
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser

If you have sold or transferred all your shares in Sun International Resources Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**(1) PROPOSED GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED CHANGE OF COMPANY NAME;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Units 2414–2418, 24/F., China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Friday, 29 September 2017 at 4:00 p.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at <http://www.sun8029.com/>.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Units 2414–2418, 24/F., China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Friday, 29 September 2017 at 4:00 p.m., notice of which is set out on pages 16 to 20 of this circular
“Articles”	the articles of association of the Company, as amended from time to time and the “Article” shall mean an article of the Articles
“Board”	the board of Directors
“Change of Company Name”	the proposal to change the Company’s English name from “Sun International Resources Limited” to “Sun International Group Limited” and adopt “太陽國際集團有限公司” as the secondary name of the Company to replace the existing secondary name in Chinese “太陽國際資源有限公司”
“close associate(s)”	has the meaning ascribed to this term under the GEM Listing Rules
“Company”	Sun International Resources Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company from time to time
“GEM”	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 from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate

DEFINITIONS

“Latest Practicable Date”	28 August 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 5 December 2006
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. CHENG Ting Kong (*Chairman*)
Ms. CHENG Mei Ching
Mr. LUI Man Wah

Independent Non-executive Directors:

Mr. CHAN Tin Lup, Trevor
Mr. TOU Kin Chuen
Mr. JIM Ka Shun

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Units 2414–2418, 24/F.
China Merchants Tower
Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

30 August 2017

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED CHANGE OF COMPANY NAME;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the Issue Mandate and the Repurchase Mandate, (ii) the re-election of retiring Directors, (iii) the Change of Company Name, and (iv) the notice of the AGM.

LETTER FROM THE BOARD

ISSUE MANDATE AND REPURCHASE MANDATE

At the annual general meeting of the Company held on 26 August 2016 (the “**2016 AGM**”), general mandates were granted to the Directors to exercise the powers of the Company to issue new Shares and to repurchase Shares respectively.

Such mandates granted at the 2016 AGM will lapse at the conclusion of the AGM.

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the Issue Mandate and the Repurchase Mandate.

Issue Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given a general and unconditional mandate (i.e. the Issue Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting such mandate.

In addition, a separate ordinary resolution will further be proposed for extending the Issue Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 1,391,400,000 Shares in issue. Subject to the passing of the resolutions for the approval of the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot, issue and deal with a maximum of 278,280,000 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given a general and unconditional mandate to repurchase issued and fully paid Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the total number of issued Shares as at the date of passing of the relevant resolution granting such Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 139,140,000 Shares.

LETTER FROM THE BOARD

The Issue Mandate (including the extension of the Issue Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extension of the Issue Mandate) and the Repurchase Mandate until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law (Revised) of the Cayman Islands or any applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the Shareholders in a general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF DIRECTORS

The Board currently consists of six Directors, namely Mr. Cheng Ting Kong, Ms. Cheng Mei Ching and Mr. Lui Man Wah as executive Directors; and Mr. Chan Tin Lup, Trevor, Mr. Tou Kin Chuen and Mr. Jim Ka Shun as independent non-executive Directors.

According to Article 112, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

According to Article 108, at each annual general meeting one-third of the Directors for the time being, or, if their number is not a multiple of three (3), the number nearest to but not less than one-third, shall retire from office by rotation provided that no Director holding office as Chairman or Deputy Chairman under Article 132 or the office of Managing Director or Joint Managing Director under Article 122 shall be eligible for re-election. The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A Director is not required to retire upon reaching any particular age.

LETTER FROM THE BOARD

Mr. Jim Ka Shun (“**Mr. Jim**”) who were appointed as independent non-executive Directors to fill a casual vacancy by the Board on 1 September 2016, after the 2016 AGM, shall retire at the AGM in accordance with Article 112. Mr. Chan Tin Lup, Trevor (“**Mr. Chan**”) and Mr. Tou Kin Chuen (“**Mr. Tou**”) shall retire by rotation at the AGM in accordance with Article 108. All the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Mr. Chan, Mr. Tou and Mr. Jim, being independent non-executive Directors eligible for re-election at the AGM, has made an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. As independent non-executive Directors, Mr. Chan, Mr. Tou and Mr. Jim have demonstrated the ability to provide an independent view to the Company’s matters. The Board is of the view that each of Mr. Chan, Mr. Tou and Mr. Jim is able to continue to fulfill his role as an independent non-executive Director and thus recommends them for re-election at the AGM. Further, the Board is also of the view that Mr. Chan, Mr. Tou and Mr. Jim meet the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and is independent in accordance with the terms of the guidelines.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

PROPOSED CHANGE OF COMPANY NAME

The Board proposal to change the Company’s English name from “Sun International Resources Limited” to “Sun International Group Limited” and adopt “太陽國際集團有限公司” as the secondary name of the Company to replace the existing secondary name in Chinese “太陽國際資源有限公司”.

