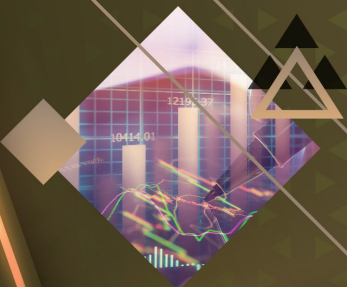




太陽國際集團有限公司
SUN INTERNATIONAL GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability) | Stock Code: 8029

First Quarterly
Report
2021



CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report 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 report misleading.

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



FINANCIAL SUMMARY (UNAUDITED)

- Revenue of the Group was approximately HK\$11,250,000 for the three months ended 30 June 2021, representing a decrease of approximately 36% from the corresponding period in the previous fiscal year.
- For the three months ended 30 June 2021, gross profit of the Group was approximately HK\$10,832,000 as compared to the gross profit of approximately HK\$16,501,000 from the corresponding period in the previous fiscal year.
- Loss attributable to owners of the Company for the three months ended 30 June 2021 amounted to approximately HK\$6,605,000 as compared to loss of approximately HK\$4,481,000 from the corresponding period in the previous fiscal year.
- Total comprehensive loss attributable to owners of the Company for the three months ended 30 June 2021 amounted to approximately HK\$11,230,000 as compared to income of approximately HK\$2,835,000 from the corresponding period in the previous fiscal year.
- The Directors do not recommend the payment of an interim dividend for the three months ended 30 June 2021 (2020: Nil).

CONSOLIDATED FIRST QUARTERLY RESULTS FOR 2021 (UNAUDITED)

The board of Directors (the "Board") of the Company hereby announces the unaudited condensed consolidated results of the Group for the three months ended 30 June 2021 together with the comparative unaudited figures for the corresponding period in 2020 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 30 June 2021

	Note	For the three months ended 30 June	
		2021 HK\$'000	2020 HK\$'000
Revenue	3	11,250	17,558
Direct costs		(418)	(1,057)
Gross Profit		10,832	16,501
Other operating income		769	1,613
Reversal of allowance for expected credit loss, net	4	669	–
Administrative expenses		(14,489)	(16,835)
Finance costs	5	(4,386)	(5,644)
Loss before taxation	6	(6,605)	(4,365)
Income tax expense	7	–	(116)
Loss for the period		(6,605)	(4,481)
Other comprehensive (loss)/income:			
Currency translation differences		(4,625)	7,316
Total comprehensive (loss)/income for the period		(11,230)	2,835
Loss for the period attributable to:			
Owners of the Company		(6,605)	(4,481)
Total comprehensive (loss)/income for the period attributable to:			
Owners of the Company		(11,230)	2,835
Loss per share (HK cents)	9		
Basic and diluted		(0.29)	(0.21)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL RESULTS

1. GENERAL INFORMATION

The Company is incorporated in the Cayman Islands on 11 July 2000 as an exempted company with limited liability under the Companies Law (Revised) of Cayman Islands. Its share are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). As at the reporting date, the ultimate and immediate holding company of the Company is First Cheer Holdings Limited (“First Cheer”), a company incorporated in the British Virgin Islands, and is beneficially owned as to 50% by Mr. Chau Cheok Wa (“Mr. Chau”) and as to 50% by Mr. Cheng Ting Kong (“Mr. Cheng”).

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars (“HK\$”) which is same as the functional currency of the Company and all amounts are rounded to the nearest thousand (HK\$’000) except otherwise indicated.

During the period ended 30 June 2021, the Group was principally engaged in money lending, securities and futures brokerage, assets management services, properties investment, digital currency mining and investment in stallions.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements of the Group for the three months ended 30 June 2021 have been prepared in accordance with the Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations (collectively, “HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the GEM Listing Rules.

The unaudited consolidated results have been prepared under the historical cost convention except for certain properties and certain financial instruments, which are measured at fair values.

