
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 5% LIMIT ON THE GRANT OF OPTIONS UNDER
THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at Units 2412-2418, 24/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong at 4:00 p.m. on Friday, 29 July 2011 is set out on pages 16 to 20 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.

29 June 2011

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 5% Limit on the Grant of Options under the Share Option Scheme	4
AGM	6
Recommendation	6
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	16

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 Units 2412-2418, 24/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 29 July 2011 at 4:00 p.m.
“Articles of Association”	the existing articles of association of the Company
“associate(s)”	has the meaning as defined under the GEM Listing Rules
“Board”	the board of Directors
“Code”	The Hong Kong Code on Takeovers and Mergers and Share Repurchases
“Company”	Sun International Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the 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% 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
“Latest Practicable Date”	27 June 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular

DEFINITIONS

“Notice”	the notice convening the AGM which is set out on pages 16 to 20 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% 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*)

Ms. Yeung So Lai

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. Chan Tin Lup, Trevor

Mr. Tou Kin Chuen

Mr. Wang Zhigang

Mr. Poon Lai Yin, Michael

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

Units 2412-2418, 24/F.

China Merchants Tower

Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

29 June 2011

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
REFRESHMENT OF THE 5% LIMIT ON THE GRANT OF OPTIONS UNDER
THE SHARE OPTION SCHEME
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; and (iii) the refreshment of the Scheme Mandate Limit of the Share Option Scheme.

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 927,600,000 Shares. Subject to the passing of the 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 185,520,000 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 5(A) to 5(C) set out in the Notice on pages 16 to 20 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 the Repurchase Mandate at the AGM.

RE-ELECTION OF DIRECTORS

The Board currently consists of eight Directors, namely Mr. Chau Cheok Wa, Ms. Yeung So Lai, Ms. Cheng Mei Ching, Mr. Lee Chi Shing, Caesar, Mr. Chan Tin Lup, Trevor, Mr. Tou Kin Chuen, Mr. Wang Zhigang and Mr. Poon Lai Yin, Michael.

Mr. Lee Chi Shing, Caesar and Mr. Poon Lai Yin, Michael shall retire by rotation; and in accordance with Article 112 of the Articles of Association, Ms. Yeung So Lai, Mr. Chan Tin Lup, Trevor, Mr. Tou Kin Chuen and Mr. Wang Zhigang, being directors appointed after the annual general meeting held on 30 July 2010, shall retire at the AGM. 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 5% LIMIT ON THE 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 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 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 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.

Pursuant to the ordinary resolution passed by the Shareholders on 30 July 2010, the Scheme Mandate Limit was refreshed so that the total number of Shares which may fall to be issued upon exercise of options to be granted under the Share Option Scheme shall not exceed 91,511,000 Shares, being 10% of the issued share capital of the Company as at 30 July 2010. As at the Latest Practicable Date, 65,870,000 options under the Share Option Scheme as refreshed on 30 July 2010 were granted of which 9,150,000 options lapsed and 56,720,000 options remained outstanding.

As at the Latest Practicable Date, options carrying rights to subscribe for 231,000,000 Shares were granted of which no option was exercised and no option was lapsed and 231,000,000 remained outstanding under the Share Option Scheme. Upon exercise of all outstanding options, 231,000,000 Shares would fall to be issued, representing approximately 24.9% 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.

Notwithstanding the foregoing, the maximum number of Shares 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 in issue from time to time.

If the refreshment of the Scheme Mandate Limit is approved at the AGM, based on the 927,600,000 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 46,380,000 Shares under the Share Option Scheme (representing 5% of the issued share capital of the Company as at the date of the AGM).

LETTER FROM THE BOARD

The Board considers that the 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 5% of the Shares in issue as at the date of the AGM, which may be issued pursuant to the 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 5% of the Shares in issue as at the date of the AGM) which may be issued pursuant to the exercise of options to be granted under the refreshed Scheme Mandate Limit.

AGM

Set out on pages 16 to 20 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 and the refreshment of the Scheme Mandate Limit.

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.