Conditions for the Change of Company Name

The Change of Company Name is conditional upon the following conditions having been satisfied:

- (i) the passing of a special resolution by the Shareholders at the AGM approving the Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands granting approval for the Change of Company Name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect from the date on which the new English name and the secondary name in Chinese of the Company being entered in the register maintained by the Registrar of Companies in the Cayman Islands. The Company will carry out all necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Board considers that the Change of Company Name will better reflect the future business development of the Group. The Board believes that the new English and Chinese names of the Company can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development and is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effect of the Change of Company Name

Assuming all the conditions set out in the paragraph headed “Conditions for the Change of Company Name” in this letter from the Board having been fulfilled, the Change of Company Name will take effect from the date of entry of the new name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

The Change of Company Name will not affect any rights of the Shareholders or the Company’s daily business operation or its financial position. All existing share certificates of the Company in issue bearing the current name of the Company will, upon the Change of Company Name becoming effective, continue to be good evidence of legal title to such Shares and will remain valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for the exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, all new share certificates will be issued only in the new name of the Company.

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becoming effective. Further announcement(s) will be made by the Company in relation to the effective date of the Change of Company Name and details of the change of the English and Chinese stock short names of the Company.

AGM

A notice convening the AGM to be held at Units 2414–2418, 24/F., China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Friday, 29 September 2017 at 4:00 p.m. is set out on pages 16 to 20 of this circular. Ordinary resolutions and a special resolution will be proposed at the AGM to approve, among other things, the ordinary resolutions in relation to the Issue Mandate (including the extension of the Issue Mandate), the Repurchase Mandate, the re-election of Directors and the Change of Company Name.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of the AGM will be voted by poll.

LETTER FROM THE BOARD

No Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, 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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

RECOMMENDATION

The Directors consider the proposed grant of the Issue Mandate (including the extension of the Issue Mandate), the Repurchase Mandate, the proposed re-election of Directors and the proposed to Change of Company Name are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining shareholders' entitlements to attend and vote at the AGM, the transfer books and the register of members of the Company will be closed on from Tuesday, 26 September 2017 to Friday, 29 September 2017 (both days inclusive), during which period no transfer of shares will be effected. In order to establish the right to attend and vote at the AGM, 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Monday, 25 September 2017.

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By Order of the Board
Sun International Resources Limited
Cheng Ting Kong
Chairman

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 of the GEM Listing Rules, to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution at the AGM to approve the Repurchase Mandate.

1. NUMBER OF SHARES WHICH MAY BE REPURCHASED

Exercise in full of the Repurchase Mandate, on the basis of 1,391,400,000 Shares in issue as at the Latest Practicable Date, would result in 139,140,000 Shares (representing approximately 10% of the issued share capital of the Company as at the date of passing of the resolution), being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Repurchase Mandate.

2. REASONS FOR PROPOSED REPURCHASE OF SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will be only made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

The Repurchase Mandate will only be exercised when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company will not repurchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 March 2017) in the event that the Repurchase Mandate is exercised in full at any time during the Relevant Period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their respective close associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Before repurchase" while their respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolution in relation to the Repurchase Mandate to be proposed at the AGM (and assuming that the issued share capital of the Company remains unchanged up to the date of the AGM) is shown under the column "After repurchase".

Name	Capacity	Number of Shares held	Before repurchase	After repurchase
First Cheer Holdings Limited (<i>Note 1</i>)	Beneficial owner	654,677,040	47.05%	52.28%
Mr. Cheng Ting Kong	Interest of a controlled corporation	654,677,040 (<i>Note 1</i>)	47.14%	52.38%
	Beneficial owner	1,251,250 (<i>Note 2</i>)		

Name	Capacity	Number of Shares held	Before repurchase	After repurchase
Mr. Chau Cheok Wa	Interest of a controlled corporation	654,677,040 (Note 1)	47.14%	52.38%
	Beneficial owner	1,251,250 (Note 3)		
Raywell Holdings Limited (Note 4)	Beneficial owner	135,430,000	9.73%	10.81%
Mr. Yeung Hak Kan (Note 4)	Interest of a controlled corporation	135,430,000	9.73%	10.81%

Notes:

1. First Cheer Holdings Limited is beneficially owned as to 50% by Mr. Cheng Ting Kong, an executive Director and the chairman of the board of Directors and as to 50% by Mr. Chau Cheok Wa. Accordingly, both Mr. Cheng Ting Kong and Mr. Chau Cheok Wa are deemed under the SFO to be interested in the Shares beneficially owned by First Cheer Holdings Limited.
2. Such interest represents 1,251,250 underlying Shares derived from the share options granted to Mr. Cheng Ting Kong under the Share Option Scheme.
3. Such interest represents 1,251,250 underlying Shares derived from the share options granted to Mr. Chau Cheok Wa under the Share Option Scheme.
4. Raywell Holdings Limited is wholly and beneficially owned by Mr. Yeung Hak Kan. Accordingly, Mr. Yeung Hak Kan is deemed under the SFO to be interested in the Shares beneficially owned by Raywell Holdings Limited.

Such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In fact, the Directors do not have a present intention to exercise the Repurchase Mandate to such an extent that would result in takeover obligations under Rule 26 of the Takeovers Code or the number of Shares held by the public being reduced to less than 25%.

8. SHARES REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

9. CORE CONNECTED PERSON

No core connected persons (as defined in the GEM Listing Rules) has notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

10. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
September	1.14	0.95
October	1.15	1.05
November	1.14	1.04
December	1.13	1.04
2017		
January	1.14	1.07
February	1.15	1.08
March	1.38	1.13
April	1.37	1.12
May	1.36	1.19
June	1.29	1.14
July	1.26	1.12
August (up to the Latest Practicable Date)	1.27	1.15

Detail of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) Mr. Chan Tin Lup, Trevor (“Mr. Chan”)

Independent non-executive Director, chairman of remuneration committee, member of the audit committee and member of the nomination committee of the Company.

Mr. Chan, aged 58, was re-elected as an independent non-executive Director on 15 August 2014. Mr. Chan was born in Hong Kong and has been in the legal field for over 23 years. He received his law degree from the University of London and his Postgraduate Diploma in Legal Practice from the University of Wolverhampton with commendation. Mr. Chan has been an independent non-executive director of National Arts Entertainment and Culture Group Limited (formerly known as “National Arts Holdings Limited” and “Vertex Group Limited”, stock code: 8228), a company incorporated in the Cayman Islands and continued in Bermuda, the shares of which are listed on the GEM, since 13 May 2009.

A service contract has been entered into between the Company and Mr. Chan. Mr. Chan is appointed for a term of one year and is subject to retirement by rotation and other related provisions as stipulated in the Articles of Association.

The remuneration of Mr. Chan is HK\$30,000 per quarter which was determined by the Board with reference to the prevailing market conditions and his roles and responsibilities within the Company.

A bankruptcy order was made against Mr. Chan on 7 November 2002 but was discharged by the Court on 7 November 2006.

Save as disclosed above, Mr. Chan does not have, and is not deemed to have any interests, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, Mr. Chan does not (i) hold any other position in the Group; (ii) hold any other directorship in listed public companies in Hong Kong or overseas in the last three years immediately preceding the date of this announcement; (iii) have any other major appointments and professional qualifications; and (iv) have any relationship with other Directors, senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Save as disclosed above, there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Chan that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

(2) Mr. Tou Kin Chuen (“Mr. Tou”)

Independent non-executive Director, chairman of the audit committee, chairman of the nomination committee and member of the remuneration committee of the Company.

Mr. Tou, aged 41, was re-elected as an independent non-executive Director on 15 August 2014. Mr. Tou is the principal of Roger K.C. Tou & Co. Mr. Tou graduated from the Hong Kong Shue Yan University (formerly known as Hong Kong Shue Yan College) with a Honours Diploma in Accounting in 2001. He has over 18 years’ experience in audit, taxation, company secretarial, insolvency and finance. Mr. Tou is a member of the Hong Kong Institute of Certified Public Accountants, an associate of the Taxation Institute of Hong Kong and an associate of the Association of International Accountants. Mr. Tou has been an independent non-executive director of Sun Century Group Limited (stock code: 1383), a company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange, since 26 April 2012.

A service contract has been entered into between the Company and Mr. Tou. Mr. Tou is appointed for a term of one year and is subject to retirement by rotation and other related provisions as stipulated in the Articles of Association.

The remuneration of Mr. Tou is HK\$30,000 per quarter which was determined by the Board with reference to the prevailing market conditions and his roles and responsibilities within the Company.

Save as disclosed above, Mr. Tou does not have, and is not deemed to have any interests, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, Mr. Tou does not (i) hold any other position in the Group; (ii) hold any other directorship in listed public companies in Hong Kong or overseas in the last three years immediately preceding the date of this announcement; (iii) have any other major appointments and professional qualifications; and (iv) have any relationship with other Directors, senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Save as disclosed above, there are no other matters concerning Mr. Tou that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Tou that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

(3) Mr. Jim Ka Shun (“Mr. Jim”)

Independent non-executive Director, member of the remuneration committee, member of the audit committee and member of the nomination committee of the Company.

