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太陽國際資源有限公司
SUN INTERNATIONAL RESOURCES LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8029)

**BREAKEVEN GUARANTEE IN RELATION TO
THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF
SUN INTERNATIONAL SECURITIES LIMITED AND
SUN INTERNATIONAL ASSET MANAGEMENT LIMITED**

Reference is made to the announcements dated 19 August 2015 and 29 February 2016 and the circular (the “**Circular**”) dated 3 November 2015 of Sun International Resources Limited (the “**Company**”) in relation to, among other matters, the acquisition of the entire issued share capital of Sun International Securities Limited and Sun International Asset Management Limited (the “**Target Companies**”). Capitalized terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

BREAKEVEN GUARANTEE

Pursuant to the Acquisition Agreement, the Vendor has irrevocably and unconditionally warranted and guaranteed to the Purchaser that the aggregate profits before taxation and extraordinary items of the Target Companies for the year ending 31 March 2016 shall not be less than zero (the “**Breakeven Guarantee**”). In the event the actual aggregate profit before taxation and extraordinary items of the Target Companies for the year ending 31 March 2016 shall be less than zero, the Vendor shall compensate the Purchaser an amount equivalent to the absolute aggregate amount of loss recorded by the Target Companies.

The board of directors would like to inform the Shareholders that the audited aggregated loss before taxation and extraordinary items of the Target Companies for the year ended 31 March 2016 is HK\$18,604,741 (the “**Shortfall**”). Accordingly, the Breakeven Guarantee is not met. Pursuant to the Breakeven Guarantee, the compensation obligation of the Vendor shall be discharged by way of setting off the Shortfall against the face value of the Promissory Note on a dollar for dollar basis within three business days from the date of the guarantee certificate issued by the auditors of the Company.

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

Hong Kong, 20 June 2016

As at the date of this announcement, the Board comprises four executive directors, namely, Mr. Cheng Ting Kong, Ms. Cheng Mei Ching, Mr. Lui Man Wah and Mr. Luk Wai Keung and three independent non-executive Directors, namely, Mr. Chan Tin Lup, Trevor, Mr. Tou Kin Chuen and Mr. Wang Zhigang.

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 issuer. 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 document misleading.

This announcement 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 designed website of this Company at <http://www.sun8029.com/>.