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 and the refreshment of the Scheme Mandate Limit of the Share Option Scheme are in the best interests 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.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors 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 the GEM by a company with its primary listing on the 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 927,600,000 Shares. Subject to the passing of ordinary resolution 5(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 92,760,000 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 5(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, the Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase securities on the 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 2011 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, the 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>)	271,655,000	29.29%
Raywell Holdings Limited (<i>Note 2</i>)	124,435,000	13.41%

Notes:

1. First Cheer Holdings Limited is beneficially owned as to 50% by Mr. Chau Cheok Wa and as to 50% by Mr. Cheng Ting Kong.
2. Raywell Holdings Limited is beneficially owned as to 100% by Mr. Yeung Hak Kan.

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	32.54%
Raywell Holdings Limited	14.91%

Such increase would 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 takeover obligations or the number of Shares held by the public being reduced to less than 25%.

8. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares were 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 were traded on the GEM during each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Highest per Share HK\$	Lowest per Share HK\$
2010		
June	0.87	0.70
July	0.77	0.66
August	0.76	0.60
September	0.85	0.63
October	0.98	0.72
November	1.64	0.91
December	1.91	1.62
2011		
January	2.13	1.45
February	1.77	1.59
March	1.69	1.44
April	1.64	1.46
May	1.54	1.40
June (up to the Latest Practicable Date)	1.58	1.31

The following are the particulars of the Directors proposed to be re-elected at the AGM:

Mr. Lee Chi Shing, Caesar (“Mr. Lee”)

Mr. Lee, aged 47, an executive Director, has experience in corporate management and internal control. He was an executive director of Tanrich Financial Holdings Limited, a company listed on the main board of the Stock Exchange, from 1 November 2004 to 29 June 2005. In 2000, he joined Ernst and Young, an international accounting firm, as a senior manager. He has worked in Hong Kong’s Inland Revenue Department for over 15 years after his graduation from university. He is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. In addition, he is a member of the Society of Registered Financial Planners. Mr. Lee graduated from the Department of Accountancy of the Hong Kong Polytechnic University in 1985. He later obtained a Master’s Degree in International Accountancy in 2001.

Mr. Lee does not have any relationships with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company (within the meaning of the GEM Listing Rules). As at the Latest Practicable Date, Mr. Lee had interest in 500,000 Shares and share options to subscribe for 25,830,000 Shares within the meaning of Part XV of the SFO. Mr. Lee is an executive director of Hong Long Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange. Save as disclosed herein, Mr. Lee did not hold any directorship in other listed public companies in the past three years.

Mr. Lee has entered into a service agreement with the Company for a term of one year commencing from 14 August 2010 and he 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. Lee is entitled to a monthly salary of HK\$90,000, which is determined by the Board with reference to his duties and responsibilities within the Company. Mr. Lee is also entitled to a year-end discretionary bonus to be determined by the Board from time to time.

Mr. Poon Lai Yin, Michael (“Mr. Poon”)

Mr. Poon, aged 39, was appointed as an independent non-executive Director on 30 September 2008 and was appointed as a member of the audit committee and a member of the remuneration committee of the Company on 6 November 2008. Mr. Poon graduated with a bachelor’s degree in administrative studies at York University in Canada and a master’s degree in practising accounting at Monash University in Australia. He is a member of the Hong Kong Institute of Certified Public Accountants and CPA Australia. Formerly, Mr. Poon was the chief financial officer, qualified accountant, company secretary and an authorised representative of Sonavox International Holdings Limited (“**Sonavox**”), the shares of which are listed on the GEM, from March 2002 to June 2008 during which time he was responsible for financial reporting and monitoring the operations of the finance and accounting department. Mr. Poon has over ten years of experience in providing business advisory assurance, taxation and accounting services. Prior to joining Sonavox, Mr. Poon provided business advisory and assurance services to a number of listed companies. Mr. Poon is an independent non-executive director of The Quaypoint Corporation Limited, the shares of which are listed on the main board of the Stock Exchange. Also, Mr. Poon is presently the chief financial officer, qualified accountant, company secretary and an authorised representative of Enviro Energy International Holdings Limited, the shares

of which are listed on the GEM, and he was its independent non-executive director between December 2006 and July 2008. Save as being an independent non-executive Director and save as disclosed herein, Mr. Poon 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. Poon does not have any relationships with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company (within the meaning of the GEM Listing Rules). As at the Latest Practicable Date, Mr. Poon does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Poon has entered into a service contract with the Company for a term of one year commencing from 30 September 2008 and he 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. Poon is entitled to a monthly salary of HK\$10,000, which is determined by the Board with reference to his duties and responsibilities within the Company, the Company's performance and the prevailing market condition.

