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LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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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)

6 June 2019

*To the Independent Shareholders*

Dear Sir or Madam,

- (1) DISCLOSEABLE TRANSACTION, CONNECTED TRANSACTION AND SPECIAL DEAL UNDER THE DISPOSAL AGREEMENT**
- (2) MAJOR TRANSACTION, CONNECTED TRANSACTION AND SPECIAL DEAL UNDER THE SHARE SALE AGREEMENT**
- (3) CONTINUING CONNECTED TRANSACTION AND SPECIAL DEAL UNDER THE MASTER SERVICE AGREEMENT**
- (4) CONNECTED TRANSACTION RELATING TO SUBSCRIPTION OF SHARES UNDER SPECIFIC MANDATE**
- (5) APPLICATION FOR WHITEWASH WAIVER**

We refer to the circular of Sun International Group Limited (the “**Company**”) dated 6 June 2019 (the “**Circular**”) to the shareholders of the Company, of which this letter forms part. Terms defined in the Circular shall have the same meanings in this letter unless the context requires otherwise.

We have been appointed by the Board as the Independent Board Committee to advise you in relation to the Disposal, the Share Sale, the Master Service Agreement, the Subscription and the transactions contemplated respectively thereunder, the Special Deals and the Whitewash Waiver.

Astrum Capital has been appointed to act as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the terms of the Disposal, the Share Sale, the Master Service Agreement, the Subscription, the transactions contemplated respectively thereunder, the Special Deals and the Whitewash Waiver. The text of the letter of advice from Astrum Capital containing their recommendation and the principal factors they have taken into account in arriving at their recommendation is set out on pages 37 to 80 of the Circular.

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Independent Shareholders are recommended to read the letter of advice from Astrum Capital, the letter from the Board contained in the Circular as well as the additional information set out in the appendices to the Circular. Having considered the terms of the Disposal, the Share Sale, the Master Service Agreement, the Subscription and the transactions contemplated respectively thereunder, the Special Deals and the Whitewash Waiver and the advice of Astrum Capital, we consider that the terms of the Disposal, the Share Sale, the Master Service Agreement, the Subscription and the transactions contemplated respectively thereunder, the Special Deals and the Whitewash Waiver are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

We recommend the Independent Shareholders to vote in favour of the resolutions in respect of the Disposal, the Share Sale, the Master Service Agreement, the Subscription and the transactions contemplated respectively thereunder, the Special Deals and the Whitewash Waiver to be proposed at the EGM.

Yours faithfully,

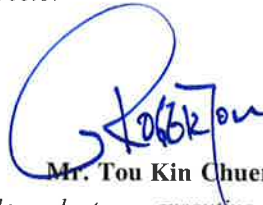
*For and on behalf of  
the Independent Board Committee*



**Mr. Chan Tin Lup, Trevor**  
*Independent non-executive Director*



**Mr. Jim Ka Shun**  
*Independent non-executive Director*



**Mr. Tou Kin Chuen**  
*Independent non-executive Director*