
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Prospectus 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.

If you have sold or transferred all your shares in Sun International Resources Limited, you should at once hand the Prospectus Documents 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 was effected for transmission to the purchaser or the transferee.

A copy of each of the Prospectus Documents, together with the documents specified in the paragraph headed "DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG" in Appendix III to this Prospectus, has been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). 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.

Dealings in the securities of the Company may be settled through CCASS and you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of 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.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of the Prospectus Documents, 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 the Prospectus Documents.



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)

**PROPOSED OPEN OFFER IN THE PROPORTION OF
ONE (1) OFFER SHARE FOR
EVERY TWO (2) SHARES HELD ON THE RECORD DATE**

Terms used in this cover page have the same meanings as defined in this Prospectus.

The latest time for acceptance of and payment for the Offer Shares is at 4:00 p.m. on Thursday, 6 February 2014. The procedures for application and payment of the Offer Shares are set out on page 28 of this Prospectus.

It should be noted that the Underwriting Agreement contains provisions granting the Underwriter the right to terminate the obligations of the Underwriter thereunder on the occurrence of certain events. These certain events are set out in the paragraph headed "Termination of the Underwriting Agreement" on pages 9 and 10 of this Prospectus. If the Underwriting Agreement is terminated by the Underwriter or does not become unconditional, the Open Offer will not proceed. Shareholders should note that the Shares are dealt in on an ex-entitlement basis commencing from Wednesday, 15 January 2014 and that dealing in the Shares may take place even though the conditions under the Underwriting Agreement remain unfulfilled. Any Shareholder or other person dealing in the Shares to the date on which all conditions to which the Open Offer is subject are fulfilled (which is expected to be on or before 4:00 p.m. on Tuesday, 11 February 2014), will accordingly bear the risk that the Open Offer may not become unconditional and may not proceed.

Any Shareholder or other persons contemplating dealings in the Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional advisers.

21 January 2014

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 Prospectus, unless the context otherwise requires, the following words and expressions have the following meanings:

“acting in concert”	has the meaning ascribed thereto under the Takeovers Code
“Announcement”	the announcement of the Company dated 28 October 2013 in relation to, among other matters, the proposed Open Offer, the Whitewash Waiver and the proposed Share Consolidation
“Application Form(s)”	the form(s) of application for use by the Qualifying Shareholders to apply for the Offer Shares
“Articles”	the articles of association of the Company, as amended from time to time
“associates”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday or public holiday or a day on which a typhoon signal no.8 or above or black rainstorm signal is hoisted in Hong Kong between 9:00 a.m. to 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Chairman”	the chairman of the Board
“Circular”	the circular of the Company dated 23 December 2013 in relation to, among other things, the Open Offer, the Whitewash Waiver and the Share Consolidation
“Companies Ordinance”	Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Sun International Resources Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“connected person”	has the meaning ascribed thereto under the GEM Listing Rules

DEFINITIONS

“Consolidated Shares”	consolidated ordinary share(s) of HK\$0.08 each in the issued and unissued share capital of the Company after the Share Consolidation becoming effective
“Controlling Shareholder”	has the same meaning ascribed to it under the GEM Listing Rules
“Convertible Bonds” or “Convertible Notes”	convertible bonds in the outstanding principal amount of RMB33,000,000 carrying rights to convert into 22,509,783 conversion Shares, which has been repaid on 9 December 2013
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company convened on Monday, 13 January 2014 during which, amongst others, the Open Offer including the absence of excess application arrangement under the Open Offer, the Underwriting Agreement and the Whitewash Waiver were approved by the Independent Shareholders, and the Share Consolidation was approved by the Shareholders
“Executive”	Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegate(s)
“First Cheer” or “Underwriter”	First Cheer Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and beneficially owned as to 50% by Mr. Cheng, an executive Director and the Chairman, and as to 50% by Mr. Chau
“First Cheer Undertaking”	the irrevocable undertaking given by First Cheer pursuant to the Underwriting 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
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Independent Board Committee”	an independent board committee comprising all the independent non-executive Directors, namely Mr. Chan Tin Lup, Trevor, Mr. Tou Kin Chuen and Mr. Wang Zhigang, established to advise the Independent Shareholders regarding to the Open Offer, the Underwriting Agreement and the Whitewash Waiver
“Independent Financial Adviser”	INCU Corporate Finance Limited, the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Open Offer, the Underwriting Agreement and the Whitewash Waiver are fair and reasonable and are in the interests of the Independent Shareholders and advise the Independent Shareholders as to how to vote at the EGM
“Independent Shareholders”	Shareholders other than Mr. Cheng, Mr. Chau, First Cheer, parties acting in concert with any of them and those who are involved in or interested in the Open Offer, the Underwriting Agreement and the Whitewash Waiver who are required by the GEM Listing Rules and/or the Takeovers Code to abstain from voting in respect of the resolution(s) relating to the Open Offer, the Underwriting Agreement and the Whitewash Waiver to approve the resolutions at the EGM
“Independent Third Party”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of and not connected with any director, chief executive or substantial shareholders of the Company and its subsidiaries or any of their respective associates
“Last Trading Date”	11 October 2013, being the last trading day of the Shares prior to the release of the Announcement
“Latest Lodging Date”	4:30 p.m. on Thursday, 16 January 2014 or such other date and/or time as the Underwriter and the Company may agree as the latest time for lodging transfer of Shares and/or exercising Share Options in order to be qualified for the Open Offer
“Latest Practicable Date”	16 January 2014, being the latest practicable date prior to the printing of this Prospectus for the purpose of ascertaining certain information referred to in this Prospectus

DEFINITIONS

“Latest Time for Acceptance”	4:00 p.m. on Thursday, 6 February 2014 or such other date and/or time as the Underwriter and the Company may agree in writing as the latest time for acceptance and payment of the Offer Shares
“Latest Time for Termination”	4:00 p.m. on Tuesday, 11 February 2014 or such other time or date as may be agreed between the Company and the Underwriter, being the latest time to terminate the Underwriting Agreement
“Listing Committee”	the listing sub-committee of the Stock Exchange
“Mr. Chau”	Mr. Chau Cheok Wa
“Mr. Cheng”	Mr. Cheng Ting Kong, an executive Director and chairman of the Board
“Offer Share(s)”	463,800,000 Shares to be allotted and issued pursuant to the Open Offer
“Open Offer”	the proposed issue of Offer Shares on the basis of one (1) Offer Share for every two (2) Shares to Qualifying Shareholders by way of open offer at the Subscription Price, pursuant to the terms and conditions of the Underwriting Agreement
“Overseas Letter”	a letter from the Company to the Prohibited Shareholders explaining the circumstances in which the Prohibited Shareholders are not permitted to participate in the Open Offer
“Overseas Shareholders(s)”	the Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date and whose registered address(es) as shown on such register is(are) outside Hong Kong
“PRC”	the People’s Republic of China which for the purpose of this Prospectus, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Prohibited Shareholders”	such Overseas Shareholders, to whom the Directors, based on legal opinions provided by legal advisers and on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place, consider it necessary or expedient not to offer the Offer Shares