Ms. Yeung So Lai ("Ms. Yeung")

Ms. Yeung, aged 33, was appointed as an executive Director on 1 April 2011. Ms. Yeung is presently a director of a number of private companies engaged in the businesses of bird's nest trading and investment holding. Ms. Yeung is experienced in corporate management. She is the sister of the sister-in-law of Ms. Cheng Mei Ching, an executive Director, and the sister of the wife of Mr. Cheng Ting Kong, a substantial shareholder of the Company.

A service contract has been entered into between the Company and Ms. Yeung. Ms. Yeung is appointed for a term of three years and is subject to retirement by rotation and other related provisions as stipulated in the Articles of Association.

The remuneration of Ms. Yeung is HK\$90,000 per month which was determined by the Board with reference to the prevailing market conditions, her roles and responsibilities within the Company.

Ms. Yeung joined the Group in December 2010. As at the date of this announcement, Ms. Yeung is a director of each of PT Acme Mining and Resources and PT Tomico Resources, each being a non-wholly owned subsidiary of the Company. Ms. Yeung held options to subscribe for 17,450,000 Shares. Ms. Yeung is the sole shareholder and director of Fortune Yoke Limited. Fortune Yoke Limited holds 55% interest in Gold Track Holdings Inc. ("**Gold Track Holdings**"). Galileo Capital Group (BVI) Limited ("**Galileo**"), a wholly-owned subsidiary of the Company, and Gold Track Holdings respectively hold approximately 54% and 46% interest in Gold Track Mining and Resources Ltd., which is a non-wholly owned subsidiary of the Company. Galileo and Gold Track Holdings hold respectively 54% and 14% interest in Gold Track Coal and Mining Ltd., a non-wholly owned subsidiary of the Company.

Save as disclosed above, Ms. Yeung has not held any other major appointment and qualifications, nor does she have any relationship with any Director, senior management, substantial or controlling shareholders of the Company. Other than the directorship in the Company, Ms. Yeung does not hold other positions with the Company or other members of the Company. Save as disclosed above, Ms. Yeung does not have any interest in the Shares within the meaning of Part XV of the SFO. Save as disclosed herein, Ms. Yeung did not hold any directorship in other listed public companies in the past three years.

Mr. Tou Kin Chuen (“Mr. Tou”)

Mr. Tou, aged 34, was appointed as an independent non-executive Director on 14 March 2011. Mr. Tou is the principal of Roger K.C. Tou & Co.. Mr. Tou graduated from the Hong Kong Shue Yan University (formerly known as Hong Kong Shue Yan College) with a Honours Diploma in Accounting in 2001. He has over 15 years’ experience in audit, taxation, company secretarial, insolvency and finance. Mr. Tou is a member of the Hong Kong Institute of Certified Public Accountants, an associate of the Taxation Institute of Hong Kong, an associate of the Association of International Accountants.

A service contract has been entered into between the Company and Mr. Tou. Mr. Tou is appointed for a term of one year and is subject to retirement by rotation and other related provisions as stipulated in the Articles of Association.

The remuneration of Mr. Tou is HK\$30,000 per quarter which was determined by the Board with reference to the prevailing market conditions and his roles and responsibilities within the Company.

Save as disclosed above, Mr. Tou has not held any other major appointment and qualifications, nor does he have any relationship with any Director, senior management, substantial or controlling shareholders of the Company. Other than the directorship in the Company, Mr. Tou does not hold other positions with the Company or other members of the Company. Save as disclosed above, Mr. Tou does not have any interest in the Shares within the meaning of Part XV of the SFO. Save as disclosed herein, Mr. Tou did not hold any directorship in other listed public companies in the past three years.