The accounting policies used in preparing the unaudited consolidated financial statements are consistent with those used in the Group’s annual financial statements for the year ended 31 March 2021, except for the adoption of the new and amended HKFRSs that are first effective for the current reporting period.

The condensed consolidated financial statements of the Group for the three months ended 30 June 2021 are unaudited but have been reviewed by the Company’s Audit Committee.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL RESULTS

3. REVENUE

Revenue represents the net amounts received and receivable from services provided by the Group to outside customers and is analysed as follows:

	For the three months ended 30 June	
	2021 HK\$'000	2020 HK\$'000
Revenue within the scope of HKFRS15		
Financial services	7,605	12,352
Equine services	561	2,597
	8,166	14,949
Revenue outside the scope of HKFRS15		
Financial services	2,650	2,609
Rental income	434	–
	3,084	2,609
	11,250	17,558

4. REVERSAL OF ALLOWANCE FOR EXPECTED CREDIT LOSS

	For the three months ended 30 June	
	2021 HK\$'000	2020 HK\$'000
Reversal of allowance for expected credit loss, net:		
– Trade receivables	669	–
	669	–

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL RESULTS

5. FINANCE COSTS

	For the three months ended 30 June	
	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Effective interest expense on medium-term bonds	–	662
Effective interest expense on promissory notes	4,292	4,848
Interest on lease liabilities	94	134
	4,386	5,644

6. LOSS BEFORE TAXATION

	For the three months ended 30 June	
	2021 <i>HK\$'000</i>	2020 <i>HK\$'000</i>
Employee benefit expense (including directors' remuneration):		
– Directors' emoluments	1,080	1,069
– Salaries and other benefits	5,366	5,205
– Retirement benefit scheme contributions	147	352
	6,593	6,626

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL RESULTS

7. INCOME TAX EXPENSE

Hong Kong and overseas profits tax has been provided at the rate of 16.5% (2020: 16.5%) and at the rates of taxation prevailing in the country in which the Group operates respectively.

	For the three months ended 30 June	
	2021 HK\$'000	2020 HK\$'000
Current income tax		
– Hong Kong profits tax	–	116
	–	116

8. DIVIDEND

The Directors do not recommend the payment of an interim dividend for the three months ended 30 June 2021 (2020: Nil).

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL RESULTS

9. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the company are based on the following data:

	For the three months ended 30 June	
	2021 HK\$'000	2020 HK\$'000
Loss for the period attributable to owners of the Company for the purpose of basic and diluted loss per share	(6,605)	(4,481)

	Number of shares	
	2021	2020
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	2,248,395,864	2,171,732,000

In calculated diluted loss per share, no adjustment was made in respect of the share options outstanding for both periods as these share options were anti-dilutive for both periods.

MANAGEMENT DISCUSSION AND ANALYSIS

REVIEW OF FINANCIAL PERFORMANCE

The Group recorded revenue of approximately HK\$11,250,000 for the three months ended 30 June 2021, representing a decrease of 36% when compared to the corresponding period in the last fiscal year. The decrease was mainly due to the restructure of equine segment and the decrease of revenue of money lending business.

The direct costs were decreased to approximately HK\$418,000 from approximately HK\$1,057,000 compared with the same period last year.

Administrative expenses made a decrease of 14% to approximately HK\$14,489,000 compared to approximately HK\$16,835,000 in 2020 due to the simplify of the operation in the Equine Segment in Australia.

The loss attributable to owners of the Company for the three months ended 30 June 2021 was approximately HK\$11,230,000, an decrease of approximately HK\$14,065,000 as compared with the corresponding period in the last fiscal year. Such decrease was mainly affected the decrease in revenue in money lending business, and the exchange loss on the investment properties in Australia.

BUSINESS REVIEW

The Group has been operating in the equine business for years and the result is disappointing. As a result, the Board disposed one of the subsidiaries in the equine segment (Completed in July 2019). On 31 March 2021 there was further restructure of the Group's equine segment.

