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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)

**CONNECTED TRANSACTIONS IN RELATION
TO ACQUISITION OF A HORSE**

Reference is made to the Announcements of the Company dated 14 November 2013 and 24 December 2013 in relation to, among others, the Previous Disposal of (i) 30% title to and interest in the Horse from Sun Kingdom, an indirect wholly-owned subsidiary of the Company, to Sun Bloodstock, a company wholly-owned by Mr. Cheng, an executive Director and Chairman of the Board; and (ii) 10% title to and interest in the Horse from Sun Kingdom to Mr. Lo, an executive Director.

The Board announce that on 31 March 2014 (after trading hours):

- (i) Sun Kingdom entered into Acquisition Agreement 1 with Sun Bloodstock, pursuant to which Sun Bloodstock agreed to sell and Sun Kingdom agreed to purchase, 10% title to and ownership interest in the Horse at a consideration of HK\$1,549,519.15; and
- (ii) Sun Kingdom entered into Acquisition Agreement 2 with Mr. Lo, pursuant to which Mr. Lo agreed to sell and Sun Kingdom agreed to purchase, 10% title to and ownership interest in the Horse a consideration of HK\$1,549,519.15.

Pursuant to the Disposal Agreements, Sun Bloodstock and Mr. Lo deposited HK\$1,026,526.80 and HK\$342,175.60 to Sun Kingdom respectively as their respective sharing of the estimated expenditures for the Horse. It is now agreed in the Acquisition Agreements that:

- (i) Sun Kingdom will refund HK\$322,968.22 to Sun Bloodstock which represents the deposit paid by Sun Bloodstock pursuant to Agreement 1 and the racing prize money earned and shared by the respective owners of the Horse during the Relevant Period less the actual expenses shared by Sun Bloodstock in connection with the 10% title to and interest in the Horse during the Relevant Period; and

- (ii) Sun Kingdom will refund HK\$322,968.22 to Mr. Lo which represents the deposit paid by Mr. Lo pursuant to Agreement 2 and the racing prize money earned and shared by the respective owners of the Horse during the Relevant Period less the actual expenses shared by Mr. Lo in connection with the 10% title to and interest in the Horse during the Relevant Period.

Any further costs in relation to the Horse will be shared between the respective owners of the Horse in proportion to their respective title and ownership in the Horse.

As (i) Sun Bloodstock is wholly owned by Mr. Cheng, an executive Director and also a substantial Shareholder and chairman of the Board; and (ii) Mr. Lo is an executive Director, each of Sun Bloodstock and Mr. Lo is a connected person of the Company under the GEM Listing Rules, and the entering into of the Acquisition Agreements constitutes connected transactions on the part of the Company under Chapter 20 of the GEM Listing Rules.

As, when aggregated with the Previous Disposal and the Disposal of Australian Horse, all of the applicable percentage ratios calculated in accordance with Rule 19.07 of the GEM Listing Rules are less than 5%, the Acquisition, being a connected transaction is subject to the reporting and announcement requirements as set out in Chapter 20 of the GEM Listing Rules but is exempt from the independent Shareholders' approval requirement.

THE ACQUISITION

Reference is made to the announcements (the “**Announcements**”) of the Company dated 14 November 2013 and 24 December 2013 in relation to, among others, the Previous Disposal of (i) 30% title to and interest in the Horse from Sun Kingdom, an indirect wholly-owned subsidiary of the Company, to Sun Bloodstock, a company wholly-owned by Mr. Cheng, an executive Director and Chairman of the Board; and (ii) 10% title to and interest in the Horse from Sun Kingdom to Mr. Lo, an executive Director. Unless otherwise specified herein, capitalised terms used herein shall have the same meaning as those used in the Announcements.

The Board is pleased to announce that on 31 March 2014 (after trading hours):

- (i) Sun Kingdom entered into Acquisition Agreement 1 with Sun Bloodstock, pursuant to which Sun Bloodstock agreed to sell and Sun Kingdom agreed to purchase, 10% title to and ownership interest in the Horse at a consideration of HK\$1,549,519.15; and
- (ii) Sun Kingdom entered into Acquisition Agreement 2 with Mr. Lo, pursuant to which Mr. Lo agreed to sell and Sun Kingdom agreed to purchase, 10% title to and ownership interest in the Horse a consideration of HK\$1,549,519.15.

ACQUISITION AGREEMENT 1

The principal terms of Acquisition Agreement 1 are as follows:

Date

31 March 2014 (after trading hours)

Parties

Vendor: Sun Bloodstock

Purchaser: Sun Kingdom

As Sun Bloodstock is wholly-owned by Mr. Cheng, an executive Director and chairman of the Board and also a substantial Shareholder, Sun Bloodstock is a connected person of the Company under the GEM Listing Rules. Sun Bloodstock is principally engaged in holding bloodstock for Mr. Cheng's personal enjoyment.

Subject Matter

Subject to the terms of the Acquisition Agreement 1, Sun Bloodstock has agreed to sell and Sun Kingdom has agreed to purchase 10% title to and ownership interest in the Horse.

