
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 your 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 Entertainment 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 the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



太陽娛樂集團
SUN ENTERTAINMENT GROUP

SUN ENTERTAINMENT GROUP LIMITED

太陽娛樂集團有限公司

(formerly known as “Sage International Group Limited” in English
and “仁智國際集團有限公司” in Chinese)

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8082)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading. A notice convening the annual general meeting of the Company to be held at 10th Floor, Fun Tower, 35 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 24 June 2020 at 4:00 p.m. is set out on pages 17 to 21 of this circular. A form of proxy for the AGM is also enclosed. Whether or not you are able to attend the AGM, please complete and return the form of proxy to the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for the meeting. The completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see pages 1 to 2 of this document for measures being taken to try to prevent and control the spread of the Novel Coronavirus at the AGM, including but not limited to:

- compulsory temperature checks and health declarations;
- recommended wearing of surgical face masks; and
- no distribution of corporate gifts and refreshments.

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company encourages attendees to wear face masks and reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

This circular will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting.

26 May 2020

CONTENTS

	<i>Page</i>
PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING	1
CHARACTERISTICS OF GEM	3
DEFINITIONS	4
LETTER FROM THE BOARD	
1. INTRODUCTION	6
2. PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES	7
3. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES	7
4. RE-ELECTION OF RETIRING DIRECTORS	8
5. THE AGM	8
6. RECOMMENDATION	9
APPENDIX I – EXPLANATORY STATEMENT	10
APPENDIX II – DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED	14
NOTICE OF ANNUAL GENERAL MEETING	17

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing Novel Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All Shareholders, proxies and other attendees are required to complete and submit at the entrance of the AGM venue a declaration form confirming their names and contact details, and confirming that they have not travelled to, or to their best of knowledge had physical contact with any person who has recently travelled to, any affected countries or areas outside of Hong Kong (as per guidelines issued by the Hong Kong government at www.chp.gov.hk/en/features/102742.html) at any time in the preceding 14 days. Any person who does not comply with this requirement may be denied entry into the AGM venue or be required to leave the AGM venue.
- (iii) The Company encourages attendees to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iv) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all Shareholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The proxy form is attached to this circular for Shareholders who opt to receive physical circulars. Alternatively, the proxy form can be downloaded from the “Investor Relations” section of the Company’s website at <http://www.8082.com.hk>. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If Shareholders choosing not to attend the AGM in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the secretary of the Company as follows:

Company Secretary
Email: ir@8082.com.hk
Tel: +852 2977 8082
Fax: +852 3150 8092

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

DEFINITIONS

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

“AGM”	means the annual general meeting of the Company to be convened and held at 10th Floor, Fun Tower, 35 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 24 June 2020 at 4:00 p.m.
“Awarded Shares”	means such number of Shares determined by the Board to be granted under the Share Award Scheme
“Board”	means the board of Directors
“Bye-laws”	means the bye-laws of the Company
“close associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Company”	means Sun Entertainment Group Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on GEM
“core connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	means the director(s) of the Company
“GEM”	means the GEM of the Stock Exchange
“GEM Listing Rules”	means the Rules Governing the Listing of Securities on GEM
“Group”	means the Company and its subsidiaries
“HK\$”	means Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	means 20 May 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Notice”	means the notice convening the AGM
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	means share(s) of par value of HK\$0.025 each in the share capital of the Company
“Shareholder(s)” or “Member(s)”	means holder(s) of the Share(s)
“Share Award Scheme”	means the share award scheme of the Company adopted by the Company on 6 December 2019
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Takeovers Code”	means the Hong Kong Code on Takeovers and Mergers
“%”	per cent

LETTER FROM THE BOARD



太陽娛樂集團
SUN ENTERTAINMENT GROUP

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太陽娛樂集團有限公司

(formerly known as “Sage International Group Limited” in English
and “仁智國際集團有限公司” in Chinese)

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8082)

Executive Directors:

Mr. Dong Choi Chi, Alex (*Chairman*)

Mr. Chong Cho Lam (*Chief Executive Officer*)

Independent Non-Executive Directors:

Mr. Chan Wai Man

Mr. Siu Hi Lam, Alick

Mr. Ting Kit Lun

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11 Bermuda

*Head Office and Principal Place
of Business:*

10th Floor, Fun Tower

35 Hung To Road

Kwun Tong

Kowloon

Hong Kong

26 May 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the annual general meeting of the Company held on 21 June 2019, resolutions were passed by the Shareholders giving general unconditional mandates to the Directors to:

- (a) allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of the Shares in issue as at 21 June 2019;

LETTER FROM THE BOARD

- (b) repurchase Shares not exceeding 10% of the total number of the Shares in issue as at 21 June 2019; and
- (c) add to the general mandates for issuing Shares set out in (a) above the number of Shares repurchased by the Company pursuant to the Repurchase Mandate (as defined below) set out in (b) above.