On 30 April 2021, the Group completed the purchase of the equipment for cryptocurrency mining and started its crypto mining business.

Equine services

Following the disposal of Sun Kingdom Pty Ltd in July 2019, there was further restructure of the equine business. On 31 March 2021, self-operated the Group leased out certain land and farm in Australia, which was previously self-occupied and operated in the equine segment, to an independent third party. In addition, the independent third party will manage the Stallions held by the Group under certain profit share scheme. The Board believes after such restructure, both the performance and cash flow of the equine segment would be improved.



MANAGEMENT DISCUSSION AND ANALYSIS

Financial services

Following the US-China trade dispute, rising of protectionism, worldwide political uncertainties, outbreak and continuous of Covid-19, and fluctuation of capital and stock market. The board was prudent on the financial services segment, especially the money lending business, to avoid any potential risks to the Group. As a result, the revenue and profit from the financial services decreased as compared from the corresponding period in the previous fiscal year. The management of the Group would review and adjust business strategies on a regular basis with a prudent and balanced risk management approach so as to cope with the current unpredictable economic situation.

Investment Properties

On 31 March 2021, the Group leased out certain land and farm in Australia under operating leases with rentals receivable of approximately HK\$1,770,000 per annum to a party which to the directors of the Company's best knowledge, information, believe and having made all reasonable enquires, was an independent third party to the Group. The property, plant and equipment with carrying amount of approximately HK\$33,267,000 was transferred to investment properties. The leases run for a period of five years and do not contain the unilateral rights to extend the lease at the end of the leases.

Digital currency mining

On 30 April 2021, Extra Blossom Holdings Limited ("**Extra Blossom**"), an indirect wholly owned subsidiary of the Group, has completed acquiring certain amount of digital currency mining machines. The consideration for the acquisition was satisfied by allotting and issuing 112,522,768 Consideration shares under General Mandate granted at the annual general meeting of the Group on 25 September 2020. By entering into the cryptocurrency/blockchain business, the Board believes it can provide a long term and stable income to the Group.

In light of the statement made by the State Council's Financial Stability and Development Committee of the People's Republic of China (the "**PRC**") on 21 May 2021 on Bitcoin mining and trading activities. In order to support and follow the direction of the PRC Government, on 24 May 2021 the Group instructed the relevant service provider to suspend the cryptocurrency miner operating service. The operation of the cryptocurrency mining has relocated in Kazakhstan since July 2021.

On 16 June 2021, Extra Blossom entered into an agreement (the "**Swarm Leasing Agreement**") with 深圳市水滴雲智能有限公司 (Shenzhen Shuidi Yun Zhineng Company Limited) ("**Shenzhen Shuidi**"), an independent third party, pursuant to which Shenzhen Shuidi agreed to lease to Extra Blossom 1,000 networked computing nodes to be used in Swarm with a leasing fee of RMB 1,000,000 per month. However, given the fluctuation in the trading price of Swarm, Extra Blossom and Shenzhen Shuidi mutually agreed to suspend the Swarm Leasing Agreement in July 2021.

MANAGEMENT DISCUSSION AND ANALYSIS

PROSPECTS

Following the US-China trade dispute and the outbreak of COVID-19, the global economy and consumer confidence have been adversely affected. These two incidents have occurred more than a year and have an impact on our 2021 financial results and our development strategies. The management foresees that there is full of challenging in 2021. On the other hand, this presents both opportunities and challenges for the financial services segment. However, the results of the Group's financial services segment would be heavily influenced by the performance of the stock markets in China and Hong Kong.

The Group would continue to use its best endeavor to improve the efficiency and effectiveness of the operation. Moreover, the Board would seek opportunities to establish strategic alliance to accelerate the growth of its businesses, to rebalance its business portfolio and to strengthen its financial position so as to create value for shareholders.

