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

**(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 24 JUNE 2019**
(2) CONSENT TO THE SPECIAL DEALS
(3) GRANT OF THE WHITEWASH WAIVER

The Board is pleased to announce that all the resolutions as set out in the Notice were duly passed as ordinary resolutions by the Independent Shareholders by way of poll at the EGM held on 24 June 2019.

Reference is made to the circular (the “**Circular**”) incorporating the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of Sun International Group Limited (the “**Company**”) dated 6 June 2019 in relation to the Disposal, the Share Sale, the Master Service Agreement, the Subscription, the transactions contemplated respectively thereunder, the Special Deals and the Whitewash Waiver. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

At the EGM held on 24 June 2019, the voting on the proposed ordinary resolutions as set out in the Notice was taken by way of poll. The Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

As at the date of the EGM, there were 1,391,400,000 Shares in issue. The Subscriber, First Cheer Holdings Limited, was interested in 654,677,040 Shares, representing approximately 47.05% of the existing issued share capital of the Company. As stated in the Circular, the Subscriber is required to abstain from voting for the resolutions at the EGM and it has done so at the EGM. Accordingly, the total number of shares in the Company entitling the holders to attend and vote for or against all the resolutions at the EGM was 736,722,960.

Save as disclosed above, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of any resolution at the EGM and there were no Shares requiring the Shareholders to abstain from voting at the EGM under the GEM Listing Rules. No parties were indicated in the Circular that they intended to vote against or to abstain from voting on any resolution at the EGM.

The poll results in respect of the resolutions are as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (%)	
		FOR	AGAINST
1.	To approve, ratify and confirm the Disposal Agreement and the transactions contemplated thereunder.	394,170,544 (100%)	0 (0%)
2.	To approve, ratify and confirm the Share Sale Agreement and the transactions contemplated thereunder.	394,170,544 (100%)	0 (0%)
3.	To approve, ratify and confirm the Master Service Agreement and the transactions contemplated thereunder.	394,170,544 (100%)	0 (0%)
4.	To approve, ratify and confirm the Subscription Agreement (including but not limited to the allotment and issue of the Subscription Shares) and the transactions contemplated thereunder.	394,170,544 (100%)	0 (0%)
5.	To approve the Whitewash Waiver.	394,170,544 (100%)	0 (0%)

Note: Full text of the resolutions is set out in the Notice.

As more than 50% of the votes were cast in favour of each of the above resolutions, all resolutions were therefore duly passed as ordinary resolutions at the EGM. In relation to the resolution number 5 above in relation to the Whitewash Waiver, as more than 75% of the votes were cast in favour at the EGM, the requirement under the Takeovers Code that the Whitewash Waiver shall be approved by at least 75% of the independent vote that are cast either in person or by proxy by the Independent Shareholders at the EGM has been fulfilled.

CHANGES IN THE SHAREHOLDING OF THE COMPANY

The changes of the shareholding structure of the Company as a result of the Subscription (assuming there is no change in the issued share capital of the Company between the date of this announcement and the date of Subscription Completion save for the issuance of the Subscription Shares) are as follows:

Shareholders	As at the date of this announcement		Immediately upon Subscription Completion	
	Number of Shares	Approximate %	Number of Shares	Approximate %
The Subscriber and parties acting in concert with it:				
– The Subscriber	654,677,040	47.05	1,435,009,040	66.08
– Parties acting in concert with the Subscriber	–	–	–	–
Sub-total	654,677,040	47.05	1,435,009,040	66.08
Public Shareholders	736,722,960	52.95	736,722,960	33.92
Total	<u>1,391,400,000</u>	<u>100.00</u>	<u>2,171,732,000</u>	<u>100.00</u>

Note: The Subscriber is beneficially owned as to 50% by Mr. Cheng and as to 50% by Mr. Chau. Accordingly, both Mr. Cheng and Mr. Chau are deemed under the SFO to be interested in the 654,677,040 shares beneficial owned by the Subscriber.

CONSENT TO THE SPECIAL DEALS

On 20 June 2019, the Executive has conditionally granted its consent to the Special Deals, subject to the Special Deals being approved by a vote of the Independent Shareholders at the EGM to be taken on a poll. As the resolutions approving the Special Deals and the transactions contemplated thereunder were duly passed by the Independent Shareholders at the EGM, the condition has been fulfilled as at the date of this announcement.

GRANT OF THE WHITEWASH WAIVER

On 20 June 2019, the Executive has conditionally granted the Whitewash Waiver, which is subject to (i) the issue of the new securities being approved by a vote of the Independent Shareholders at the EGM to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber, its ultimate beneficial owners and parties acting in concert with any of them between the announcement of the proposed Subscription of the new securities (i.e. 14 February 2019) and the Subscription Completion.

The aforementioned condition (i) has been fulfilled as at the date of this announcement.

Further announcement(s) will be made by the Company upon Subscription Completion.

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

Hong Kong, 24 June 2019

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

This announcement, 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 announcement 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 announcement misleading.

This announcement includes particulars given in compliance with the Takeovers Code for the purpose of giving information with regard to the Group. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than those relating to the Disposal Purchaser, the Share Sale Purchaser and the Subscriber) and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the respective directors of the Disposal Purchaser, the Share Sale Purchaser and the Subscriber) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The directors of the Disposal Purchaser, namely, Ms. To Hoi Man and the spouse of Mr. Cheng, Ms. Yeung So Mui, and Mr. Cheng jointly and severally accept full responsibility for the accuracy of the information relating to the Disposal Purchaser contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed by the directors of the Disposal Purchaser in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The directors of the Share Sale Purchaser, namely, Mr. Cheng and his spouse, Ms. Yeung So Mui, jointly and severally accept full responsibility for the accuracy of the information relating to the Share Sale Purchaser contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed by the directors of the Share Sale Purchaser in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

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

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of seven days from the date of publication and on the Company’s website at <http://www.sun8029.com/>.