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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) RESULTS OF THE OPEN OFFER;  
(2) FULFILMENT OF ALL THE CONDITIONS OF  
THE SHARE CONSOLIDATION;  
AND  
(3) ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS**

**RESULTS OF THE OPEN OFFER**

The Board is pleased to announce that all of the conditions set out in the Underwriting Agreement have been fulfilled and the Open Offer became unconditional at 4:00 p.m. on Tuesday, 11 February 2014.

As at 4:00 p.m. on Thursday, 6 February 2014, being the Latest Time for Acceptance, a total of 13 valid acceptances of Offer Shares have been received for a total of 216,605,459 Offer Shares (inclusive of the 135,827,500 Offer Shares subscribed by First Cheer pursuant to the First Cheer Undertaking), representing approximately 46.70% of the total number of the Offer Shares available for subscription under the Open Offer.

Based on the results of the Open Offer as set out above, the Open Offer was under-subscribed by 247,194,541 Offer Shares. In accordance with the terms of the Underwriting Agreement, the remaining 247,194,541 Offer Shares were underwritten and taken up by the Underwriter.

The share certificates for the Offer Shares in respect of the valid acceptances of the Offer Shares on the Application Forms will be despatched to those relevant Shareholders' addresses (as shown on the register of members of the Company) by ordinary post on Thursday, 13 February 2014 at their own risks.

Dealings in the Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Friday, 14 February 2014.

## **FULFILMENT OF ALL THE CONDITIONS OF THE SHARE CONSOLIDATION**

All the conditions of the Share Consolidation will be fulfilled upon completion of the Open Offer and the Share Consolidation will become effective on Friday, 14 February 2014.

## **ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS**

As a result of the Open Offer and the Share Consolidation, adjustments have been made to the exercise prices and the number of the Consolidated Shares that can be subscribed for upon the exercise of the outstanding Share Options. The details of the adjustments are set out in this announcement.

Reference is made to the prospectus of the Sun International Resources Limited (the “**Company**”) dated 21 January 2014 (the “**Prospectus**”). Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Prospectus.

## **RESULTS OF THE OPEN OFFER**

The Board is pleased to announce that all of the conditions set out in the Underwriting Agreement have been fulfilled and the Open Offer became unconditional at 4:00 p.m. on Tuesday, 11 February 2014.

As at 4:00 p.m. on 6 February 2014, being the Latest Time for Acceptance, a total of 13 valid acceptances of Offer Shares have been received for a total of 216,605,459 Offer Shares (inclusive of the 135,827,500 Offer Shares subscribed by First Cheer pursuant to the First Cheer Undertaking), representing approximately 46.70% of the total number of the Offer Shares available for subscription under the Open Offer.

### **Underwriting arrangements**

Based on the results of the Open Offer as set out above, the Open Offer was under-subscribed by 247,194,541 Offer Shares. In accordance with the terms of the Underwriting Agreement, the remaining 247,194,541 Offer Shares were underwritten and taken up by the Underwriter.

### **Despatch of share certificates and commencement of dealings in Offer Shares**

The share certificates for the Offer Shares in respect of the valid acceptances of the Offer Shares under the Application Forms will be despatched to those relevant Shareholders’ addresses (as shown on the register of members of the Company) by ordinary post on Thursday, 13 February 2014 at their own risks.

Dealings in the Offer Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Friday, 14 February 2014.

## FULFILMENT OF ALL THE CONDITIONS OF THE SHARE CONSOLIDATION

The Board is also pleased to announce that on 21 January 2014, the GEM Listing Committee of the Stock Exchange has granted its approval to the listing of, and permission to deal in the Consolidated Shares. All the conditions of the Share Consolidation will be fulfilled upon completion of the Open Offer and the Share Consolidation will become effective on Friday, 14 February 2014. Please refer to the Circular and the announcements of the Company dated 28 October 2013 and 9 December 2013 for the details, including the trading arrangement of the Consolidated Shares and the exchange and replacement of share certificates, in respect of the Share Consolidation.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately prior to and after completion of the Open Offer and the Share Consolidation becoming effective is shown as follows:

|   | Immediately prior to completion of the Open Offer |                  | Immediately after completion of the Open Offer |                  | Immediately after the Share Consolidation becoming effective |                  |
|---|---|------------------|--|------------------|--|------------------|
|   | <i>No. of Shares</i>                              | <i>Approx. %</i> | <i>No. of Shares</i>                           | <i>Approx. %</i> | <i>No. of Consolidated Shares</i>                            | <i>Approx. %</i> |
| <b>Substantial Shareholders:</b>                        |   |                  |  |                  |  |                  |
| The Underwriter and its concert parties ( <i>Note</i> ) | 271,655,000                                       | 29.29%           | 654,677,041                                    | 47.05%           | 327,338,520  | 47.05%           |
| <b>Directors (other than Mr. Cheng):</b>                |   |                  |  |                  |  |                  |
| Lo Kai Bong   | 6,640,000   | 0.72%            | 6,640,000                                      | 0.48%            | 3,320,000  | 0.48%            |
| Lee Chi Shing Caesar                                    | 500,000   | 0.05%            | 750,000  | 0.05%            | 375,000  | 0.05%            |
| Sub-total:  | 7,140,000   | 0.77%            | 7,390,000                                      | 0.53%            | 3,695,000  | 0.53%            |
| <b>Public Shareholders</b>                              |   |                  |  |                  |  |                  |
| Public Shareholders                                     | 648,805,000                                       | 69.94%           | 729,332,959                                    | 52.42%           | 364,666,480  | 52.42%           |
| Total:  | 927,600,000                                       | 100%             | 1,391,400,000                                  | 100%             | 695,700,000  | 100%             |

*Note:* The Underwriter is owned as to 50% by Mr. Cheng Ting Kong, an executive Director and the chairman of the Board and as to 50% by Mr. Chau Cheok Wa.

## ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

As at the date hereof, the Company has 231,000,000 outstanding share options.

As a result of the Open Offer and the Share Consolidation, adjustments will be made to the exercise prices and the Consolidated Shares that can be subscribed for upon the exercise of the outstanding Share Options. The adjustments shall take effect from the commencement of the date following the Record Date, i.e. 21 January 2014. The Company's auditors have reviewed the adjustments and confirmed in writing that the adjustments are in accordance with the terms of the Share Option Scheme and rule 23.03(13) of the GEM Listing Rules.

| Date of grant | Before adjustments                                  |  | After adjustments   |   |
|---------------|---|--|---|---|
|               | Existing exercise prices (per Share)<br><i>HK\$</i> | Number of Shares to be issued upon exercise of the Share Options | Adjusted exercise prices (per Consolidated Share) as a result of completion of the Open Offer and the Share Consolidation becoming effective<br><i>HK\$</i> | Adjusted number of Consolidated Shares to be issued upon exercise of the Share Options as a result of completion of the Open Offer and the Share Consolidation becoming effective |
| 13.08.2007    | 0.76  | 17,450,000   | 1.10  | 12,056,364  |
| 17.08.2007    | 0.72  | 9,600,000  | 1.04  | 6,646,154   |
| 21.08.2007    | 0.69  | 9,600,000  | 1.00  | 6,624,000   |
| 19.08.2008    | 1.14  | 66,430,000   | 1.66  | 45,620,603  |
| 27.08.2008    | 1.16  | 4,800,000  | 1.68  | 3,314,286   |
| 16.12.2009    | 0.74  | 49,800,000   | 1.08  | 34,122,222  |
| 09.02.2010    | 0.90  | 16,600,000   | 1.30  | 11,492,308  |
| 25.11.2010    | 1.54  | 47,570,000   | 2.24  | 32,704,375  |
| 07.12.2010    | 1.74  | 9,150,000  | 2.52  | 6,317,857   |

Save and except the aforesaid adjustments, there is no alteration to the rights of the holders of the Share Options.

**Sun International Resources Limited**  
**Cheng Mei Ching**  
*Executive Director*

Hong Kong, 12 February 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 Company.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://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/>.*