The above general mandates shall lapse at the conclusion of the AGM. It is therefore proposed to seek your approval of the resolutions at the AGM to grant fresh general mandates to the Directors.

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 granting of the aforementioned general unconditional mandates; and (ii) the re-election of retiring Directors.

2. PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, it will be proposed, by way of ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to issue Shares up to 20% of the total number of the Shares in issue as at the date of passing the ordinary resolution (the “**Issue Mandate**”) which is estimated to be 250,159,601 Shares based on the number of issued Shares of 1,250,798,007 Shares as at the Latest Practicable Date. In addition, it will further be proposed, by way of a separate ordinary resolution, that the Issue Mandate be extended so that the Directors will be given a general mandate (the “**Extension Mandate**”) to issue further Shares equal to the total number of the share capital of the Company repurchased under the Repurchase Mandate (as defined below). Any issue of Shares is subject to approval from the Stock Exchange for the listing of and permission to deal in such Shares.

3. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, it will also be proposed, by way of an ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the total number of the Shares in issue as at the date of passing the ordinary resolution (the “**Repurchase Mandate**”) which is estimated to be 125,079,800 Shares based on the number of issued Shares as at the Latest Practicable Date.

The Issue Mandate, the Extension Mandate and the Repurchase Mandate, if approved, will continue to be in force until the conclusion of the next annual general meeting of the Company or the expiry date for the holding of the next annual general meeting or until revoked or varied by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting.

LETTER FROM THE BOARD

The Company may repurchase its Shares only if:

- (a) the Shares proposed to be repurchased by the Company are fully paid up;
- (b) the Company has previously sent to its Shareholders the explanatory statement containing information relating to the Repurchase Mandate; and
- (c) the Shareholders have in a general meeting approved the Repurchase Mandate and the relevant documents in connection therewith have been delivered to the Stock Exchange.

An explanatory statement containing information relating to the Repurchase Mandate as required under the GEM Listing Rules, in particular Rule 13.08, is set out in Appendix I to this circular. This explanatory statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

4. RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Bye-laws and the GEM Listing Rules, Mr. Chong Cho Lam and Mr. Ting Kit Lun shall retire at the AGM and being eligible, offer themselves for re-election. To enable the Shareholders to make an informed decision on the re-election of the retiring Directors, details of the retiring Directors, as required under Chapter 17 of the GEM Listing Rules, are set out in Appendix II to this circular for the information of Shareholders.

Mr. Ting Kit Lun has provided the Company with an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. Hence, the Board comes to the view that Mr. Ting should be re-elected and therefore recommends the Shareholders to vote in favour of the resolution for his re-election. In this regard, a separate resolution will be put forward at the AGM to re-elect Mr. Ting as an independent non-executive Director.

5. THE AGM

The Notice is set out on pages 17 to 21 of this circular.

As at the Latest Practicable Date, and to the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the GEM Listing Rules to abstain from voting on the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

A form of proxy for the AGM is herewith enclosed for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return it to the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the meeting. The completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 19 June 2020 to Wednesday, 24 June 2020, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the AGM, all Share transfers accompanied by the relevant Share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 18 June 2020.

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.

6. RECOMMENDATION

Having considered the reasons set out herein, the Directors believe that the proposals in relation to the Issue Mandate, the Extension Mandate, the Repurchase Mandate and the re-election of retiring Directors as referred to in this circular are in the best interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,
On behalf of the Board
Dong Choi Chi, Alex
Chairman and executive Director

This is an explanatory statement given to all Shareholders relating to the resolution to be proposed at the AGM authorizing the Repurchase Mandate.

This explanatory statement contains all the information required under Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,250,798,007 Shares.

If the Repurchase Mandate is exercised in full, on the basis of 1,250,798,007 Shares in issue as at the Latest Practicable Date, a maximum of 125,079,800 Shares, representing 10% of the then issued share capital of the Company, may be repurchased by the Company during the period 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 any applicable law or the Bye-laws to be held; or (iii) when it is revoked or varied by an ordinary resolution by the Shareholders in a general meeting, whichever is the earliest.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made if and when the Directors believe that such a repurchase will benefit the Company and its Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share.

3. FUNDING OF REPURCHASES

Any repurchases will only be funded out of funds of the Company legally available for the purpose of making the proposed repurchases in accordance with the memorandum of continuance and Bye-laws of the Company and the laws of Bermuda.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

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 statement contained in the annual report of the Company for the year ended 31 December 2019) in the event that the repurchase of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase of Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, none of their respective close associates have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Bermuda.