Mr. Jim, aged 35, is a holder of Bachelor of Engineering in Computer Engineering from The Hong Kong University of Science and Technology in 2004. Mr. Jim is a Financial Risk Manager (FRM) of the Global Association of Risk Professionals and a licensed person to carry out type 9 (asset management) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”).

Mr. Jim has over 9 years of relevant experience in financial industry, including the asset management sector. Mr. Jim has been appointed as the executive director and type 9 responsible officer of Great Wall Securities Limited (“**Great Wall**”) since April 2015. Great Wall is principally engaged in brokerage, asset management and investment advisory services and is a licensed corporation under the SFO to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities. Mr. Jim also served as the executive director and type 9 responsible officer of Phoenician Limited, an asset management company under the SFO to carry out type 9 (asset management) regulated activity from March 2013 to March 2015. Mr. Jim is responsible for managing the investment portfolio to meet the specific objectives and overseeing the trading operation. Mr. Jim is currently an executive director of China Financial Leasing Group Limited (stock code: 2312).

A letter of appointment has been entered into between the Company and Mr. Jim. Mr. Jim is appointed for a term of one year and is subject to retirement by rotation and other related provisions as stipulated in the articles of association of the Company.

The remuneration of Mr. Jim will be HK\$30,000 per quarter which was determined by the Board with reference to the prevailing market conditions, their roles and responsibilities.

Save as disclosed above, Mr. Jim does not have, and is not deemed to have any interests, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, Mr. Jim does not (i) hold any other position in the Group; (ii) hold any other directorship in listed public companies in Hong Kong or overseas in the last three years immediately preceding the date of this announcement; (iii) have any other major appointments and professional qualifications; and (iv) have any relationship with other Directors, senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

Save as disclosed above, there are no other matters concerning Mr. Jim that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Jim that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Sun International Resources Limited (the “**Company**”) will be held at Units 2414–2418, 24/F., China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Friday, 29 September 2017 at 4:00 p.m., for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 March 2017.
2.
 - (a) To re-elect Mr. Chan Tin Lup, Trevor as independent non-executive Director;
 - (b) To re-elect Mr. Tou Kin Chuen as independent non-executive Director;
 - (c) To re-elect Mr. Jim Ka Shun as independent non-executive Director; and
 - (d) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint Andes Glacier CPA Limited as the auditor of the Company and to authorise the board of Directors to fix its remuneration.
4. To consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company), which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company), which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under a share option scheme of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the total number of issued Shares on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of issued Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of issued Shares on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors by this resolution.

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“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

5. To consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law (Revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent. of the total number of issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purposes of this resolution,

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors by this Resolution.”

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6. To consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of issued Shares as at the date of passing of this Resolution.”

SPECIAL RESOLUTION

7. To consider and, if thought fit, pass the following resolution as special resolution:

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Sun International Resources Limited” to “Sun International Group Limited”, and the Chinese name “太陽國際集團有限公司” be adopted as the secondary name of the Company in place of its existing secondary name in Chinese “太陽國際資源有限公司” (the “**Change of Company Name**”), with effect from the date on which the new English name and the secondary name in Chinese of the Company being entered in the register maintained by the Registrar of Companies in the Cayman Islands, and any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 30 August 2017

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Units 2414–2418, 24/F.
China Merchants Tower
Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

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Notes:

1. A member entitled to attend and vote at the AGM, is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the relevant joint holding.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for the holding of the AGM or adjourned meeting (as the case may be), and in default thereof the form of proxy shall not be treated as valid.
4. With respect to resolution numbered 2 of this notice, details of the retiring Directors standing for re-election are set out in the circular of the Company dated 30 August 2017.
5. For the purpose of determining shareholders' entitlements to attend and vote at the AGM, the transfer books and the register of members of the Company will be closed on from Tuesday, 26 September 2017 to Friday, 29 September 2017 (both days inclusive), during which period no transfer of shares will be effected. In order to establish the right to attend and vote at the AGM, 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Monday, 25 September 2017.
6. As at the date of this notice, the board of Directors consists of six Directors, namely Mr. Cheng Ting Kong, Ms. Cheng Mei Ching and Mr. Lui Man Wah as executive Directors; and Mr. Chan Tin Lup, Trevor, Mr. Tou Kin Chuen and Mr. Jim Ka Shun as independent non-executive Directors.