as the director of a number of subsidiaries of the Company, namely Superb Kings Limited, Sun Entertainment Group Limited, Loyal King Investments Limited, Alliance Computer Services Limited, Alliance Computer Systems Limited and Global Well (H.K.) Limited, Holy Sun Limited, Golden Harvest Trading Limited, Gold Track Mining and Resources Limited and its subsidiaries and Gold Track Coal and Mining Limited and its subsidiaries, with a management focus on a broad spectrum of specialized businesses, which include online game development, computer programming development, advertising and design, model management and mining business. Save as being an executive director of the Company and save as disclosed above, Ms. Cheng does not hold any other position in the Company or any of its subsidiaries nor did she hold any directorship in any listed public company in the last three years. Mr. Cheng Ting Kong (“**Mr. Cheng**”), the brother of Ms. Cheng, is one of the owners of a substantial shareholder of the Company and is deemed to be interested in 140,000,000 issued Shares (representing approximately 15.30% of the issued share capital of the Company) which are directly held by First Cheer Holdings Limited in which Mr. Cheng owns a 50% interest.

Save as disclosed above, Ms. Cheng does not have any relationships with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company. As at the Latest Practicable Date, Ms. Cheng has interests in share options to subscribe for 8,300,000 Shares of the Company within the meaning of Part XV of the SFO.

Ms. Cheng has entered into a service agreement with the Company for a term of 1 year commencing from 6 June 2010, and will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Ms. Cheng is entitled to a monthly salary of HK\$80,000 which is determined by the Board with reference to her duties and responsibilities.

Mr. Tang Hon Kwong (“Mr. Tang”)

Mr. Tang, aged 45, takes up the role as an administrative executive and possesses work experience exceeding ten years. Mr. Tang started his career in a law firm in Hong Kong in 1990 and has since then served in several different law firms. In 1996, he was awarded the Certificate in Legal Practice for Authorised Clerk by the City University of Hong Kong. In 1998, Mr. Tang was promoted to the administrative level of a law firm and while administering a law firm’s businesses, Mr. Tang has been leading a team of more than thirty persons to provide clients, from Hong Kong, Mainland China and overseas, with professional consultations and solution packages relating to the Hong Kong law. Irrespective of the nature of the legal problems, which range from civil litigation, criminal litigation, matrimonial litigation, property conveyancing, contract drafting, probate, investment projects, enterprise financing, mergers, acquisitions and reorganization, capital financing to corporate legal matters, Mr. Tang and his team of staff were capable of delivering quality performance under his leadership.

Save as being an executive director of the Company, Mr. Tang is also the director of several subsidiaries of the Company, namely Superb Kings Limited, Loyal King Investments Limited, Alliance Computer Services Limited, Alliance Computer Systems Limited, Gold Track Mining and Resources Limited and its subsidiaries and Gold Track Coal and Mining Limited and its subsidiaries. Save as disclosed herein, Mr. Tang does not hold any other position in the Company or any of its subsidiaries nor did he hold any directorship in any listed public company in the last three years.

Mr. Tang does not have any relationships with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company. Mr. Tang holds 3,700,000 Shares and share options to subscribe for 16,680,000 Shares. Save as disclosed herein, Mr. Tang does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Tang has entered into a service agreement with the Company for a term of 1 year commencing from 6 June 2010, and will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Mr. Tang is entitled to a monthly salary of HK\$80,000 which is determined by the Board with reference to his duties and responsibilities.

Save as disclosed herein, the Board is not aware of any other information relating to the re-election of above Directors which is required to be brought to the attention of the Shareholders or is required to be disclosed pursuant to any of the requirement of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Sun International Group Limited

太陽國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8029)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Sun International Group Limited (the “**Company**”) will be held at 22/F., The Pemberton, 22-26 Bonham Strand, Sheung Wan, Hong Kong on Friday, 30 July 2010 at 4:00 p.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditors of the Company for the year ended 31 March 2010.
2. To re-elect the retiring Directors and to authorize the board of Directors (the “**Board**”) to fix their remuneration.
3. To re-appoint Andes Glacier & Co. CPA as Auditors of the Company and to authorize the Board to fix their remuneration.
4. As special business, to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions of the Company:

A. “**THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on Growth Enterprise Market (“**GEM**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional Shares in the capital of the Company (“**Shares**”) and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any issue of shares upon exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into Shares of the Company; or (iii) the grant of any options under the share option scheme (the “**Share Option Scheme**”) adopted by the Company or the exercise of any of the subscription rights attaching to any options that have been or may be granted under the Share Option Scheme; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of any dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares or an offer or issue of warrants or options or similar instruments to subscribe for Shares in the capital of the Company open for a period fixed by the Directors to Shareholders whose names appear on the Company’s register of members on a fixed record date in proportion to their holdings of Shares in the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in, or in any territory outside Hong Kong or the expense or delay that may be incurred in the determination of any such restrictions or obligations).”

NOTICE OF ANNUAL GENERAL MEETING

B. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares of HK\$0.04 each in the share capital of the Company on GEM or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (“SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares capital of the Company authorized to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- C. **“THAT** conditional upon the passing of resolutions A and B above, the unconditional general mandate granted to the Directors to allot, issue and otherwise deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution A above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution B above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, pass, with or without modification, the following resolution as ordinary resolution of the Company:

“**THAT**, subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in such number of Shares in the capital of the Company representing 10% of the Shares in issue as at the date of passing this resolution, which may be issued pursuant to exercise of options to be granted under the Refreshed Scheme Mandate Limit (as defined below), the existing scheme mandate limit under the share option scheme adopted by the Company on 5 December 2006 (“**Share Option Scheme**”) be refreshed so that the number of Shares to be allotted and issued pursuant to the exercise of the options under the Share Option Scheme and other share option scheme(s) of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised) shall not exceed 10% of the Shares in issue as at the date of the passing of this resolution (“**Refreshed Scheme Mandate Limit**”) and that any director of the Company be and are hereby authorized to do such act and execute such document to effect the Refreshed Scheme Mandate Limit.”

6. To consider as special business and, if thought fit, pass with or without amendments the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT**:

- (a) Article 134 be amended by deletion of the words in the first four lines thereof:

“A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors which may be held in any part of the world provided that at least one Directors’ meeting shall be held in the Cayman Islands in each calendar year, but subject thereto, no such meeting”

and replacement with the following:

“A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors which may be held in any part of the world, but no such meeting”; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) the non action of the directors in not holding a meeting in the Cayman Islands annually be and is hereby ratified.

By order of the Board
Sun International Group Limited
Chau Cheok Wa
Chairman

Hong Kong, 28 June 2010

Registered office:

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business

in Hong Kong:
21/F., The Pemberton
22-26 Bonham Strand
Sheung Wan
Hong Kong

Notes:

- 1 A member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more shares of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- 2 In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
- 3 In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and, together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.
- 4 With respect to resolution no. 2 of this notice, Ms. Cheng Mei Ching and Mr. Tang Hon Kwong shall retire from the office of directorship and shall offer themselves for re-election at the Meeting in accordance with the articles of association of the Company.
- 5 As at the date of this notice, the Board comprises four executive Directors, namely, Mr. Chau Cheok Wa, Mr. Tang Hon Kwong, Ms. Cheng Mei Ching and Mr. Lee Chi Shing, Caesar; and three independent non-executive Directors, namely Mr. Fung Kwok Ki, Mr. Poon Lai Yin, Michael and Mr. Ng Tat Fai.