
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 to be taken, 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 or transfer 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)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting to be held at Units 2412-2418, 24/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong at 3:30 p.m. on Friday, 29 July 2011 is set out on pages 5 to 6 of this circular and a form of proxy for use at the extraordinary general meeting is enclosed herein.

Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, 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 appointed for holding the extraordinary general 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 meeting 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.

7 July 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.

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DEFINITIONS

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

“Board”	the board of Directors
“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)”	the director(s) of the Company
“EGM”	the extraordinary 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 at 3:30 p.m. on Friday, 29 July 2011, or any adjournment thereof (as the case may be)
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Proposed Change of Company Name”	the proposed change of the name of the Company from “Sun International Group Limited 太陽國際集團有限公司” to “Sun International Resources Limited 太陽國際資源有限公司”
“Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	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

7 July 2011

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the Proposed Change of Company Name; and the notice of the EGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “Sun International Group Limited 太陽國際集團有限公司” to “Sun International Resources Limited 太陽國際資源有限公司”.

The Board considers that the proposed new name will better reflect the business focus of the Group. The Board believes that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

The Proposed Change of Company Name is subject to, among other things:

- (i) the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the EGM; and
- (ii) the approval by the Registrar of Companies in the Cayman Islands for the use of the new name of the Company having been obtained.

The Proposed Change of Company Name shall take effect on the date of issue of the Certificate of Incorporation on Change of Name by the Registrar of Companies in the Cayman Islands. The Company will carry out the necessary filing procedures with the Registrar of Companies in Hong Kong and the Registrar of Companies in the Cayman Islands (if any).

The Proposed Change of Company Name will not affect any of the rights of any Shareholder. If the Proposed Change of Company Name becomes effective, all existing Share certificates in issue bearing the previous name of the Company will continue to be evidence of title to the Shares and will continue to be valid for trading, settlement, delivery and registration for the same number of Shares in the new name of the Company and the rights of any Shareholders will not be affected as a result of the Proposed Change of Company Name. Further announcement in relation to the change in stock short names will be made by the Company.

There will be no special arrangement for free exchange of the existing Share certificates of the Company for new Share certificates printed in the Company’s new name. Subject to the Proposed Change of Company Name becoming effective, future Share certificates will be issued under the new name of the Company.

EGM

A notice convening the EGM to be held at Units 2412-2418, 24/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong at 3:30 p.m. on Friday, 29 July 2011 is set out on pages 5 to 6 of this circular and a form of proxy for use at the EGM is enclosed herein.

LETTER FROM THE BOARD

Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, 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 appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

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.

MISCELLANEOUS

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

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

NOTICE OF EXTRAORDINARY 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 IS HEREBY GIVEN that the extraordinary 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 at 3:30 p.m. on Friday, 29 July 2011 to consider and, if thought fit, to pass with or without amendments the following resolution:

Special Resolution

“**THAT**

- (A) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be and is hereby changed from “Sun International Group Limited” to “Sun International Resources Limited” and the Chinese name of the Company be and is hereby changed from “太陽國際集團有限公司” to “太陽國際資源有限公司”; and
- (B) any director of the Company be and is hereby authorized to do all such acts and things and execute such documents as he/she may consider necessary, desirable or expedient to effect and implement the change of name of the Company.”

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

Hong Kong, 7 July 2011

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereof, but if more than one of such joint holders are present at the meeting personally or by proxy, then 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 proxy must name the person and his appointor, and 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 must be deposited at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.