

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回方為有效

Application Form No.
申請表格編號

IMPORTANT
重要提示

THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON THURSDAY, 6 FEBRUARY 2014.

本申請表格具有價值，但不可轉讓，並僅供下列合資格股東使用。二零一四年二月六日(星期四)下午四時正後不得提出申請。
IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS APPLICATION FORM OR AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格之任何方面或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。
If you have sold or transferred all your shares in Sun International Resources Limited (the "Company"), you should at once hand this Application Form and the accompanying prospectus of the Company dated [21 January 2014] (the "Prospectus") to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

閣下如已將名下太陽國際資源有限公司(「本公司」)之股份全部售出或轉讓，應立即將本申請表格及隨附本公司所刊發日期為二零一四年一月二十一日之章程(「章程」)送交買主或承讓人，或經手買賣或轉讓之銀行經理、持牌證券交易商或註冊證券機構或其他代理，以便轉交買主或承讓人。

A copy of the Prospectus Documents, together with other documents mentioned in the paragraph headed "DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG" in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of any of these documents.

閣下之持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問有關交收安排之詳情，以及該等安排對閣下享有之權利及權益構成之影響。
Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange of Hong Kong Limited (the "Stock Exchange"), as well as compliance with the stock admission requirements of the Hong Kong Securities Clearing Company Limited ("HKSCC"), the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

倘發售股份獲准在香港聯合交易所有限公司(「聯交所」)上市及買賣且符合香港中央結算有限公司(「香港結算」)之證券收納規定，發售股份將獲香港結算接納為合資格證券，自發售股份在聯交所開始買賣之日期或香港結算指定之其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後之第二個交易日透過中央結算系統進行交收。所有在中央結算系統進行之活動均依據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this Application Form, 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 Application Form.

香港交易及結算有限公司、聯交所及香港結算對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本申請表格全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。
Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.

除文義另有所指外，本申請表格所用詞彙與章程所界定者具相同涵義。
This Application Form and all acceptances pursuant to it shall be governed by and construed in accordance with the laws of Hong Kong.
本申請表格及據此提出之所有接納須受香港法律監管並按其詮釋。

Branch share registrar and transfer office in Hong Kong:

香港股份過戶登記分處：
Tricor Tengis Limited
26th Floor
Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

卓佳登捷時有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心
26樓



太陽國際資源有限公司
SUN INTERNATIONAL RESOURCES LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 8029)

(股份代號: 8029)

OPEN OFFER

OF 463,800,000 OFFER SHARES

AT HK\$0.10 PER OFFER SHARE ON THE BASIS OF ONE OFFER SHARE

FOR EVERY TWO EXISTING SHARES HELD ON THE RECORD DATE

PAYABLE IN FULL ON APPLICATION

按於記錄日期每持有兩股現有股份

獲發一股發售股份之基準以每股發售股份0.10港元(須於申請時繳足)

公開發售463,800,000股發售股份

PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER

THAN 4:00 P.M. ON THURSDAY, 6 FEBRUARY 2014

股款須不遲於二零一四年二月六日(星期四)下午四時正接納時全數繳付

APPLICATION FORM

申請表格

Registered Office:

註冊辦事處：
Cricknet Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

香港主要營業地點：
Unit 2412-2418, 24/F
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong
香港
干諾道中168-200號
信德中心
招商局大廈
24樓2412-2418室

21 January 2014

二零一四年一月二十一日

Name(s) and address of Qualifying Shareholder(s)
合資格股東姓名及地址

Blank area for Name(s) and address of Qualifying Shareholder(s)

Number of Shares registered in your name(s) on Monday, 20 January 2014
於二零一四年一月二十日(星期一)以閣下名義登記之股份數目

Box A
甲欄

Blank area for Number of Shares registered in your name(s) on Monday, 20 January 2014

Number of Offer Shares in your assured allotment subject to payment in full on application by no later than 4:00 p.m. on Thursday, 6 February 2014
閣下獲保證配發之發售股份數目(股款須不遲於二零一四年二月六日(星期四)下午四時正申請時全數繳付)

Box B
乙欄

Blank area for Number of Offer Shares in your assured allotment subject to payment in full on application by no later than 4:00 p.m. on Thursday, 6 February 2014

Amount payable on assured allotment if applied for in full
倘閣下申請認購全數保證配額之應繳款項

Box C
丙欄

Blank area for Amount payable on assured allotment if applied for in full

Application can only be made by the Qualifying Shareholder(s) named above.

認購申請僅可由上述合資格股東作出。

Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed

請於丁欄填妥申請認購之發售股份數目及隨附股款金額

Box D
丁欄

Number of Offer Shares applied for
申請認購之發售股份數目
Remittance enclosed (HK\$0.10 x number of Offer Shares applied for)
隨附股款(0.10港元x申請發售股份數目)
HK\$
港元

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject to the terms and conditions mentioned in the Prospectus and this Application Form, such allotment is made to the holders of Shares whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assured allotment in the proportion of one Offer Share for every two existing Shares held on Monday, 20 January 2014.