Consideration

The consideration for 10% title to and ownership interest in the Horse under Acquisition Agreement 1 is HK\$1,549,519.15 and shall be paid by Sun Kingdom on or before 31 March 2014. The original purchase price of the 10% title to and ownership interest in the Horse paid by Sun Bloodstock under the Previous Disposal was HK\$1,549,519.15.

Upon full payment of the consideration, the 10% title to and ownership interest in the Horse shall be passed by Sun Bloodstock to Sun Kingdom.

Refund of Sun Bloodstock's deposits

Pursuant to Agreement 1, Sun Bloodstock has deposited HK\$1,026,526.80 to Sun Kingdom as its sharing of the estimated expenditures for 30% title to and interest in the Horse.

Pursuant to Acquisition Agreement 1, Sun Kingdom agreed to refund HK\$322,968.22 to Sun Bloodstock on or before 31 March 2014 which represents the deposit paid by Sun Bloodstock pursuant to Agreement 1 and the racing prize money earned and shared by the respective owners of the Horse less the actual expenses shared by Sun Bloodstock in connection with the 10% title to and interest in the Horse during the Relevant Period. Any further costs in relation to the Horse will be shared between the respective owners of the Horse in proportion to their respective title and ownership in the Horse.

The consideration was arrived at after arm's length negotiations between Sun Kingdom and Sun Bloodstock having regard to the original purchase price of the 10% title to and ownership interest in the Horse paid by Sun Bloodstock under the Previous Disposal.

ACQUISITION AGREEMENT 2

The principal terms of Acquisition Agreement 2 are as follows:

Date

31 March 2014 (after trading hours)

Parties

Vendor: Mr. Lo

Purchaser: Sun Kingdom

As Mr. Lo is an executive Director, he is a connected person of the Company under the GEM Listing Rules.

Subject Matter

Subject to the terms of Acquisition Agreement 2, Mr. Lo has agreed to sell and Sun Kingdom has agreed to purchase 10% title to and ownership interest in The Horse.

Consideration

The consideration for under Acquisition Agreement 2 is HK\$1,549,519.15 and shall be paid by Sun Kingdom on or before 31 March 2014. The original purchase price of the 10% title to and ownership interest in the Horse paid by Mr. Lo under the Previous Disposal was HK\$1,549,519.15.

Upon full payment of the consideration, the 10% title to and ownership interest in the Horse shall be passed by Mr. Lo to Sun Kingdom.

The consideration was arrived at after arm's length negotiations between Sun Kingdom and Mr. Lo having regard to the original purchase price of the 10% title to and ownership interest in the Horse paid by Mr. Lo under the Previous Disposal.

Refund of Mr. Lo's deposits

Pursuant to Agreement 2, Mr. Lo has deposited HK\$342,175.60 to Sun Kingdom as its sharing of the estimated expenditures for 10% title to and interest in the Horse.

Pursuant to Acquisition Agreement 2, Sun Kingdom agreed to refund HK\$322,968.22 to Mr. Lo on or before 31 March 2014 which represents the deposit paid by Mr. Lo pursuant to Agreement 2 and the racing prize money earned and shared by the respective owners of the Horse less the actual expenses shared by Mr. Lo in connection with the 10% title to and interest in the Horse during the Relevant Period. No further costs will be charged against Mr. Lo as Mr. Lo would not have any interests in the Horse in the future.

INFORMATION OF THE HORSE

The Horse is thoroughbred horse 2009 bay mare born in Ireland by Teofilo out of Vadorga.

On 4 October 2013, Sun Kingdom acquired 100% title to and ownership interest in the Horse at a consideration of EUR1,200,000 (equivalent to approximately HK\$12,702,000) from Skymarc Farm Ltd. The costs relating to the acquisition of the Horse incurred by Sun Kingdom were approximately HK\$2,793,000.

On 14 November 2013, Sun Kingdom entered into three separate sale and purchase agreements with each of Mr. Lee Yuk Lun (“**Mr. Lee**”), Mr. Chui Bing Sun (“**Mr. Chui**”) and Mr. Wan Sik Tsim (“**Mr. Wan**”), pursuant to which Sun Kingdom has agreed to sell (i) 15% title to and ownership interest in the Horse to Mr. Lee at a consideration of HK\$2,324,278.73; (ii) 15% title to and ownership interest in the Horse to Mr. Chui at a consideration of HK\$2,324,278.73; (iii) 10% title to and ownership interest in the Horse to Mr. Wan at a consideration of HK\$1,549,519.15; (iv) 30% title to and interest in the Horse to Sun Bloodstock at a consideration of HK\$4,648,557.45; and (v) 10% title to and interest in the Horse to Mr. Lo at a consideration of HK\$1,549,519.15. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, Skymarc Farm Ltd, Mr. Lee, Mr. Chui and Mr. Wan and their respective associates are Independent Third Parties.

During the Relevant Period, the Horse won an aggregate racing prize money of HK\$764723.75, which would be shared between the respective owners of the Horse in proportion to their respective shareholding in the Horse.

Upon completion of the Acquisition, Sun Kingdom will own the remaining 40% title to and ownership interest in the Horse.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Company is an investment holding company. The Group is principally engaged in provision of computer hardware and software services, hotel operation and management services, mining iron ores and minerals.