Mr. Chan Tin Lup, Trevor (“Mr. Chan”)

Mr. Chan, aged 51, was appointed as an independent non-executive Director on 14 March 2011. Mr. Chan was born in Hong Kong and has been in the legal field for over 20 years. He received his law degree from the University of London and his Postgraduate Diploma in Legal Practice from the University of Wolverhampton with commendation. Mr. Chan has been an independent non-executive director of National Arts Holdings Limited (Stock Code: 8228), a company incorporated in the Cayman Islands and continued in Bermuda, the shares of which are listed on the GEM, since 13 May 2009.

A service contract has been entered into between the Company and Mr. Chan. Mr. Chan is appointed for a term of one year and is subject to retirement by rotation and other related provisions as stipulated in the Articles of Association.

The remuneration of Mr. Chan is HK\$30,000 per quarter which was determined by the Board with reference to the prevailing market conditions and his roles and responsibilities within the Company.

Save as disclosed above, Mr. Chan has not held any other major appointment and qualifications, nor does he have any relationship with any Director, senior management, substantial or controlling shareholders of the Company. Other than the directorship in the Company, Mr. Chan does not hold other positions with the Company or other members of the Company. Save as disclosed above, Mr. Chan, does not have any interest in the Shares within the meaning of Part XV of the SFO. Save as disclosed herein, Mr. Chan did not hold any directorship in other listed public companies in the past three years.

A bankruptcy order was made against Mr. Chan on 7 November 2002 but was discharged by the Court on 7 November 2006.

Mr. Wang Zhigang (“Mr. Wang”)

Mr. Wang, aged 52, was appointed as an independent non-executive Director on 14 March 2011. Mr. Wang obtained his graduation certificate from 山東礦業學院 (unofficial English translation being Shandong Institute of Mining and Technology) in 1982 and his Master in Mine Construction Engineering (礦山建設工程) from China University of Mining and Technology (中國礦業大學) in 1994. Mr. Wang has participated in the Business Administration Training Programme (工商管理培訓班) organized by Tsinghua University (清華大學) and has obtained a completion certificate in 2002. Mr. Wang has been the executive director of 兗礦集團鄒城設計研究院有限公司 (unofficial English translation being Yankuang Group Zoucheng Huajian Design Research Company Limited) since 2005. Mr. Wang was the deputy manager of 兗州礦業(集團)有限責任公司 (unofficial English translation being Yankuang Group Corporation Limited) since 1999. Mr. Wang has obtained the qualification of Senior Engineer (高級工程師) in 1994.

A service contract has been entered into between the Company and Mr. Wang. Mr. Wang is appointed for a term of one year and is subject to retirement by rotation and other related provisions as stipulated in the Articles of Association.

The remuneration of Mr. Wang is HK\$30,000 per quarter which was determined by the Board with reference to the prevailing market conditions and his roles and responsibilities within the Company.

Save as disclosed above, Mr. Wang has not held any other major appointment and qualifications, nor does he have any relationship with any Director, senior management, substantial or controlling shareholders of the Company. Other than the directorship in the Company, Mr. Wang does not hold other positions with the Company or other members of the Company. Save as disclosed above, Mr. Wang does not have any interest in the Shares within the meaning of Part XV of the SFO. Save as disclosed herein, Ms. Wang did not hold any directorship in other listed public companies in the past three years.

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 Rules 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 Units 2412-2418, 24/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 29 July 2011 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 2011.
2. To declare a final dividend.
3. To re-elect the retiring Directors and to authorize the board of Directors (the “**Board**”) to fix their remuneration.
4. To re-appoint Andes Glacier CPA Limited as Auditors of the Company and to authorize the Board to fix their remuneration.
5. 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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;
- (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 share 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

6. 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 5% 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 5% 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.”

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

Hong Kong, 29 June 2011

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:
Units 2412-2418, 24/F.
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

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, Mr. Lee Chi Shing, Caesar, Mr. Poon Lai Yin, Michael, Ms. Yeung So Lai, Mr. Chan Tin Lup, Trevor, Mr. Tou Kin Chuen and Mr. Wang Zhigang 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, Ms. Yeung So Lai, Ms. Cheng Mei Ching and Mr. Lee Chi Shing, Caesar; and four independent non-executive Directors, namely Mr. Chan Tin Lup, Trevor, Mr. Tou Kin Chuen, Mr. Wang Zhigang and Mr. Poon Lai Yin, Michael.