If you wish to apply for any number of Offer Shares which is equal to or less than your assured allotment, you should complete and sign this Application Form, and lodge the form together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with the Registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. All remittance for application of Offer Shares under assured allotment must be made by cheque(s) or cashier order(s) in Hong Kong dollars and made payable to "Sun International Resources Limited - Open Offer Account" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) for Offer Share can be made by any person who is a Prohibited Shareholder.

閣下有權透過填寫本申請表格申請認購數目相等於或少於上文乙欄所列閣下獲保證配發之發售股份。在章程及本申請表格所述條款及條件規限下，上述配額乃向名列本公司股東名冊並為合資格股東的股份持有人作出，基準為按於二零一四年一月二十日(星期一)每持有兩股現有股份可獲保證配發一股發售股份。

倘閣下欲申請認購數目相等於或少於閣下獲保證配發之發售股份，請填妥及簽署本申請表格，並將表格連同申請認購發售股份涉及之適當應繳款項之足額股款，交回過戶處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有申請認購保證配額之發售股份股款必須為港元款項，並須以支票或銀行本票註明抬頭人為「Sun International Resources Limited - Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出，並須符合背頁所載手續。身為受禁制股東之人士不得申請認購發售股份。



太陽國際資源有限公司
SUN INTERNATIONAL RESOURCES LIMITED

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

(Stock Code: 8029)
(股份代號: 8029)

To: Sun International Resources Limited
致: 太陽國際資源有限公司

Dear Sirs,

I/We, being the registered holder(s) stated overleaf of the Shares, enclose a remittance** for the amount payable in full on acceptance for the number of Offer Shares at a price of HK\$0.10 per Offer Share specified in Box B or Box D (as the case may be). I/We accept that number of Offer Shares on the terms and conditions of the Prospectus dated 21 January 2014 and subject to the memorandum of association and articles of association of the Company and I/we hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者:

本人/吾等為背頁所列股份之登記持有人，現申請認購乙欄或丁欄(視情況而定)所指定數目之發售股份，並附上按每股發售股份0.10港元之價格計算須於接納時繳足之全數股款**。本人/吾等謹此依照日期為二零一四年一月二十一日之章程所載條款及條件，以及在 貴公司之組織章程大綱及組織章程細則規限下，接納有關數目之發售股份，而本人/吾等謹此承諾並同意申請數目相等於或少於與本申請有關之發售股份。本人/吾等謹此授權 貴公司將本人/吾等之姓名列入 貴公司之股東名冊，作為上述有關數目或較少數目之發售股份持有人，並將有關股份之股票按背頁地址以平郵方式寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等已詳閱背頁所載各項條件及申請手續，並同意受其約束。

Please insert daytime contact telephone number 請填上日間聯絡電話號碼

Signature(s) of Qualifying Shareholder(s)
(all joint Qualifying Shareholder(s) must sign)
合資格股東簽署
(所有聯名合資格股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Date 日期: _____ 2014

Details to be filled in by Qualifying Shareholder(s):

請合資格股東填妥以下資料:

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total specified in Box B) 申請認購發售股份數目 (丁欄或(如未有填妥)乙欄所列明之發售股份總數)	Total amount of remittance (being the total specified in Box D, or failing which, the total specified in Box C) 股款總額 (丁欄或(如未有填妥)丙欄所列明之股款總額)	Name of bank on which cheque/banker's cashier order is drawn** 支票/銀行本票之付款銀行名稱**	Cheque/banker's cashier order number 支票/銀行本票號碼
	HK\$ 港元		

NO RECEIPT WILL BE ISSUED BY THE COMPANY

本公司將不另發收據

** Cheque or banker's cashier order should be crossed "ACCOUNT PAYEE ONLY" and made payable to "[Sun International Resources Limited – Open Offer Account]" (see the section headed "Procedures for application" on the reverse side of this form).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「Sun International Resources Limited – Open Offer Account」為抬頭人劃線開出(請參閱本表格背頁「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares.