DEFINITIONS

“Prospectus”	this prospectus to be issued by the Company in relation to the Open Offer
“Prospectus Documents”	this Prospectus and the application form to be used by the Qualifying Shareholders to apply for the Offer Shares
“Prospectus Posting Date”	Tuesday, 21 January 2014 or such later date as the Underwriter may agree in writing with the Company
“Qualifying Shareholder(s)”	Shareholder(s), other than the Prohibited Shareholder(s), whose name(s) appear on the register of members of the Company at the close of business on the Record Date
“Record Date”	Monday, 20 January 2014, the record date of which entitlements to the Open Offer will be determined
“Registrar”	Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, being the Company’s Hong Kong branch share registrar and transfer office
“Relevant Period”	the period beginning six months immediately prior to the date of the publication of the Announcement and ending on the Latest Practicable Date
“SFC”	The Securities and Futures Commission in Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.04 each in the issued share capital of the Company
“Share Consolidation”	the proposed consolidation of every two (2) Shares of HK\$0.04 each in the issued and unissued share capital of the Company into one (1) Consolidated Share of HK\$0.08 each in the issued and unissued share capital of the Company
“Share Option(s)”	the share option(s) granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company
“Shareholder(s)”	holder(s) of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Subscription Price”	subscription price of HK\$0.10 per Offer Share
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Underwriting Agreement”	the underwriting agreement dated 11 October 2013 entered into among the Company and the Underwriter in relation to the Open Offer
“Underwritten Shares”	327,972,500 Offer Shares underwritten by First Cheer as the Underwriter under the Underwriting Agreement
“Whitewash Waiver”	the whitewash waiver from the obligation of the Underwriter and parties acting in concert with it to make a mandatory offer under Rule 26 of the Takeovers Code as a result of the underwriting of the Offer Shares under the Underwriting Agreement pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	Per cent.

EXPECTED TIMETABLE

The expected timetable for the Open Offer set out below is indicative only. The expected timetable is subject to change, and any such change will be announced in a separate announcement by the Company as and when appropriate.

Latest time for acceptance of, and payment of Offer Shares 4:00 p.m. on Thursday,
6 February 2014

Latest time for the Open Offer to become unconditional
(being the Latest Time for Termination) 4:00 p.m. on Tuesday,
11 February 2014

Announcement of results of acceptance of
the Offer Shares to be published on the Stock Exchange Wednesday, 12 February 2014

Despatch of share certificates for Offer Shares Thursday, 13 February 2014

Dealings in Offer Shares commence 9:00 a.m. on Friday,
14 February 2014

Effective date of the Share Consolidation Friday, 14 February 2014

Dealings in Consolidated Shares commence 9:00 a.m. on Friday,
14 February 2014

Original counter for trading in the Shares in
board lots of 5,000 Shares (in the form of
existing share certificates in brown) temporarily closes 9:00 a.m. on Friday,
14 February 2014

Temporary counter for trading in the Consolidated Shares in
board lots of 2,500 Consolidated Shares (in the form of
existing share certificates in brown) opens 9:00 a.m. on Friday,
14 February 2014

First day of free exchange of existing share certificates in
brown for new share certificates in yellow for
the Consolidated Shares Friday, 14 February 2014

Original counter for trading in the Consolidated Shares in
board lots of 5,000 Consolidated Shares (in the form of
new share certificates in yellow) re-opens 9:00 a.m. on Friday,
28 February 2014

Parallel trading in the Consolidated Shares (in the form of
new share certificates in yellow and
existing share certificates in brown) commences 9:00 a.m. on Friday,
28 February 2014

EXPECTED TIMETABLE

Designed broker starts to stand in the market to
provide matching services for odd lots of
the Consolidated Shares 9:00 a.m. on Friday,
28 February 2014

Temporary counter for trading in the Consolidated Shares in
board lots of 2,500 Consolidated Shares (in the form of
existing share certificates in brown) ends 4:00 p.m. on Thursday,
20 March 2014

Parallel trading in the Consolidated Shares (in the form of
new share certificates in yellow and
existing share certificates in brown) ends 4:00 p.m. on Thursday,
20 March 2014

Designated broker ceases to stand in the market to provide
matching services for odd lots of the Consolidated Shares 4:00 p.m. on Thursday,
20 March 2014

Last day for free exchange of existing share certificates for
new share certificates for the Consolidated Shares 4:00 p.m. on Monday,
24 March 2014

Note: All references to time in this Prospectus are references to Hong Kong time.

EFFECT OF BAD WEATHER AT THE LATEST TIME FOR ACCEPTANCE

The Latest Time for Acceptance will not take place if there is a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning:

- i. in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Thursday, 6 February 2014. Instead the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day;
- ii. in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Thursday, 6 February 2014. Instead the Latest Time of Acceptance will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on Thursday, 6 February 2014, the dates mentioned in the “Expected timetable” section may be affected. The Company will notify Shareholders by way of announcements on any change to the expected timetable as soon as practicable.

TERMINATION OF THE UNDERWRITING AGREEMENT

TERMINATION OF THE UNDERWRITING AGREEMENT

If at any time, prior to the Latest Time for Termination:

- (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

TERMINATION OF THE UNDERWRITING AGREEMENT

- (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 hereof 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.

If the Underwriting Agreement is terminated by the Underwriter on or before the aforesaid deadline or does not become unconditional, the Open Offer will not proceed.

SUMMARY OF THE OPEN OFFER

The following information is derived from, and should be read in conjunction with, the full text of this Prospectus.

Basis of the Open Offer:	One (1) Offer Share for every two (2) Shares held on the Record Date
Number of Shares in issue:	927,600,000 Shares
Number of outstanding Share Options:	231,000,000 Share Options entitle the holders to subscribe for an aggregate of 231,000,000 Shares as at the date of the Announcement
Outstanding principal amount of Convertible Bonds:	RMB33,000,000 carrying rights to convert into an aggregate of 22,509,783 Conversion Shares as at the date of the Announcement. The Convertible Bonds matured on 9 December 2013 and all the outstanding principal amount of the Convertible Bonds was repaid on 9 December 2013. No conversion rights attached to the Convertible Bonds were exercised by any holder(s) of the Convertible Bonds before maturity
Number of Offer Shares:	463,800,000 Offer Shares The aggregate nominal value of the Offer Shares will be HK\$18,552,000.00
Number of Offer Shares undertaken to be taken up by First Cheer:	Pursuant to the Underwriting Agreement, First Cheer has given the irrevocable First Cheer Undertaking in favour of the Company that, among others, (i) the 271,655,000 Shares registered in the name of and beneficially owned by First Cheer will remain registered in the name of and beneficially owned by First Cheer before the date when the announcement of the results of the Open Offer is published; (ii) First Cheer will accept its entitlements under the Open Offer for an aggregate of 135,827,500 Offer Shares; and (iii) First Cheer will lodge the application form in respect of the Offer Shares accompanied by appropriate remittances which shall be honoured on first presentation and otherwise comply with the procedures for such acceptance and application as described in the Prospectus Documents prior to the Latest Time for Acceptance
Number of Offer Shares underwritten by First Cheer:	327,972,500 Offer Shares, being the total number of the Offer Shares less the number of the Offer Shares to be taken up by First Cheer. The Open Offer (other than the Offer Shares undertaken to be taken up by First Cheer under the First Cheer Undertaking) will be fully underwritten by the Underwriter on the terms and subject to the conditions set out in the Underwriting Agreement

