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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)

PLACING OF BONDS

PLACING AGENT



This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

On 8 June 2017 (after trading hours), the Company, as the issuer and the Placing Agent, a wholly-owned subsidiary of the Company, as the placing agent entered into a Placing Agreement pursuant to which the Placing Agent agreed to act as placing agent to procure Places, on a best effort basis, to subscribe for the Bonds with an aggregate principal amount of up to HK\$50,000,000 during the Placing Period.

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

THE PLACING AGREEMENT

Date: 8 June 2017 (after trading hours)

Parties

Issuer: the Company

Placing Agent: Sun International Securities Limited, a wholly-owned subsidiary of the Company

The Placing Agent is a company incorporated in Hong Kong with limited liability and a licensed corporation under the SFO to carry on type 1 (dealing in securities), type 2 (dealing in futures contracts) and type 4 (advising on securities) regulated activities as defined under the SFO.

Placing of Bonds

Pursuant to the Placing Agreement, the Placing Agent agreed to act as a placing agent for the purposes of procuring Placees, on a best effort basis, to subscribe for the Bonds with an aggregate principal amount of up to HK\$50,000,000.

Placees

The Bonds will be placed to the Placees who will be independent institutional or private investors, and who and whose ultimate beneficial owners are Independent Third Parties.

Placing commission and placing fees

In consideration of the services of the Placing Agent in connection with the Placing of Bonds, the Company shall pay the Placing Agent a placing commission of 1.5% of the total principal amount of the Bonds actually placed by the Placing Agent pursuant to the Placing Agreement.

The placing commission was negotiated on an arm's length basis between the Company and the Placing Agent and determined with reference to, among other things, the market rate.

The Directors consider that the placing commission is fair and reasonable based on the current market conditions.

Placing Period

The period commencing from the date of the Placing Agreement and ending on date falling three months from the date of the Placing Agreement, or such other period as may be agreed between the Company and the Placing Agent in writing.

Conditions of the Placing Agreement

The Placing Agreement is unconditional.

PRINCIPAL TERMS OF THE BONDS

The Bonds shall comprise of Bond A, Bond B and Bond C, the aggregate amount of which shall be up to HK\$50,000,000 and the Placees may choose to subscribe for Bond A, Bond B and/or Bond C.

The principal terms of the Bond A are summarised below:

Issuer:	the Company
Principal amount:	up to HK\$50,000,000 (together with Bond B and Bond C)
Issue Price:	98.5% of the principal amount of the Bonds
Maturity date:	on the date falling on the third anniversary of the date of issue of the Bonds (or, if that is not a Business Day, the first Business Day thereafter)
Interest rate:	6.2% per annum, calculated on the actual number of days elapsed and on the basis a 365-day year payable semi-annually in arrears
Form and denomination:	in registered form and in denomination of HK\$500,000 each
Status:	The Bonds constitute direct, unconditional, unsubordinated and unsecured obligations of the Company and shall at all times rank pari passu and without any preference among themselves. The payment obligations of the Company under the Bonds shall, save for such exceptions as may be provided by applicable legislation, at all times rank at least equally with all its other present and future unsecured and unsubordinated obligations. No application will be made for the listing of the Bonds.
Transferability:	The Bonds may be transferrable in whole multiples of HK\$500,000 (or such lesser amount as may represent the entire principal amount thereof) and may be transferred to any person. Save with the consent of the Stock Exchange, none of the Bonds may be transferred to a connected person of the Company.
Early redemption by Bondholder:	<p>A holder of Bond A may request for early redemption of the Bond A at any time after the second anniversary of the date of issue of the Bond A subject to the following conditions:</p> <ul style="list-style-type: none">(i) the Company shall have received a notice requesting for early redemption of the Bond A from such Bondholder not less than two calendar months prior to the proposed date of redemption of the Bond A;(ii) the notice requesting for early redemption shall specify the total principal amount proposed to be redeemed by such Bondholder which must be in whole multiples of HK\$500,000 (or such lesser amount as may represent the entire principal amount thereof);

- (iii) the early redemption price shall be 98.5% of the principal amount of the Bond A to be redeemed by the Company; and
- (iv) any unpaid interest accrued on the early redemption amount payable by the Company to such Bondholder for the period from the date of previous interest payment up to the date of such early redemption shall be forfeited by the relevant Bondholder.