假設公開發售之條件獲達成，認購數目少於或相等於申請人獲保證配發之發售股份之有效申請將獲全數接納。倘上欄內並無填上數目，則閣下將視作申請認購已收款項所代表之發售股份數目。倘股款少於認購上欄所填數目之發售股份所須支付之股款，則閣下將視作申請認購已收款項所代表之發售股份數目。申請將視作為申請認購完整之發售股份數目而作出。



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)

CONDITIONS

1. No Prohibited Shareholder is permitted to apply for any Offer Shares.
2. No receipt will be issued for sums received on application(s) but it is expected that share certificate(s) for any Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at their own risk, at the address stated on the form(s).
3. Completion of this Application Form will constitute an instruction and authorisation by the applicant(s) to the Company and/ or the Registrar or some person(s) nominated by them for the purpose, on behalf of the applicant(s), to execute any registration of this Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the applicant(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The applicant(s) of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as holders of the Offer Shares which they have applied for subject to the memorandum of association and articles of association of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interests earned (if any) will be retained for the benefit of the Company. Application(s) in respect of which cheque(s) is/are dishonoured upon first presentation are liable to be rejected.
6. Your right to apply for the Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application(s) for Offer Shares which does/do not comply with the application procedures set out herein.
8. Completion and return of this Application Form will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions other than Hong Kong in connection with this Application Form and any acceptance of them have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in doubt as to your position, you should consult your professional advisers.
9. The Underwriting Agreement contains provisions entitling the Underwriter by notice in writing to the Company at any time prior to 4:00 p.m. on Tuesday, 11 February 2014 to terminate its obligations thereunder on the occurrence of certain events including force majeure. These events are set out below in the section headed "Termination of the Underwriting Agreement" and the paragraph headed "Termination of the Underwriting Agreement" under the section headed "Letter from the Board" of the Prospectus. If the Underwriter terminates the Underwriting Agreement in accordance with the terms thereof, the Open Offer will not proceed. In addition, the Open Offer is conditional upon the fulfillment of the conditions set out in the paragraph headed "Conditions of the Open Offer" under the section headed "Letter from the Board" of the Prospectus.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this Application Form. To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as number of Offer Shares applied for multiplied by HK\$0.10). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

No excess Offer Shares will be offered to the Qualifying Shareholders and any Offer Shares not taken up by the Qualifying Shareholders will be underwritten by the Underwriter.

This Application Form, when duly completed and signed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 4:00 p.m. on Thursday, 6 February 2014. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with or banker's cashier orders must be issued by a licensed bank in Hong Kong and made payable to "Sun International Resources Limited – Open Offer Account" for Offer Shares under assured allotment and crossed "Account Payee Only". Unless this Application Form, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has/have been received by 4:00 p.m. on Thursday, 6 February 2014, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

Share certificates are expected to be posted by ordinary post to the applicant(s) on Thursday, 13 February 2014 at the own risk. You will receive one share certificate for all fully-paid Offer Shares validly applied for and issued to you.

TERMINATION OF THE UNDERWRITING AGREEMENT

If, prior to the Latest Time for Termination (provided that if the date of the Latest Time for Termination shall be a Business Day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is or remains hoisted in Hong Kong between 9:00 a.m. and 4:00 p.m. on that day, the date of the Latest Time for Termination shall be the next Business Day on which no a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is or remains hoisted in Hong Kong between 9:00 a.m. and 4:00 p.m. on that day):

- (1) in the sole and absolute discretion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
 - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the sole and absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
 - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic or other nature (whether or not *ejusdem generis* with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the sole and absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
 - (c) any material adverse change in the business or in the financial or trading position of the Group as a whole; or
- (2) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the sole and absolute opinion of the Underwriter is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) there is any change in the circumstances of the Company or any member of the Group which in the sole and absolute opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any of member of the Group or the destruction of any material asset of the Group; or
- (4) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Announcement or the Prospectus Documents or other announcements or circulars in connection with the Open Offer; or
- (5) the circular, prospectus or announcements of the Company published since the date of the Underwriting Agreement when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date thereof been publicly announced or published by the Company and which may in the sole and absolute opinion of the Underwriter is material to the Group as a whole and is likely to affect materially and adversely the success of the Open Offer or might cause a prudent investor not to accept the Offer Shares provisionally allotted to it,

the Underwriter shall at its sole and absolute discretion be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

The Underwriting Agreement further contains provisions that the Underwriter may terminate its commitment under the Underwriting Agreement if prior to the Latest Time for Termination, there is:

- (a) any material breach of any of the warranties or undertakings under the Underwriting Agreement; or
- (b) any event occurring or matter arising on or after the date of the Underwriting Agreement comes and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties given by the Company under the Underwriting Agreement untrue or incorrect in any material respect.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques or banker's cashier orders will be presented for payment upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Any application in respect of which the cheque or banker's cashier order is dishonoured on first presentation is liable to be rejected, and in that event the assured entitlement and all rights thereunder will be deemed to have been declined and will be cancelled.

STATUS OF THE OFFER SHARES

The Offer Shares, when allotted and fully paid, will rank pari passu in all respects with the Shares then in issue. Holders of fully-paid Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment of the Offer Shares in their fully-paid form.

GENERAL

Lodgement of this Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party (parties) lodging it to deal with the same and to receive relevant certificate(s) of the Offer Shares.

This Application Form and any application for the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.