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. LEE Chi Shing, Caesar
Mr. LO Kai Bong
Mr. LUI Man Wah

Registered office:

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

Independent non-executive Directors:

Mr. CHAN Tin Lup, Trevor
Mr. TOU Kin Chuen
Mr. WANG Zhigang

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

Unit 2412–2418, 24/F
China Merchants Tower
Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

21 January 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSED OPEN OFFER IN THE PROPORTION OF
ONE (1) OFFER SHARE FOR
EVERY TWO (2) SHARES HELD ON THE RECORD DATE**

INTRODUCTION

Reference is made to the Announcement of the Company dated 28 October 2013 in relation to, among other matters, the Open Offer, the Whitewash Waiver and the Share Consolidation.

Reference is also made to the Circular of the Company dated 23 December 2013 with the notice of the EGM. All resolutions as set out in the EGM notice have been duly passed and approved on 13 January 2014 at the EGM.

LETTER FROM THE BOARD

The Whitewash Waiver has been granted by the Executive subject to, among other things, the Open Offer being approved by the Independent Shareholders at the EGM.

As at the Record Date, the total number of issued Shares was 927,600,000 Shares. Accordingly, a total of 463,800,000 Offer Shares are expected to be issued and allotted by the Company under the Open Offer.

The purpose of this Prospectus is to provide you with further details of the Open Offer.

OPEN OFFER

The Board proposes to raise approximately HK\$46.4 million before expenses by issuing 463,800,000 Offer Shares at the Subscription Price of HK\$0.10 per Offer Share on the basis of one (1) Offer Share for every two (2) Shares held on the Record Date.

Issue statistics

Basis of the Open Offer:	One (1) Offer Share for every two (2) Shares held on the Record Date
Number of Shares in issue:	927,600,000 Shares as at the date of the Announcement
Number of outstanding Share Options:	231,000,000 Share Options entitle the holders to subscribe for an aggregate of 231,000,000 Shares as at the date of the Announcement.
Outstanding principal amount of Convertible Bonds:	RMB33,000,000 carrying rights to convert into an aggregate of 22,509,783 Conversion Shares as at the date of the Announcement. The Convertible Bonds matured on 9 December 2013 and all the outstanding principal amount of the Convertible Bonds was repaid on 9 December 2013. No conversion rights attached to the Convertible Bonds were exercised by any holder(s) of the Convertible Bonds before maturity
Number of Offer Shares:	463,800,000 Offer Shares
	The aggregate nominal value of the Offer Shares will be HK\$18,552,000.00

LETTER FROM THE BOARD

Number of Offer Shares undertaken to be taken up by First Cheer:	Pursuant to the Underwriting Agreement, First Cheer has given the irrevocable First Cheer Undertaking in favour of the Company that, among others, (i) the 271,655,000 Shares registered in the name of and beneficially owned by First Cheer will remain registered in the name of and beneficially owned by First Cheer before the date when the announcement of the results of the Open Offer is published; (ii) First Cheer will accept its entitlements under the Open Offer for an aggregate of 135,827,500 Offer Shares; and (iii) First Cheer will lodge the application form in respect of the Offer Shares accompanied by appropriate remittances which shall be honoured on first presentation and otherwise comply with the procedures for such acceptance and application as described in the Prospectus Documents prior to the Latest Time for Acceptance
Number of Offer Shares underwritten by the First Cheer:	327,972,500 Offer Shares, being the total number of the Offer Shares less the number of the Offer Shares to be taken up by First Cheer. The Open Offer (other than the Offer Shares undertaken to be taken up by First Cheer under the First Cheer Undertaking) will be fully underwritten by the Underwriter on the terms and subject to the conditions set out in the Underwriting Agreement

As at the Latest Practicable Date, the Company has 231,000,000 outstanding Share Options which entitle holders thereof to subscribe for 231,000,000 Shares. Save as disclosed above, the Company does not have any other outstanding securities in issue which are convertible or exchangeable into Shares as at the Latest Practicable Date. The Company has no intention to issue any new Shares and any other securities before the completion of the Open Offer.

As at the Latest Practicable Date, the Company has not received any notice from the holders of the Share Options of their intention to exercise any Share Options.

Subscription price

The Subscription Price for the Offer Shares is HK\$0.10 per Offer Share, payable in full when a Qualifying Shareholder accepts his/her/its provisional allotment under the Open Offer. The net Subscription Price per Offer Share (after deducting the relevant expenses and assuming no Shares have been issued pursuant to the exercise of Share Options) will be approximately HK\$0.097.

The Subscription Price represents:

- (i) a discount of approximately 68.75% to the closing price of HK\$0.32 per Share as quoted on the Stock Exchange on 11 October 2013, being the Last Trading Date;

LETTER FROM THE BOARD

- (ii) a discount of approximately 59.51% to the theoretical ex-entitlements price of approximately HK\$0.247 per Share based on the closing price of HK\$0.32 per Share as quoted on the Stock Exchange on the Last Trading Date;
- (iii) a discount of approximately 69.04% to the average closing price of approximately HK\$0.323 per Share as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Date;
- (iv) a discount of approximately 71.35% to the average closing price of approximately HK\$0.349 per Share as quoted on the Stock Exchange for the ten consecutive trading days up to and including the Last Trading Date; and
- (v) a discount of approximately 81.48% to the closing price of approximately HK\$0.54 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

The Subscription Price was arrived at after arm's length negotiation between the Company and the Underwriter with reference to, among other things, the prevailing market price of the Shares and the working capital requirements of the Company. In view of the working capital requirements of the Group and taking into consideration of the theoretical price per Share, in order to increase the attractiveness of the Open Offer to the Qualifying Shareholders, the Directors (including the independent non-executive Directors after taking into consideration of the advice of independent financial adviser) consider that the proposed discount of the Subscription Price is appropriate and falls within the market range. Each Qualifying Shareholder is entitled to subscribe for the Offer Shares at the same price in proportion to his/her/its existing shareholding in the Company. The proposed discount of the Subscription Price will encourage more Qualifying Shareholders to participate in the Open Offer. Based on the above, the Directors (including the independent non-executive Directors after taking into consideration of the advice of independent financial adviser) consider the Subscription Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Conditions of the Open Offer

