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太陽娛樂集團
SUN ENTERTAINMENT GROUP

SUN ENTERTAINMENT GROUP LIMITED

太陽娛樂集團有限公司

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

(Stock Code: 8082)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Sun Entertainment Group Limited (the “**Company**”) will be held at 28th Floor, Fun Tower, 35 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 15 September 2021 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** subject to (i) The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in, the Rights Shares (as defined below) (in their nil-paid and fully-paid forms); and (ii) satisfaction of all conditions as set out in the paragraph headed “Conditions of the Rights Issue” in the letter from the board of the circular of the Company dated 24 August 2021 (the “**Circular**”):
 - (i) the issue by way of rights issue (the “**Rights Issue**”) of up to 1,044,078,404 Shares (the “**Rights Shares**”) at a subscription price of HK\$0.14 per Rights Share to the shareholders of the Company (the “**Shareholders**”) whose names shall appear on the register of members of the Company at the close of business on Monday, 20 September 2021 (the “**Qualifying Shareholders**”), or such other date as may be determined by the Company as the record date for the determination of the provisional entitlements of the Shareholders under the Rights Issue (the “**Record Date**”) (excluding those Shareholders (the “**Excluded Shareholders**”) whose addresses, as shown on the register of members of the Company, are outside Hong Kong whom the Directors, after making relevant enquiries, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) on the basis of four (4) Rights Shares for every five (5) Shares then held on the Record Date be and is hereby approved;

- (ii) any Director be and is hereby authorised to allot and issue the Rights Shares (in both their nil-paid form and fully-paid form) pursuant to and in connection with the Rights Issue in particular, (a) the Rights Shares may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements and/or the Excluded Shareholders as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the bye-laws of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; (b) the Rights Shares which would otherwise have been made available for application by the Qualifying Shareholders or the Excluded Shareholders (as the case may be) will be made available for subscription under forms of application for excess Rights Shares; and
- (iii) any Director be and is hereby authorised to do all such acts and things, to sign and execute all such documents and to take such steps as he/she may, in his/her absolute discretion, consider necessary, appropriate, desirable or expedient to implement or to give effect to or in connection with the Rights Issue and the transactions contemplated thereunder.”

2. “**THAT**

- (i) the Set-off arrangement (the “**Set-off Arrangement**”) whereby (i) the HK\$48,310,844 required to be paid by Mr. Chau Cheok Wa (“**Mr. Chau**”) for the subscription of 345,077,456 Rights Shares (as defined in resolution numbered 1 above) to be provisionally allotted to him pursuant to the Rights Issue (as defined in resolution numbered 1 above) would be set-off against the loan amount of HK\$35,000,000 indebted by the Company to Mr. Chau (the “**Loan**”), and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; (ii) in the event that the Directors consider it is impractical or burdensome to implement the Set-off Arrangement as set out in (i) above, any Director be and is hereby authorised to apply the proceeds from the Rights Issue to repay the Loan, and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (ii) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents and to take all such steps which, in the opinion of the Directors, may be necessary, desirable or expedient to give effect to the terms of, or the transactions contemplated by, the Set-off Arrangement and to agree to such variation, amendments or waiver or matters relating thereto as are, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

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

Hong Kong, 24 August 2021

Notes:

1. All resolutions will be put to vote at the Meeting by way of poll.
2. The register of members of the Company will be closed from Thursday, 9 September 2021 to Wednesday, 15 September 2021 (both days inclusive), during which no transfer of shares of the Company will be registered. In order to qualify for the attendance of the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 8 September 2021.
3. A proxy form for use at the Meeting is enclosed with this circular issued by the Company dated 24 August 2021.
4. Any member of the Company entitled to attend and vote at the Meeting is 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 of the Company may appoint more than one proxy. A proxy need not be a member of the Company.
5. To be valid, the instrument appointing a proxy must 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 seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, shall be deposited at Tricor Tengis Limited at the address set out in Note 2 above not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.

7. Where there are joint registered holders of any share of the Company, 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 thereto but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

As at the date of this notice, the Directors are as follows:

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