LIQUIDITY AND FINANCIAL RESOURCES

As of 30 June 2021, the Group's net asset is approximately HK\$156,698,000, compared with the net assets HK\$61,979,000 as of 31 March 2021. The cash and bank balances as of 30 June 2021 was approximately HK\$94,107,000, representing an decrease of approximately 11% when compared with the balance as of 31 March 2021. During the three months ended 30 June 2021, the Group's operation was mainly financed by internal fund.

CHARGES ON GROUP ASSETS

As of 30 June 2021, no plant and equipment of the Group was held under finance lease (2020: Nil).

FOREIGN EXCHANGE EXPOSURE

The income and expenditure of the Group are denominated in Hong Kong Dollars, and Australian Dollars. The Company has not entered into any foreign exchange hedging arrangement. The management is required to monitor the Group's foreign exchange exposure by closely monitoring the movement of foreign currency rates. The Group may use financial tools such as foreign exchange forward contracts, dual currency options etc. to manage the foreign exchange risks.



MANAGEMENT DISCUSSION AND ANALYSIS

EMPLOYEE INFORMATION

The total number of employees was 43 as of 30 June 2021 (2020: 62), and the total remuneration for the three months ended 30 June 2021 was approximately HK\$6,593,000 (2020: HK\$6,626,000). The Group's remuneration policy for senior executives is basically performance-linked. Staff benefits, including medical coverage and mandatory provident fund, are also provided to employees where appropriate. Discretionary bonus is linked to performance of the individual specific to each case. The Group may offer options to reward employees who make significant contributions and to retain key staff pursuant to the share option scheme of the Group. The remuneration policy of the Group is reviewed and approved by the Remuneration Committee as well as by the Board.

CONTINGENT LIABILITIES

On 30 October 2018, Guangdong Higher People's Court (the "Guangdong Higher Court") has been directed by the Supreme People's Court of the PRC to hear the claims (the "Original Claims") made by Mr. Chiu Ming ("Mr. Chiu") and Diamond Ocean Development Limited ("Diamond Ocean") (collectively the "Original Plaintiffs") against, among others, Sun Finance, Mr. Cheng and Mr. Chau (collectively the "Original Defendants") in relation to, among others, an enforcement of the share charge in 2011 over certain shares (the "Diamond Ocean Share Charge") of a listed company (the "Listed Company") in Hong Kong provided by Diamond Ocean, being the security for a loan provided by Sun Finance to Diamond Ocean, which was alleged by the Original Plaintiffs to have infringed their rights. According to the Original Claims, the Original Plaintiffs requested the court to order the Original Defendants to compensate the Original Plaintiffs for direct economic loss of RMB500,000,000 and bear all the litigation costs. In addition, the Original Plaintiffs will seek compensation for indirect loss after the valuation company engaged by the court has assessed the assets of a PRC subsidiary (the "PRC Subsidiary") of the Listed Company.

On 3 July 2020, the PRC legal advisor of the Group received the amended form of claim (the "Amended Form of Claim") from the Guangdong Higher Court. On 11 August 2021, the legal advisor of the Group received the first hearing notice from the Guangdong Higher Court. The first hearing will be held on 23 September 2021. For more information, please refer to note 49 to the consolidated financial statements of Annual Report 2021. Further announcement will be made for any important update or progress regarding the claims.

Details of the Original Claims were set out in the announcements of the Company dated 4 April 2019 and 8 April 2019.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARE CAPITAL

As of 30 June 2021, the interests and short positions of the Directors and Chief Executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meanings of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO, or as required, pursuant to Rules 5.46 to 5.66 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

(1) LONG POSITIONS IN THE SHARES OF THE COMPANY

Ordinary share of HK\$0.04 each of the Company

Name of Director	Nature of interests	Number of ordinary shares held	Capacity	Percentage of issued shares
Mr. Cheng Ting Kong	Corporate <i>(Note)</i>	1,435,009,040	Interest of a controlled corporation	62.82%

Note: These ordinary shares are held by First Cheer Holdings Limited. First Cheer Holdings Limited is beneficially owned as to 50% by Mr. Chau Cheok Wa, as to 50% by Mr. Cheng Ting Kong.