The Open Offer is conditional upon the following conditions being fulfilled:

- (a) the passing by the Independent Shareholders at the relevant EGM of ordinary resolutions to approve the Underwriting Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Offer Shares, the lack of excess application arrangement in the Open Offer and the Whitewash Waiver by no later than the date on which the Prospectus is despatched;
- (b) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise non-compliance with the GEM Listing Rules and the Companies Ordinance not later than the date on which the Prospectus is despatched;

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- (c) the posting of the Prospectus Documents to the Qualifying Shareholders of the Company and the posting of the Prospectus and a letter in the agreed form to the Prohibited Shareholders as defined in the Underwriting Agreement, if any, for information purpose only explaining the circumstances in which they are not permitted to participate in the Open Offer on or before the Prospectus is despatched;
- (d) the Executive granting the Whitewash Waiver to the Underwriter and parties acting in concert with it and the satisfaction of all conditions (if any) attached to the Whitewash Waiver granted;
- (e) the GEM Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in all the Offer Shares by no later than the date on which the Prospectus is despatched;
- (f) compliance with and performance of all the undertakings and obligations of the Company under the terms of the Underwriting Agreement; and
- (g) compliance with and performance of all the undertakings and obligations of the First Cheer under the terms of the Underwriting Agreement and the First Cheer Undertaking.

The above conditions are incapable of being waived. If any of the conditions of the Open Offer are not fulfilled at or before 4:00 p.m. on Tuesday, 11 February 2014 (or such later time and/or date as the Company and First Cheer may determine), neither the Company nor the Underwriter shall have any rights or be subject to any obligations arising from the Underwriting Agreement and the Open Offer will not proceed.

As at the Latest Practicable Date, save for conditions (a) and (d) above, none of the above conditions had been fulfilled.

Status of the Open Offer

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

Qualifying Shareholders

The Open Offer is only available to the Qualifying Shareholders. The Company will send (i) the Prospectus Documents to Qualifying Shareholders and (ii) the Prospectus with the Overseas Letter, for information only, to the Prohibited Shareholders.

To qualify for the Open Offer, the Shareholder must be registered as a member of the Company on the Record Date and must not be a Prohibited Shareholder.

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Prohibited Shareholders

Based on the register of members of the Company as at the Record Date, there was no Shareholder with address on the register of members of the Company outside Hong Kong. Accordingly, there is no Prohibited Shareholder under the Open Offer.

Fractional entitlement to the Offer Shares

Fractions of Offer Shares will not be allotted to Qualifying Shareholders and fractional entitlements will be rounded down to the nearest whole number of Offer Shares. Any Offer Shares created from the aggregation of fractions of Offer Shares will be taken up by the Underwriter.

No application for excess Offer Shares

No Qualifying Shareholder is entitled to apply for any Offer Shares which are in excess to his/her/its entitlement. Any Offer Shares not taken up by the Qualifying Shareholders, and the Offer Shares to which the Prohibited Shareholders would otherwise have been entitled to under the Open Offer, will not be available for subscription by other Qualifying Shareholders by way of excess application and will be taken up by the Underwriter.

The Board holds the view that assuming that there does not exist any Prohibited Shareholder on the Record Date and all Qualifying Shareholders take up their entitlements, the Open Offer allows the Qualifying Shareholders to maintain their respective pro rata shareholdings in the Company and to participate in the future growth and development of the Group.

Taking into account that:

- (i) the terms of the Open Offer are structured with an intention to encourage the Qualifying Shareholders, including the minority Shareholders to take up their respective assured entitlement of the Offer Shares as the Subscription Price is set at a discount to the prevailing market price of the Shares to enhance the attractiveness and provides reasonable incentive for the Qualifying Shareholders to participate in the Open Offer;
- (ii) the Open Offer are offered equally to all Qualifying Shareholders with an equal opportunity to maintain their pro rata shareholding in the Company, the Qualifying Shareholders who choose to accept their respective entitlements under the Open Offer in full can maintain their respective existing shareholdings in the Company after the Open Offer;
- (iii) the related administrative costs would be lowered (which are estimated to be lowered by more than HK\$250,000) in the absence of excess applications; given that the Offer Price is set at a level to attract Shareholders' subscription and the offer size is relatively small, it will not be justified to incur additional administrative costs for the excess application arrangement;
- (iv) the Underwriter does not charge any commission for the Offer Shares taken up by it; and

LETTER FROM THE BOARD

- (v) the absence of the excess application arrangement and the underwriting arrangement under the Open Offer are subject to approval by the Independent Shareholders at the EGM,

the Directors consider that it is fair and reasonable and in the interests of the Company and the Shareholders as a whole not to offer any excess application to the Shareholders and to have the unsubscribed Offer Shares taken up by the Underwriter.

Share Certificates of the Offer Shares

Subject to the fulfillment of the conditions of the Open Offer, share certificates for all Offer Shares are expected to be posted to the Qualifying Shareholders who have accepted and applied for (where appropriate), and paid for the Offer Shares on or before Thursday, 13 February 2014 by ordinary post at their own risk. One share certificate will be issued for all the fully-paid Offer Shares duly allotted to the relevant applicant under the Open Offer.

Application for listing of the Offer Shares on the Stock Exchange

The Company has applied to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Offer Shares. The Offer Shares shall have the board lot size of 5,000 Shares per board lot.

No part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchange.

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange, 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.

Dealings in the Offer Shares will be subject to the payment of stamp duty and any other applicable fees and charges in Hong Kong.

Reasons for the Open Offer and the use of proceeds

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.

Upon the full subscription of the Offer Shares and assuming no further Shares have been allotted and issued from the date hereof to the Record Date, the Company will receive gross proceeds of approximately HK\$46.4 million. The net proceeds under the Open Offer are expected to amount to approximately HK\$45.2 million (after deducting the costs and expenses in relation to the Open Offer and assuming no Shares have been issued pursuant to the exercise of Share

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Options). The Company intends to use the net proceeds as general working capital of the Group for our existing business including the new equine business, such as the purchase of bloodstock for trading purpose and the research for building racehorse training facilities for potential future development.

The estimated cash outflow of the Group includes the following major items:

- (a) cash outflow for the hotel and IT business of the Group (including, but not limited to, payment to suppliers, the purchase of computer hardware for trading purpose, the purchase of food and beverage and consumables for the Group's hotel business and the salary of the relevant staff); and
- (b) the administrative expenses of the Group (including the salary of directors and the employees of the Group companies, the travelling expenses, the administrative expenses for the new equine business and other legal and professional expenses).