7. TAKEOVERS CODE CONSEQUENCES

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 deemed to be an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholders' interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers 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 holdings
Mr. Chau Cheok Wa (<i>Note 1</i>)	431,346,823	34.49%
Mr. Dong Choi Chi, Alex (<i>Note 1</i>)	287,549,682	22.99%
Mr. Chui Bing Sun (<i>Note 2</i>)	149,474,298	11.95%

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interest of the above Shareholders in the Shares would increase to:

Name	Approximate percentage holdings
Mr. Chau Cheok Wa (<i>Note 1</i>)	38.32%
Mr. Dong Choi Chi, Alex (<i>Note 1</i>)	25.54%
Mr. Chui Bing Sun (<i>Note 2</i>)	13.28%

Notes:

1. Mr. Dong Choi Chi, Alex, Mr. Cheng Ting Kong and Mr. Chau Cheok Wa are parties acting in concert in respect of the Company pursuant to a deed in relation to parties acting in concert dated 23 January 2018.
2. Mr. Chui Bing Sun is holding 98,472,498, 36,000,000 and 15,000,000 Shares through New Brilliant Investments Limited, Checkmate Capital Limited and Grand Sea Limited respectively. Mr. Chui Bing Sun is also holding 1,800 Shares as beneficiary owner.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any repurchase made under the Repurchase Mandate. However, the Company may not repurchase Shares which would result in the number of Shares held by the public being reduced to less than 25% as prescribed by the GEM Listing Rules.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the six months immediately preceding the Latest Practicable Date.

9. CONNECTED PERSON

No core connected person has notified the Company that it has any present intention to sell 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 monthly highest and lowest closing prices at which the Shares were traded on GEM during each of the previous twelve months before the Latest Practicable Date were as follows:

		Share Prices	
		Highest	Lowest
		<i>HK\$</i>	<i>HK\$</i>
2019			
May		0.83	0.64
June		0.81	0.67
July		0.77	0.68
August		0.71	0.63
September		0.69	0.65
October		0.67	0.63
November		0.68	0.60
December		0.67	0.63
2020			
January		0.66	0.59
February		0.62	0.57
March		0.57	0.43
April		0.50	0.49
May (up to the Latest Practicable Date)		0.63	0.48

The following are the particulars of the Directors (as required by the GEM Listing Rules) proposed to be re-elected at the AGM:

Mr. Chong Cho Lam (“Mr. Chong”), aged 41, was appointed as an executive Director of the Company on 16 May 2018. Mr. Chong has worked in the media and entertainment field over 15 years. He founded Chessman Entertainment and Production Limited in Macau (“**Chessman Macau**”) in 2001 which is specializing in stage production and entertainment related projects. In 2014, he also founded Chessman Entertainment Production (HK) Ltd (“**Chessman HK**”), a company working in brand management, advertising, event planning and artiste management for clients. Mr. Chong is currently a managing director of both Chessman Macau and Chessman HK.

Mr. Chong is a Convenor of Committee of Cultural Industries of the Government of the Macao Special Administrative Region (“**SAR**”), a member of Commission on Youth of the Government of the Macao SAR, Chairman of Macau Artistes Association and a fellow of Hong Kong Institutes of Directors (“**HKIoD**”). Mr. Chong holds his Bachelor Degree in Chinese Language and Literature from the University of Macau in 2003. In 2019, Mr. Chong completed the Global Directorship Programme jointly organised by University of Cambridge Institute for Sustainability Leadership (“**CISL**”) and HKIoD and the Prince of Wales’s Business of Sustainability Programme organised by CISL.

Save as being an executive Director and chief executive officer, and a member of the administration committee and risk management committee of the Company and a director of several subsidiaries of the Company, Mr. Chong does not hold any other position in the Company or any of its subsidiaries nor did he hold any directorship in any other listed public company in the past three years.

Mr. Chong does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Chong was interested in 2,000,000 Shares and 1,000,000 Awarded Shares within the meaning of Part XV of the SFO.

Mr. Chong has entered into a service agreement with the Company. His appointment was fixed for a term of two (2) years and he will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws of the Company and the GEM Listing Rules. Mr. Chong is entitled to receive an annual director’s fee in the sum of HK\$390,000 for his role as an executive Director. The director’s fees payable to him is determined by reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market condition.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Chong that need to be brought to the attention of the Shareholders or any information in relation to Mr. Chong which is required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Ting Kit Lun (“Mr. Ting”), aged 55, has been a senior executive with substantial experience in mergers and acquisitions, investment management and regulatory compliance. He had served as APAC head of compliance and regional controller for 15 years in two Fortune 500 MNCs. He has also served a multi-national manufacturing enterprise as Chief Operating Officer. Mr. Ting is currently a managing director of a licensed investment firm in Hong Kong providing investment advisory and risks management services to his clients, which include prominent financial groups in Hong Kong, an overseas bank and private equity firms in China.