(2) LONG POSITIONS IN THE UNDERLYING SHARES OF THE COMPANY

Pursuant to the new share option scheme adopted by the Company on 5 December 2006 (the "New Scheme"), several Directors in the capacity as beneficial owner were granted share options to subscribe for shares of the Company, details of which as at 30 June 2021 were as follows:

Name of Director	Date of grant	Number of share option	Exercised during the year	Share Option lapsed	Exercise price of share options HK\$	Exercise period from	Exercise period until	Number of options outstanding as at 30 June 2021
Ms. Cheng Mei Ching	10/09/2014	1,391,400	-	-	0.315	10/09/2014	09/09/2024	1,391,400
Mr. Lui Man Wah	10/09/2014	13,914,000	-	-	0.315	10/09/2014	09/09/2024	13,914,000

Save as disclosed above, during the three months ended 30 June 2021, the Company grant no new share options for the Directors or their respective associates to subscribe for shares of the Company and had not been exercised such rights.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARE CAPITAL

Save as disclosed above, during the three months ended 30 June 2021, none of the Directors or chief executive of the Company has any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.66 of the GEM Listing Rules.

DETAILS OF SHARE OPTIONS GRANTED BY THE COMPANY

Under the terms of the Share Option Scheme adopted by the Company on 5 December 2006, the board of Directors is authorized, at its absolute discretion, to grant options to employee (including any executive and non-executive director), proposed employee, consultant, adviser, agent, contractor, customer or supplier of any member of the Group, to subscribe for shares in the Company.

Under the 2006 Share Option Scheme, no share option was granted or exercised during the three months ended 30 June 2021. Following the expiry of the 2006 Share Option Scheme on 4 December 2016, no further share option can be granted, but the provisions of the 2006 Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any share options granted prior thereto or otherwise as may be required in accordance with the provisions of the 2006 Share Option Scheme.

As of 30 June 2021, details of share options outstanding were as follows:

Date of grant	At 1 April 2021	Exercised during the period	Lapsed during the period	At 30 June 2021	Exercise period of share options	Exercise price of share options
10/09/2014	29,219,400	–	–	29,219,400	10/09/2014 to 09/09/2024	0.315
	29,219,400	–	–	29,219,400		

DIRECTORS' RIGHT TO ACQUIRE SHARES

Save as disclosed above, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or other body corporate granted to any Directors or their respective associates, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries a party to any arrangement to enable the Directors, their respective associates to acquire such rights in any other body corporate.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARE CAPITAL

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance to which the Company, its holding companies or any of its subsidiaries was a party and in which a director of the Company or any of its subsidiaries had a material interest, whether directly or indirectly, subsisted at the end of the period or at any time during the period.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

So far as is known to any Directors or Chief Executives of the Company, as at 30 June 2021, the following person or corporations had equity interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of Part XV of the SFO and/or were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of the Company:

Long positions in the shares of the Company

Ordinary share of HK\$0.04 each of the Company

Name of Shareholders	Nature of interests	Number of ordinary shares held	Capacity	Percentage of issued shares
First Cheer Holdings Limited <i>(Note 1)</i>	Corporate	1,435,009,040	Beneficial owner	62.82%
Cheng Ting Kong <i>(Note 1)</i>	Corporate	1,435,009,040	Interest of a controlled corporation	62.82%
Chau Cheek Wa <i>(Note 1)</i>	Corporate	1,435,009,040	Interest of a controlled corporation	62.82%
Raywell Holdings Limited <i>(Note 2)</i>	Corporate	135,430,000	Beneficial owner	5.93%
Yeung Hak Kan <i>(Note 2)</i>	Corporate	135,430,000	Interest of a controlled corporation	5.93%

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARE CAPITAL

Notes:

1. First Cheer Holdings Limited is beneficially owned as to 50% by Mr. Cheng Ting Kong and as to 50% by Mr. Chau Cheok Wa. Accordingly, both Mr. Cheng Ting Kong and Mr. Chau Cheok Wa are deemed under the SFO to be interested in the 1,435,009,040 shares beneficially owned by First Cheer Holdings Limited.
2. Raywell Holdings Limited is wholly and beneficially owned by Mr. Yeung Hak Kan. Accordingly, Mr. Yeung Hak Kan is deemed under the SFO to be interested in the 135,430,000 shares beneficially owned by Raywell Holdings Limited.