The Board has considered other alternative fund raising methods such as issue of new shares and bank borrowings and consider that the Open Offer will provide an equal opportunity to all Qualifying Shareholders to maintain their respective shareholdings in the Company and participate in the growth and development of the Company. Considering (i) the low trading volume of the Shares and (ii) the low monetary value per board lot, the Board is of the opinion that the trading of nil paid rights will either incur a high transaction cost for trading of small board of Shares, which is not economical, or not be active enough for the trading of a large board of Shares.

Furthermore, compared to rights issue, the absence of trading nil paid rights in the Open Offer reduces associated administrative work and costs thus requiring less time for completion.

Accordingly, the Directors (including the independent non-executive Directors) consider that the Open Offer is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

UNDERWRITING ARRANGEMENTS

First Cheer Undertaking

Pursuant to the Underwriting Agreement, First Cheer has given the irrevocable First Cheer Undertaking in favour of the Company that (i) the 271,655,000 Shares registered in the name of and beneficially owned by First Cheer will remain registered in the name of and beneficially owned by First Cheer before the date when the announcement of the results of the Open Offer is published; (ii) First Cheer will accept its entitlements under the Open Offer for an aggregate of 135,827,500 Offer Shares; and (iii) First Cheer will lodge the application form in respect of the Offer Shares accompanied by appropriate remittances which shall be honoured on first presentation and otherwise comply with the procedures for such acceptance and application as described in the Prospectus Documents prior to the Latest Time for Acceptance.

Save for the First Cheer Undertaking as disclosed above, the Board has not received any information or irrevocable undertakings from any substantial Shareholders of their intention to take up the securities of the Company to be offered to them under the Open Offer.

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Underwriting Agreement

Date: 11 October 2013

Underwriter: First Cheer

First Cheer is a limited liability company incorporated in the British Virgin Islands which 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. First Cheer is principally engaged in investment holding and its ordinary course of business does not include underwriting.

First Cheer holds 271,655,000 Shares as at the date of the Announcement, representing approximately 29.29% of the issued share capital of the Company.

Number of Offer Shares underwritten: Pursuant to the Underwriting Agreement, First Cheer as the underwriter has conditionally agreed to underwrite the Offer Shares (other than the Offer Shares agreed to be taken up under the First Cheer Undertaking) which have not been taken up by the Shareholders. Accordingly, the Open Offer is fully underwritten.

Commission and expenses: No underwriting commission will be payable by the Company to the Underwriter under the Underwriting Agreement. The Company shall pay and reimburse to the Underwriter all reasonable legal fees and other reasonable out-of-pocket expenses of the Underwriter in respect of the Open Offer.

TERMINATION OF THE UNDERWRITING AGREEMENT

If at any time, prior to the Latest Time for Termination:

- (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 of the Underwriting Agreement) of a political, military, financial, economic or other nature (whether or not *ejusdem generis* with any of the foregoing),

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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 this 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 of the Underwriting Agreement 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

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- (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.

The Underwriting Agreement contains warranties and undertakings which are usual to an underwriting agreement for an open offer and include, among others, the following:

- (1) the announcement, the circular and the Prospectus Documents in respect of the Open Offer are true and accurate without material omission and contain all particulars and information required by, and will be in accordance with the Companies Ordinance, the GEM Listing Rules, the rules and regulations of the Stock Exchange and all other relevant statutory provisions and governmental regulations in Hong Kong and the Cayman Islands;
- (2) there will be no information not disclosed in the Prospectus Documents (a) the omission of which makes any statement therein misleading or which, in the context of the issue of the Offer Shares, might be material for disclosure therein or (b) which is necessary to enable investors to make an informed assessment of the activities, assets and liabilities, financial position, management, profits and losses and prospects of the Company and of the rights attaching to the Offer Shares;
- (3) the audited consolidated accounts of the Group for the year ended 31 March 2013 give (except to the extent (if any) disclosed therein) a true and fair view of the state of affairs of the Group and there has been no material adverse change in the financial or trading position of the Group since 31 March 2013;
- (4) the statements, forecasts, estimates and expressions of opinion, intention and expectation to be contained in the announcement, the circular or the Prospectus in respect of the Open Offer will at the respective dates of issue thereof be made after due and proper consideration, will at the respective dates of issue thereof be fair and honest and represent reasonable expectations based on facts known or which on reasonable enquiry ought to have been known to the Company and/or the Directors or any of them;
- (5) each of the companies in the Group is duly incorporated in and under the laws of its place of incorporation and has full power and authority to conduct its business as now carried on;
- (6) the Company shall not from the date of the Announcement until after the Latest Time for Acceptance issue any Shares or issue or grant any share options or other securities convertible into, exchangeable for or which carry rights to acquire Shares;

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- (7) the Offer Shares, when allotted and issued, will be issued free from all liens, charges, encumbrances and third party rights, interests or claims of any nature whatsoever and will rank pari passu in all respects among themselves and with the Shares then in issue on the date of allotment and issue of the Offer Shares;
- (8) the obligations of the Company under the Underwriting Agreement constitute legally valid and binding obligations of the Company enforceable in accordance with the terms therein;
- (9) save for the Share Options the Company in issue as at the date thereof, there are no outstanding warrants or share options or securities or derivatives that are convertible or exchangeable into Shares or confer any right to subscribe for Shares as at the date thereof; and
- (10) the Company will promptly provide the Underwriter, at its reasonable request, with all such information known to it or which on reasonable enquiry ought to be known to it relating to the Group as may be required by the Underwriter in connection with the Open Offer for the purpose of complying with any applicable law, regulation or direction (including the establishment of any defence to any action under any of the same, whether relating to due diligence or otherwise) or any requirement of the Stock Exchange, the Securities and Futures Commission or any other applicable regulatory body.

If the Underwriting Agreement is terminated by the Underwriter on or before the aforesaid deadline or does not become unconditional, the Open Offer will not proceed.

WARNING OF THE RISKS OF DEALING IN THE SHARES

The Open Offer is conditional upon the obligations of the Underwriter under the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof. Shareholders and potential investors should therefore exercise caution when dealing in Shares, and if they are in any doubt about their positions, they should consult their professional advisers.

Shareholders should note that Shares will be dealt in on an ex-entitlement basis commencing from Wednesday, 15 January 2014 and that dealings in Shares will take place while the conditions to which the Open Offer is subject remain unfulfilled. Any Shareholder or other person dealing in Shares up to the date on which all conditions to which the Open Offer is subject are fulfilled, will accordingly bear the risk that the Open Offer cannot become unconditional and may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares who is in any doubt about his/her/its position is recommended to consult his/her/its own professional adviser.