Prior to the completion of the Acquisition, the Company owned 20% title to and ownership interest in the Horse. The Directors consider that the Acquisition of the Horse allows the Group to manage the Horse in a more cost effective way by having a higher ownership interest in the Horse.

The Directors, including independent non-executive Directors but excluding (i) Mr. Cheng, an executive Director and also the owner of Sun Bloodstock; and (ii) Mr. Lo, who have abstained from voting on the relevant board resolution for approving the Acquisition, consider that the terms of the Disposal are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As Mr. Cheng and Mr. Lo are executive Directors and Mr. Cheng is also a substantial Shareholder, each of Mr. Cheng and Mr. Lo is a connected person of the Company under the GEM Listing Rules, and the entering into of Acquisition Agreement 1, Acquisition Agreement 2 constitutes connected transactions on the part of the Company under Chapter 20 of the GEM Listing Rules.

As, when aggregated with the Previous Disposal and the Disposal of Australian Horse, all of the applicable percentage ratios calculated in accordance with Rule 19.07 of the GEM Listing Rules are less than 5%, the Acquisition, being a connected transaction is subject to the reporting and announcement requirements as set out in Chapter 20 of the GEM Listing Rules but is exempt from the independent Shareholders' approval requirement.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms shall have the same following meanings as set out below:

“Acquisition”	together, (i) the acquisition of 10% title to and ownership interest in the Horse by Sun Kingdom from Sun Bloodstock pursuant to the terms of the Acquisition Agreement 1; and (ii) the acquisition of 10% title to and ownership interest in the Horse by Sun Kingdom from Mr. Lo pursuant to the terms of the Acquisition Agreement 2
“Acquisition Agreement 1”	the sale and purchase agreement dated 31 March 2014 entered into between Sun Kingdom and Sun Bloodstock in relation to the sale and purchase of 10% title to and interest in the Horse
“Acquisition Agreement 2”	the sale and purchase agreement dated 31 March 2014 entered into between Sun Kingdom and Mr. Lo in relation to the sale and purchase of 10% title to and interest in the Horse
“Acquisition Agreements”	Acquisition Agreement 1 and Acquisition Agreement 2
“Agreement 1”	the sale and purchase agreement dated 14 November 2013 entered into between Sun Kingdom and Sun Bloodstock in relation to the sale and purchase of 30% title to and interest in the Horse

“Agreement 2”	the sale and purchase agreement dated 14 November 2013 entered into between Sun Kingdom and Mr. Lo in relation to the sale and purchase of 10% title to and interest in the Horse
“Australian Horse”	the thoroughbred horse 2011 bay colt born in Australia by Exceed And Excel out of Balalaika namely “JABALI” (Microchip number 985100012007604)
“Board”	the board of Directors
“Company”	Sun International Resources Limited, a company incorporated in Cayman Islands with limited liability whose issued shares are listed on GEM
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Disposal Agreements”	Agreement 1 and Agreement 2
“Disposal of Australian Horse”	the disposal of 12% title to and ownership interest in the Australian Horse by Sun Kingdom to Sun Bloodstock as disclosed in the announcements of the Company dated 28 March 2014 and 31 March 2014
“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 PRC
“Horse”	the thoroughbred horse 2009 bay mare born in Ireland by Teofilo out of Vadorga (Microchip number 985101045141763)
“Mr. Cheng”	Mr. Cheng Ting Kong, a substantial Shareholder, an executive Director and the chairman of the Board
“Mr. Lo”	Mr. Lo Kai Bong, an executive Director

“PRC”	the People’s Republic of China, which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Previous Disposal”	together, (i) the disposal of 30% title to and ownership interest in the Horse by Sun Kingdom to Sun Bloodstock pursuant to the terms of Agreement 1; and (ii) the disposal of 10% title to and ownership interest in the Horse by Sun Kingdom to Mr. Lo pursuant to the terms of Agreement 2
“Relevant Preiod”	the period from 14 November 2013 to 31 March 2014
“Share(s)”	ordinary share(s) of HK\$0.08 each in the share capital of the Company
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sun Bloodstock”	Sun Bloodstock Pty Limited, a company incorporated in Australia with limited liability and is wholly-owned by Mr. Cheng
“Sun Kingdom”	Sun Kingdom Pty Limited, a company incorporated in Australia with limited liability, an indirect wholly-owned subsidiary of the Company
“EUR”	Euro, the lawful currency of the participating member states of the European Monetary Union
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong
%	per cent

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

Hong Kong, 31 March 2014

As at the date of this announcement, the Board comprises five executive Directors, namely, Mr. Cheng Ting Kong, Ms. Cheng Mei Ching, Mr. Lee Chi Shing, Caesar, Mr. Lo Kai Bong and Mr. Lui Man Wah 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/>.

In this announcement, the HK\$ amounts have been converted from Euro amounts at the rate of Euro 1.00 to HK\$10.585. Such conversions are for the convenience of the readers only. No representation is made that the Euro amounts have been, could have been or could be, converted into HK\$, or vice versa, at such rate or at any other rates on any relevant dates.