The principal terms of Bond B are summarised below:

Issuer:	the Company
Principal amount:	up to HK\$50,000,000 (together with Bond A and Bond C)
Issue price:	98.5% of the principal amount of Bond B
Maturity date:	on the date falling on the fifth anniversary of the date of issue of the Bonds (or, if that is not a Business Day, the first Business Day thereafter)
Interest rate:	6.6% per annum, calculated on the actual number of days elapsed and on the basis a 365-day year payable semi-annually in arrears
Early redemption by Bondholder:	<p>A holder of Bond B may request for early redemption of the Bond B at any time after the third anniversary of the date of issue of the Bond B subject to the following conditions:</p> <ul style="list-style-type: none"> (i) the Company shall have received a notice requesting for early redemption of the Bond B from such Bondholder not less than two calendar months prior to the proposed date of redemption of the Bond B; (ii) the notice requesting for early redemption shall specify the total principal amount proposed to be redeemed by such Bondholder which must be in whole multiples of HK\$500,000 (or such lesser amount as may represent the entire principal amount thereof); (iii) the early redemption price shall be 98.5% of the principal amount of the Bond B to be redeemed by the Company; and (iv) any unpaid interest accrued on the early redemption amount payable by the Company to such Bondholder for the period from the date of previous interest payment up to the date of such early redemption shall be forfeited by the relevant Bondholder.

The principal terms of Bond C are summarised below:

Issuer:	the Company
Principal amount:	up to HK\$50,000,000 (together with Bond A and Bond B)
Issue price:	98.5% of the principal amount of Bond C
Maturity date:	on the date falling on the fifth anniversary of the date of issue of the Bonds (or, if that is not a Business Day, the first Business Day thereafter)
Interest rate:	6.8% per annum, calculated on the actual number of days elapsed and on the basis a 365-day year payable semi-annually in arrears
Early redemption by the Bondholder:	N/A

Other terms of Bond B and Bond C are the same as Bond A.

The terms of the Bonds were determined after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market conditions.

REASONS FOR THE PLACING OF BONDS AND USE OF PROCEEDS

The Company is an investment holding company. The Group is principally engaged in the provision of equine services, computer software services, the provision of type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts) and type 9 (asset management) regulated activities under the SFO in Hong Kong, and the money lending business.

The Board has considered various ways of raising funds to develop its businesses and consider that the Placing of Bonds represents a suitable opportunity to raise capital for the Group. In addition, the Placing of Bonds will not result in any dilution effect on the shareholding of the existing Shareholders.

In view of the above, the Directors are of the view that the Placing of Bonds provides a good opportunity to strengthen the Company's financial position and the terms of the Placing of Bonds are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The gross and net proceeds of the Placing of Bonds will be HK\$49,250,000 and approximately HK\$49,090,000 respectively (assuming the Bonds are placed in full). The Directors intend to apply the net proceeds of the Placing of Bonds as general working capital of the Group.

EQUITY FUND RAISING EXERCISE BY THE COMPANY IN THE PAST TWELVE MONTHS

The Company has not conducted any other equity fund raising activities in the past twelve months immediately preceding the date of this announcement.

DEFINITIONS

“Board”	the board of Directors
“Bond A”	the three-year 6.2% coupon unlisted straight bonds to be issued by the Company and to be placed pursuant to the Placing Agreement or, as the context may require, any part of the principal amount thereof
“Bond B”	the five-year 6.6% coupon unlisted straight bonds to be issued by the Company and to be placed pursuant to the Placing Agreement or, as the context may require, any part of the principal amount thereof
“Bond C”	the five-year 6.8% coupon unlisted straight bonds to be issued by the Company and to be placed pursuant to the Placing Agreement or, as the context may require, any part of the principal amount thereof
“Bondholder(s)”	the holder(s) of the relevant Bonds
“Bonds”	collectively, Bond A, Bond B and Bond C, and may refer to Bond A and/or Bond B and/or Bond C in this announcement as the context may so require
“Business Day”	any day (excluding a Saturday, Sunday and public holiday) on which banks in Hong Kong are generally open for business throughout their normal business hours
“Company”	Sun International Resources Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the GEM of the Stock Exchange (Stock Code: 8029)
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of and not connected with the Company and its connected persons
“Placees”	any independent institutional or private investors selected and procured by the Placing Agent to subscribe for the Bonds pursuant to the Placing Agreement
“Placing Agent”	Sun International Securities Limited, a wholly-owned subsidiary of the Company, acting as the placing agent of the Bonds under the Placing Agreement
“Placing Agreement”	the conditional placing agreement dated 8 June 2017 and entered into between the Company and the Placing Agent in relation to the Placing of Bonds
“Placing of Bonds”	the placing of the Bonds pursuant to the terms of the Placing Agreement
“Placing Period”	has the meaning ascribed to it under the paragraph headed “Placing Period” in the section headed “Placing Agreement” of this announcement
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 8 June 2017

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

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/>.