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CHANGES IN SHAREHOLDING STRUCTURE

The following is the shareholding structure of the Company immediately before and after completion of the Open Offer (for illustration purpose only):

	As at the Latest Practicable Date		Immediately after the completion of the Open Offer assuming that all Shareholders have fully subscribed for their entitlements under the Open Offer		Immediately after the completion of the Open Offer assuming that no Shareholders subscribed for their entitlements under the Open Offer except for First Cheer	
Mr. Cheng, Mr. Chau, First Cheer and parties acting in concert with any of them						
First Cheer	271,655,000	29.29%	407,482,500	29.29%	735,455,000	52.86%
Mr. Chau	0	0.00%	0	0.00%	0	0.00%
Mr. Cheng	0	0.00%	0	0.00%	0	0.00%
Sub-total:	271,655,000	29.29%	407,482,500	29.29%	735,455,000	52.86%
Directors (other than Mr. Cheng):						
Lo Kai Bong	6,640,000	0.72%	9,960,000	0.72%	6,640,000	0.48%
Lee Chi Shing Caesar	500,000	0.05%	750,000	0.05%	500,000	0.03%
Cheng Mei Ching	0	0.00%	0	0.00%	0	0.00%
Sub-total:	7,140,000	0.77%	10,710,000	0.77%	7,140,000	0.51%
Public Shareholders						
Public Shareholders	648,805,000	69.94%	973,207,500	69.94%	648,805,000	46.63%
Total:	927,600,000	100.00%	1,391,400,000	100.00%	1,391,400,000	100.00%

LETTER FROM THE BOARD

ADJUSTMENTS IN RELATION TO THE SHARE OPTIONS

As at the Latest Practicable Date, the Company has 231,000,000 outstanding Share Options which entitle holders thereof to subscribe for 231,000,000 Shares.

Subject to the confirmation of the auditors of the Company, the issue of the Offer Shares may cause adjustments to the exercise price and number of the Share Options. The Company will instruct its auditors to review and certify the basis of such adjustments as soon as possible. Further announcement(s) will be made by the Company in respect of such adjustments as and when appropriate.

The adjustments to the exercise price of the Share Options will be in compliance with the requirements under Chapter 23 of the GEM Listing Rules and in accordance with the terms of the existing share option scheme. Further announcement(s) will be made by the Company in respect of such adjustments as and when appropriate.

PREVIOUS FUNDS RAISING EXERCISE OF THE COMPANY IN THE PAST TWELVE MONTHS

On 12 March 2013, after trading hours, the Company entered into a placing and subscription agreement with a placing agent and a substantial shareholder pursuant to which the placing agent has agreed to place, on a best effort basis, certain number of Shares. Such placing and subscription agreement was terminated on 13 March 2013.

Save as disclosed above, the Company has not conducted any other fund raising activities in the past twelve months immediately preceding the Latest Practicable Date.

WHITEWASH WAIVER

As at the date of the Announcement, the Underwriter, together with its beneficial owners (namely Mr. Cheng Ting Kong and Mr. Chau Cheuk Wa) and parties acting in concert with any one of them are beneficially interested in 271,655,000 Shares and 1,820,000 Share Options in total.

Assuming that no Shareholders have taken up any Offer Shares and there has been no exercise of the Share Options, upon completion of the Open Offer, the taking up of (i) the Offer Shares to which First Cheer is entitled under the Open Offer, and (ii) the Underwritten Shares would result in the aggregate shareholding of the Underwriter and its concert parties in the Company being increased from approximately 29.29% to approximately 52.86% and would therefore give rise to a mandatory offer obligation on the part of the Underwriter and its concert parties under Rule 26 of the Takeovers Code unless the Whitewash Waiver is obtained.

Save for the Underwriting Agreement, Mr. Cheng, Mr. Chau, the Underwriter and the parties acting in concert with any one of them have not acquired any voting rights of the Company and have not dealt in any Shares, warrants, options, derivatives and securities carrying conversion or subscription rights into Shares of the Company in the six months prior to the date of the Announcement.

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As at the date of the Announcement and the Latest Practicable Date, other than (i) 271,655,000 Shares and the 1,820,000 Share Options beneficially owned by the Underwriter, its beneficial owners and parties acting in concert with any one of them and (ii) the transactions contemplated under the Underwriting Agreement, the Underwriter, its beneficial owners and parties acting in concert with any one of them do not hold any other shareholding interests, or control the right of direction or hold any convertible securities, warrants or options of the Company, or any outstanding derivative in respect of securities in the Company.

The relevant resolution in respect of the Whitewash Waiver has been duly approved by the Independent Shareholders at the EGM and the Whitewash Waiver has been granted by the Executive.

The Directors (including the independent non-executive Directors after taking into account of the advice of the Independent Financial Adviser) believe that the Whitewash Waiver is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Shareholders and potential investors should be aware that there is a possibility that, upon completion of the Open Offer, the Underwriters and parties acting in concert with any of them will hold more than 50% of the voting rights in the Company. Hence, the Underwriters and persons acting in concert with any of them may increase their holding of voting rights in the Company without incurring any further obligation under Rule 26 of the Takeovers Code to make a general offer.

INFORMATION ON THE UNDERWRITER

As at the Latest Practicable Date, the board of the Underwriter comprised Mr. Cheng Ting Kong, an executive Director and the chairman of the Board, and Mr. Chau Cheok Wa. The Underwriter is owned as to 50% by Mr. Cheng and as to 50% by Mr. Chau.

As at the Latest Practicable Date, save for the Underwriting Agreement, the Underwriter, its beneficial owners and the parties acting in concert with any of them had not acquired any voting rights of the Company and have not dealt in any Shares, warrants, options, derivatives and securities carrying conversion or subscription rights into Shares of the Company during the Relevant Period.

As at the Latest Practicable Date:

- (i) the Underwriter held 271,655,000 Shares;
- (ii) Mr. Cheng and Mr. Chau were deemed to be interested in the 271,655,000 Shares held by the Underwriter; and
- (iii) each of Mr. Cheng and Mr. Chau held 910,000 Share Options which entitle each of Mr. Cheng and Mr. Chau to subscribe for 910,000 Shares.

LETTER FROM THE BOARD

INTENTION OF THE UNDERWRITER

The Underwriter considers and confirms that:

- (i) the Group will continue with its existing business following the completion of the Open Offer;
- (ii) the Open Offer is in the interests of the Group in the long run as the Group requires funding as its general working capital; and
- (iii) it has no intention to introduce any major changes to the existing business of the Group, including the continued employment of the Group's employees and has no intention to re-deploy the fixed assets of the Group other than in its ordinary course of business.

The Board considers that the Underwriter's intentions in respect of the Group and its employees will maintain the continuity of the business of the Group and are therefore in the interests of the Company and its shareholders as a whole.

FINANCIAL AND TRADING PROSPECT OF THE GROUP

The major business activities of the Group include hotel resort, information technology service and mining during the financial year.

