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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 TRANSACTION IN RELATION TO
DISPOSAL OF A NON WHOLLY-OWNED SUBSIDIARY**

The Board announces that on 2 May 2014 (after trading hours), Loyal King, an indirect wholly-owned subsidiary of the Company, and the Purchaser entered into the Share Sale Agreement, pursuant to which Loyal King has agreed to sell and the Purchaser has agreed to purchase the Sale Shares, being 60% of the issued share capital of the Target, for a Consideration of HK\$6,200,000.

The Purchaser was a former director of ACS, an indirect wholly-owned subsidiary of the Company, within 12 months preceding the date of the Share Sale Agreement. The Purchaser is therefore a connected person of the Company and the Disposal constitutes a connected transaction for the Company under Chapter 20 of the GEM Listing Rules.

As all of the applicable percentage ratios calculated in accordance with the GEM Listing Rules in respect of the Disposal are less than 25% and the total consideration is less than HK\$10,000,000, the Disposal, 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 DISPOSAL

The Board announces that on 2 May 2014 (after trading hours), Loyal King, an indirect wholly-owned subsidiary of the Company, and the Purchaser entered into the Share Sale Agreement, pursuant to which Loyal King has agreed to sell and the Purchaser has agreed to purchase the Sale Shares, being 60% of the issued share capital of the Target, for a Consideration of HK\$6,200,000.

SHARE SALE AGREEMENT

The principal terms of the Share Sale Agreement are as follows:

Date

2 May 2014 (after trading hours)

Parties

Vendor: Loyal King, an indirect wholly-owned subsidiary of the Company

Purchaser: Mr. Tam Kit Keung

The Purchaser was a former director of ACS, an indirect wholly-owned subsidiary of the Company, but had resigned as director of ACS since 17 April 2014. The Purchaser is therefore a connected person of the Company under the GEM Listing Rules.

Subject Matter

Subject to the terms of Share Sale Agreement, Loyal King has agreed to sell and the Purchaser has agreed to purchase the Sale Shares, being 60% of the issued share capital of the Target.

Consideration

The consideration shall be HK\$6,200,000 which shall be payable by cash upon Completion.

The Consideration was determined after arm's length negotiations between Loyal King and the Purchaser after taking into account of: (i) the book value of 60% of the unaudited net asset value of the Target being HK\$10,252,000 as at 30 April 2014 and (ii) the business potential of the Target.

Completion of the Disposal

Completion of the Disposal shall take place on or before 31 May 2014 (or such later date as Loyal King and the Purchaser may agree in writing).

INFORMATION OF THE TARGET

The Target is a company incorporated in Hong Kong and is principally engaged in the provision of computer software solutions and services and trading of computer hardware.

As at the date of this announcement, the Target is owned as to 60% by Loyal King, as to 24% by Mr. Ma Cheuk Wai, as to 10% by Mr. Lau Hung Lun, as to 4% by Mr. Leung Ming Yuen, Kelvin, as to 1% by Mr. Tin Ho Fai and as to 1% by Mr. Choi Chi Leung. Upon Completion, the Target will cease to be a subsidiary of the Company.

Save as disclosed above, to the best knowledge, information and belief of the Directors having made all reasonable enquiries, Mr. Ma Cheuk Wai, Mr. Lau Hung Lun, Mr. Leung Ming Yuen, Kelvin, Mr. Tin Ho Fai, Mr. Choi Chi Leung and their respective associates are third parties independent of the Company and its connected persons.

REASONS FOR AND BENEFITS OF THE DISPOSAL

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.

Considering that the recent financial performance of the Target has not been satisfactory as there were fluctuations in the sales revenue for the financial year ended 31 March 2014 and a net loss before tax was recorded since December 2013, the Board (including but not limited to the independent non-executive Directors) believe that the Disposal can facilitate the Company to realise its investment in the Target and to direct its focus to concentrate more on its core business segments.

Taking into account the positive cashflow which is expected to be generated from the Disposal and the other basis for determining the Consideration, the Directors (including the independent non-executive Directors) consider that the terms of the Disposal are on normal commercial terms, fair and reasonable and in the interests of the Company and its shareholders as a whole.

To the best of the Directors' knowledge, information and belief after making all reasonable enquiries, none of the Directors has a material interest in the Disposal contemplated under Share Sale Agreement as at the date of this announcement.

FINANCIAL INFORMATION OF THE TARGET

The financial information extracted from the audited accounts of the Target for the two financial years ended 31 March 2012 and 31 March 2013 and the unaudited management accounts of the Target for the year ended 31 March 2014 are as follows:

	For the year ended 31 March 2012 Audited (HK\$'000)	For the year ended 31 March 2013 Audited (HK\$'000)	For the year ended 31 March 2014 Unaudited (HK\$'000)
Net asset	15,454,781	20,249,509	17,683,756
Revenue	21,000,748	29,297,792	39,424,227
Net profit/(loss) before taxation	2,524,370	5,729,859	(3,072,759)
Net profit/(loss) after taxation	2,115,241	4,794,729	(3,072,759)

As at 30 April 2014, the unaudited net asset value of the Target was approximately HK\$10,252,000 and its unaudited net profit before and after taxation for the month ended 30 April 2014 were approximately HK\$164,700 and HK\$137,500, respectively.

FINANCIAL EFFECT OF THE DISPOSAL

Upon Completion, the Target will cease to be a subsidiary of the Company and its financial results will no longer be consolidated into the Group's financial statements.

GAIN OR LOSS ATTRIBUTABLE TO THE DISPOSAL

The Disposal is expected to accrue a gain before tax of approximately HK\$49,000, which is calculated based on the Consideration of HK\$6,200,000 after considering the book value of 60% of the unaudited net asset value of the Target as at 30 April 2014 being HK\$10,252,000. Subject to audit, the actual amount of the gain/loss on the Disposal to be recognised by the Group will depend on the net asset value of the Target as at Completion and therefore may be different from the amount mentioned above.

USE OF PROCEEDS

The net proceeds from the Disposal will be used for general working capital of the Group.

IMPLICATIONS UNDER THE GEM LISTING RULES

As the Purchaser was a former director of ACS within 12 months preceding the date of the Share Sale Agreement, the Purchaser is a connected person of the Company under the GEM Listing Rules, and the entering into of the Share Sale Agreement constitutes a connected transaction on the part of the Company under Chapter 20 of the GEM Listing Rules.

As all of the applicable percentage ratios calculated in accordance with the GEM Listing Rules in respect of the Disposal are less than 25% and the total consideration is less than HK\$10,000,000, the Disposal, 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:

“ACS”	Alliance Computer Services Limited, a company incorporated in Hong Kong with limited liability, an indirect wholly-owned subsidiary of the Company
“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
“Completion”	Completion of the Disposal
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules

“Consideration”	HK\$6,200,000, being the consideration for the Disposal
“Director(s)”	the director(s) of the Company
“Disposal”	the sale of the Sale Shares by Loyal King to the Purchaser pursuant to the Share Sale Agreement
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Loyal King”	Loyal King Investments Limited, a company incorporated in the British Virgin Islands with limited liability, an indirect wholly-owned subsidiary of the Company
“Purchaser”	Mr. Tam Kit Keung
“Sale Shares”	12,000 ordinary shares of HK\$1 each in the issued share capital of the Target, representing 60% thereof
“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)
“Share Sale Agreement”	the share sale agreement dated 2 May 2014 entered into between Loyal King and the Purchaser in relation to the Disposal
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	Alliance Computer Systems Limited, a company incorporated in Hong Kong with limited liability
“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, 2 May 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/>.