Save as disclosed above, as at 30 June 2021, the Company was not notified of any other relevant interests or short positions in the shares or underlying shares in the Company as recorded in the register required to be kept by the Company under section 336 of Part XV of the SFO.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association, or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

Mr. Cheng Tin Kong is the executive director of the Group and also is the shareholder of Imperium Credit Limited ("ICC"), a private company incorporated in Hong Kong and is a licensed money lender engaged in money lending business. ICC competes or may compete, either directly or indirectly, with the business of the Group.

The Board considers that, having considered the facts that:

- (i) the Group is capable of, and does carry on its business independently of, and on an arm's length basis with the competing business of the ICC;
- (ii) the Company has established corporate governance procedures to ensure business opportunities and performance are independently assessed and reviewed from time to time;
- (iii) Mr. Cheng Tin Kong is fully aware of their fiduciary duty to the Group, and will abstain from voting on any matter where there is or may be a conflict of interest; and
- (iv) The group have the first right of refusal in accepting or rejecting to provide services to the client, and Mr. Cheng Tin Kong only refer new clients to ICC after the group decide not to proceed with such client.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARE CAPITAL

Since (i) all the major and important corporate actions of the Company are and will be fully deliberated and determined by the Board; and (ii) any director(s) who is/are or deemed to be interested in any proposed transaction(s) will have his/their interest fully disclosed and will abstain from voting at the relevant resolution(s) in accordance with the applicable requirements of the New Bye-laws of the Company, the Board is of the view that each of the Relevant Directors does not, by himself/herself or in an individual capacity, competes with the Company and/or the business of the Group. The Group's interest is adequately safeguarded.

COMPETITION AND CONFLICT OF INTERESTS

Except of the above, as at 30 June 2021, none of the directors, the management shareholders (as defined in the GEM Listing Rules) or the substantial shareholders of the Company, or any of their respective associates, has engaged in any business that competes or may compete with the businesses of the Group or has any other conflict of interests with the Group.

AUDIT COMMITTEE

The Company set up an audit committee ("Audit Committee") on 29 November 2000 with written terms of reference in compliance with the GEM Listing Rules for the purpose of reviewing and providing supervision over the financial reporting process and internal controls of the Group. During the period under review, the Audit Committee comprised three members, Mr. Tou Kin Chuen, Mr. Chan Tin Lup, Trevor and Mr. Jim Ka Shun, all of them are independent non-executive Directors and Mr. Tou Kin Chuen was appointed as the chairman of the Audit Committee. The results for the three months ended 30 June 2021 were reviewed by the Audit Committee.

CORPORATE GOVERNANCE

The Company has complied with the code provisions set out in the Code on Corporate Governance Practices under Appendix 15 to the GEM Listing Rules throughout the three months ended 30 June 2021.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the period under review, the Company continued to adopt a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by the Directors.



DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARE CAPITAL

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the period under review.

BOARD OF DIRECTORS

As at the date of this report, the Board comprises five executive Directors, namely, Mr. Cheng Ting Kong, Ms. Cheng Mei Ching, Mr. Lui Man Wah, Mr. Chim Tak Lai and Mr. Choi Hon Keung Simon and three independent non-executive Directors, namely, Mr. Chan Tin Lup, Trevor, Mr. Tou Kin Chuen and Mr. Jim Ka Shun.

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

Hong Kong, 12 August 2021