The Group continues to operate and allocate resources to hotel and information technology service as they can provide income to the Group.

Due to the Regulation of the Minister of Trade of the Republic of Indonesia No. 29/M-DAG/Per/5/2012 and the Regulation issued by the Director General of Minerals and Coal of the Republic of Indonesia No. 574.K/30/DJB/2012 concerning the export of mining products (the "Regulations"), iron ores produced from the two iron mines of the Company located in Padang and Ende of Indonesia (the "Two Iron Mines") are not permitted to be exported from Indonesia, instead, they can only be sold locally before obtaining the required export approvals from the relevant authorities in Indonesia (the "Export Approvals"). In view that the selling price of iron ores in the local market of Indonesia cannot sufficiently and effectively compensate the production costs of the Two Iron Mines, the Board has decided to suspend the operation of the Two Iron Mines pending the granting of the Export Approvals or change of laws in Indonesia to a favourable condition for the operation of the Two Iron Mines.

Aiming at improving the occupancy rate of the resort, the Group input cost and resources for continuous advertising and marketing expenditures for sales promotion. The relevant action plan comprises using of brochures, leaflets, TV broadcasting, road posters, LED screen as promotion media, and making agreement with travel agency for advertising purpose.

The Group has taken steps for market research on the current demand and expectation of online game customers. The related sales and promotion advertising activities has been adopted through internet and other medium platform.

LETTER FROM THE BOARD

The board has been actively seeking opportunities to diversify the business scope and broaden the revenue base of the Group. In August 2013, the Group had completed a purchase of one of Australia's largest stud farms, Eliza Park, in offering its clientele a total range of thoroughbred related services, including breeding, rearing, sales, agistment, spelling, education, administration advice and training.

Future plans include the purchase of bloodstock from the global marketplace, which would then be raised and traded when they reached a certain age. In addition, a research will be launched for building new pre-training and racing facilities which will include an uphill, all-weather, undercover training track, along with the training infrastructure. Eliza Park International Pty. Limited has every intention of living up to its name by taking its brand to the global stage.

PROCEDURES FOR APPLICATION AND PAYMENT

The Application Form is enclosed with this Prospectus which entitles the Qualifying Shareholders to whom it is addressed to apply for the number of Offer Shares as shown therein subject to payment in full by the Latest Time for Acceptance. Qualifying Shareholders should note that they may apply for any number of Offer Shares only up to the number set out in the Application Form.

If Qualifying Shareholders wish to apply for all the Offer Shares offered to them as specified in the Application Form or wish to apply for any number less than their entitlements under the Open Offer, they must complete, sign and lodge the Application Form in accordance with the instructions printed thereon, together with the remittance for the full amount payable in respect of such number of Offer Shares they have applied for with the Registrar, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by not 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" and crossed "Account Payee Only". It should be noted that unless the duly completed and signed Application Form, together with the appropriate remittance, have been lodged with Tricor Tengis Limited by not later than 4:00 p.m. on Thursday, 6 February 2014, the entitlements of the respective Qualifying Shareholders under the Open Offer and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

The Application Form is for the use by the person(s) named therein only and is not transferable.

No receipt will be issued in respect of any application monies received. Any Offer Shares not applied for by the Qualifying Shareholders will be taken up by the Underwriter. The Shareholders with their Shares held by a nominee company should note that the Board will regard the nominee as a single Shareholder according to the register of members of the Company.

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FURTHER INFORMATION

Your attention is drawn to the additional information set out in the appendices to this Prospectus.

By the order of the Board
Sun International Resources Limited
Cheng Mei Ching
Executive Director

1. FINANCIAL INFORMATION**(A) FINANCIAL SUMMARY FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2013 AND THREE YEARS ENDED 31 MARCH 2011, 2012 AND 2013**

Financial information of the Group for each of the three years ended 31 March 2011, 2012 and 2013 and for the six months ended 30 September 2013 were disclosed in the annual and the interim reports of the Company for the years ended 31 March 2011 (pages 35 to 97), 2012 (pages 36 to 101), 2013 (pages 33 to 97) and for the six months ended 30 September 2013 (pages 3 to 23) respectively, which were published on both the website of the Stock Exchange (<http://www.hkex.com.hk>) and the website of the Company (<http://www.sun8029.com>).

Set out below is a summary of the financial results of the Group for the six months ended 30 September 2013 and each of the years ended 31 March 2011, 2012 and 2013 as extracted from the interim report of the Company for the six months ended 30 September 2013 and annual reports of the Company for the years ended 31 March 2011, 2012 and 2013 respectively. Save as disclosed on the face of the financial information below, there were no items which were extraordinary or exceptional because of size, nature or incidence for the consolidated statement of comprehensive income of the Group for the six months' period ended 30 September 2013 and each of the years ended 31 March 2011, 2012 and 2013. There was no audit qualification contained in the auditors' report prepared by Andes Glacier CPA Limited in respect of each of the years ended 31 March 2011, 31 March 2012 and 31 March 2013.

Consolidated Statement of Comprehensive Income

	For the six months ended 30 September		Year ended 31 March	
	2013 HK\$ (Unaudited)	2013 HK\$ (Audited)	2012 HK\$ (Audited)	2011 HK\$ (Audited)
Turnover	78,687,938	239,725,206	234,092,979	201,294,347
Direct costs	(24,223,493)	(64,406,554)	(39,369,324)	(45,114,349)
Gross profit	54,464,445	175,318,652	194,723,655	156,179,998
Other operating income	2,233,246	5,379,722	6,677,876	2,580,230
Administrative expenses	(84,777,001)	(82,182,090)	(74,145,603)	(78,877,637)
Amortization	–	–	(15,570,581)	(5,867,749)
Fair value change of derivative financial instruments	–	(979,514)	(4,038,397)	(3,494,504)
Fair value changes of investment properties	–	(6,203,173)	–	–
Share of losses of associates	(211,956)	(995,233)	(1,458,809)	–
Loss on early redemption of convertible notes	–	(951,964)	(5,967,223)	–
Impairment loss on intangible assets	–	(557,441,734)	–	–
Impairment loss on goodwill	–	(189,655,069)	–	–
Gain on disposal of a subsidiary	–	61,315	–	–
Finance costs	(8,520,894)	(5,713,810)	(7,836,548)	(6,908,774)
Share-based payment expenses	–	–	–	(11,147,191)
(Loss)/profit before taxation	(36,812,160)	(663,362,898)	92,384,370	52,464,373
Income tax credit/(expense)	(1,091,978)	128,516,887	(11,152,410)	52,609,083
(Loss)/profit for the year	(37,904,138)	(534,846,011)	81,231,960	105,073,456
Other comprehensive loss:				
Currency translation differences	(9,744,774)	(216,549)	(7,866,750)	(838,262)
Total comprehensive (loss)/income for the year	(47,648,912)	(535,062,560)	73,365,210	104,235,194
(Loss)/profit for the year attributable to:				
Equity holders of the Company	(32,327,469)	(327,543,460)	87,572,918	68,744,271
Non-controlling interests	(5,576,668)	(207,302,551)	(6,340,958)	36,329,185
	(37,904,137)	(534,846,011)	81,231,960	105,073,456