Mr. Ting is a Responsible Officer licensed under the Securities and Futures Ordinance for securities advisory and asset management in Hong Kong. Mr. Ting is a fellow of the Association of Chartered Certified Accountants. He obtained his Master of Business Administration degree from the University of Leicester, and his Master of Laws degree from the University of Hong Kong.

Save as being an independent non-executive Director, a chairman of the nomination committee and the risk management committee, a member of the audit committee and the remuneration committee of the Company, Mr. Ting does not hold any other position in the Company or any of its subsidiaries nor did he hold any directorship in any other listed public company in the past three years.

Mr. Ting does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the GEM Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Ting did not have any interest in the Shares and/or underlying Shares of the Company within the meaning of Part XV of the SFO.

Mr. Ting has given his written annual confirmation independence to the Company and the nomination committee of the Company had assessed and reviewed it based on the independence criteria as set out in rule 5.09 of the GEM Listing Rules. He does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. The Board is also not aware of any circumstance that might influence Mr. Ting in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and he will be able to maintain an independent view of the Group's affairs. The Board considers him to be independent. The Board is of the view that Mr. Ting is beneficial to the Board with diversity of his comprehensive experience and knowledge that contributes to invaluable expertise, continuity and stability to the Board, and the Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company. The Board believes that he will continue to contribute effectively to the Board.

Mr. Ting has entered into a letter of appointment with the Company. His appointment is fixed for a term of one (1) year, and will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws of the Company and the GEM Listing Rules. Mr. Ting is entitled to receive a director's fee of HK\$60,000 per quarter for his roles as independent non-executive Director, a chairman of the nomination committee and the risk management committee, a member of the audit committee and the remuneration committee. The director's fees payable to him is determined by reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market condition.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Ting that need to be brought to the attention of the Shareholders or any information in relation to Mr. Ting which is required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



太陽娛樂集團
SUN ENTERTAINMENT GROUP

SUN ENTERTAINMENT GROUP LIMITED

太陽娛樂集團有限公司

*(formerly known as “Sage International Group Limited” in English
and “仁智國際集團有限公司” in Chinese)*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8082)

NOTICE IS HEREBY GIVEN THAT an annual general meeting (“AGM”) of Sun Entertainment Group Limited (the “Company”) will be held at 10th Floor, Fun Tower, 35 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 24 June 2020 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 December 2019;
2. To re-elect retiring directors and authorise the board of directors to fix directors’ remuneration;
3. To re-appoint auditors and authorise the board of directors to fix their remuneration;
4. As special business, to consider and if thought fit, pass with or without amendment, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”), the exercise by the directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with (otherwise than by way of rights issue or pursuant to the exercise of options granted under any of the Company’s share option schemes or any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Bye-laws of the Company from time to time) additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (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 of the Company pursuant to the approval in paragraph (a) above, shall not exceed 20% of the total number of the shares of the Company in issue as at the date of passing 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 date of passing 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 any other applicable law or the Bye-laws of the Company to be held; and
- (iii) the revocation or variation of the authority given by this resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase ordinary shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and requirements of the GEM Listing Rules or any other stock exchanges as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which is authorized to repurchase pursuant in paragraph (a) of this resolution and shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing 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 date of passing 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 any other applicable law or the Bye-laws of the Company to be held; and
- (iii) the revocation or variation of the authority given by this resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. As special business, to consider and if thought fit, pass with or without amendment, the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions 4 and 5 as set out in the notice convening this meeting duly passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot and issue shares pursuant to resolution 4 as set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate 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 5 as set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution.”

By order of the Board
Sun Entertainment Group Limited
Dong Choi Chi, Alex
Chairman and executive Director

Hong Kong, 26 May 2020

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office and Principal Place of Business:

10th Floor, Fun Tower
35 Hung To Road
Kwun Tong, Kowloon
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting.
4. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
5. An explanatory statement regarding the proposal of granting the general mandate to repurchase the Company's own shares will be despatched to the members of the Company together with this notice.
6. For the purpose of determining shareholders' entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Friday, 19 June 2020 to Wednesday, 24 June 2020 (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending at the annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 18 June 2020.
7. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the HKEXnews website (www.hkexnews.hk) and the website of the Company (www.8082.com.hk) and to notify shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.