	For the six months ended		Year ended 31 March	
	30 September	2013	2012	2011
	2013	2013	2012	2011
	HK\$ (Unaudited)	HK\$ (Audited)	HK\$ (Audited)	HK\$ (Audited)
Total comprehensive (loss)/income for the year attributable to:				
Equity holders of the Company	(41,747,373)	(326,665,924)	80,703,378	67,222,408
Non-controlling interests	(5,901,539)	(208,396,636)	(7,338,168)	37,012,786
	<u>(47,648,912)</u>	<u>(535,062,560)</u>	<u>73,365,210</u>	<u>104,235,194</u>
(Loss)/earnings per share (HK cents per share)				
Basic	<u>(3.49)</u>	<u>(35.31)</u>	<u>9.44</u>	<u>7.48</u>
Diluted	<u>n/a</u>	<u>(35.31)</u>	<u>8.87</u>	<u>7.21</u>
Final dividend per share (HK cents per share)				
	<u>–</u>	<u>–</u>	<u>–</u>	<u>1.5</u>
Amount absorbed by dividend	<u>–</u>	<u>–</u>	<u>–</u>	<u>13,914,000</u>
Dividend paid to non-controlling interests	<u>–</u>	<u>–</u>	<u>–</u>	<u>800,000</u>

Consolidated Statement of Financial Position

	As at 30 September		As at 31 March	
	2013	2013	2012	2011
	HK\$	HK\$	HK\$	HK\$
	(Unaudited)	(Audited)	(Audited)	(Audited)
Non-current assets				
Intangible assets	528,147,291	533,000,000	1,092,237,070	1,075,568,296
Goodwill	245,754,367	229,884,229	419,539,298	419,539,298
Exploration and evaluation assets	–	–	–	33,777,360
Property, plant and equipment	75,804,957	50,632,022	32,301,084	31,572,113
Investment properties	70,398,841	74,000,000	76,652,958	74,797,984
Stallions	68,286,972	–	–	–
Interests in associates	277,334,002	277,545,958	278,541,191	280,000,000
	<u>1,265,726,430</u>	<u>1,165,062,209</u>	<u>1,899,271,601</u>	<u>1,915,255,051</u>
Current assets				
Inventories	93,558,964	25,436,616	42,163,142	22,066,917
Trade receivables	50,936,074	79,412,065	140,462,427	71,774,365
Prepayments, deposits and other receivables	30,934,302	17,971,873	18,502,500	15,662,550
Derivative financial instruments	–	–	1,931,478	11,939,750
Tax recoverable	–	–	552,342	961,471
Bank balances and cash	23,416,597	172,901,735	57,501,651	147,144,130
	<u>198,845,937</u>	<u>295,722,289</u>	<u>261,113,540</u>	<u>269,549,183</u>
Current liabilities				
Accruals and other payables	52,249,738	31,137,855	21,891,052	19,633,050
Trade payables	12,117,468	7,710,773	2,253,482	1,929,920
Deposits received	131,623	1,083,336	1,063,611	1,370,409
Amount due to a non-controlling shareholder of a subsidiary	–	–	25,350,000	25,350,000
Obligations under finance leases	–	–	22,395	101,784
Convertible notes	43,370,184	45,123,469	–	–
Promissory note	–	–	140,000,000	–
Tax payables	2,234,078	3,724,988	3,034,620	2,561,096
	<u>110,103,091</u>	<u>88,780,421</u>	<u>193,615,160</u>	<u>50,946,259</u>

	As at		As at 31 March	
	30 September	2013	2012	2011
	2013	2013	2012	2011
	HK\$	HK\$	HK\$	HK\$
	(Unaudited)	(Audited)	(Audited)	(Audited)
Net current assets	88,742,846	206,941,868	67,498,380	218,602,924
Total assets less current liabilities	1,354,469,276	1,372,004,077	1,966,769,981	2,133,857,975
Non-current liabilities				
Long-term borrowing	30,114,110	–	–	–
Obligations under finance leases	–	–	–	23,153
Deferred taxation	126,156,560	126,156,559	265,516,993	269,409,638
Convertible notes	–	–	81,347,650	158,844,312
Promissory note	140,000,000	140,000,000	–	140,000,000
Amount due to a non-controlling shareholder of a subsidiary	25,350,000	25,350,000	–	–
	321,620,670	291,506,559	346,864,643	568,277,103
Net assets	<u>1,032,848,606</u>	<u>1,080,497,518</u>	<u>1,619,905,338</u>	<u>1,565,580,872</u>
Capital and reserves				
Share capital	37,104,000	37,104,000	37,104,000	37,104,000
Reserves	814,156,206	855,903,579	1,186,914,763	1,124,452,129
Equity attributable to equity holders of the Company	851,260,206	893,007,579	1,224,018,763	1,161,556,129
Non-controlling interests	181,588,400	187,489,939	395,886,575	404,024,743
Total equity	<u>1,032,848,606</u>	<u>1,080,497,518</u>	<u>1,619,905,338</u>	<u>1,565,580,872</u>

(B) UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE MONTHS AND THE SIX MONTHS ENDED 30 SEPTEMBER 2013

The unaudited financial information of the Group for the three months and the six months ended 30 September 2013 can be referred to the interim report of the Company for the six months ended 30 September 2013 published on 14 November 2013.

The above mentioned financial information has been published on both the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.sun8029.com).

(C) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013

The audited financial information of the Group for each of the three years ended 31 March 2011, 2012 and 2013 can be referred to the annual reports of the Company for the years ended 31 March 2011, 2012 and 2013 respectively which published on 28 June 2011, 28 June 2012 and 27 June 2013 respectively.

The above mentioned financial information has been published on both the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.sun8029.com). The auditors of the Company have not issued any qualified opinion on the Group's financial statements for the financial years ended 31 March 2011, 2012 and 2013.

2. STATEMENT OF INDEBTEDNESS**Borrowings**

The Group's borrowings are principally applied by the Group for working capital purposes. As at 30 November 2013, being the latest practicable date for the purpose of this indebtedness statement, the Group had total outstanding borrowings of approximately HK\$255 million. The Group had secured or guaranteed borrowings of HK\$46 million and had unsecured and unguaranteed borrowings of approximately HK\$209 million.

The secured borrowings are the pledge of the acceptable securities held with their aggregate acceptable margin values no less than the loan advanced.

There was unutilized facilities of HK\$104 million as at 30 November 2013, which guaranteed the Group have sufficient financial resources to meet the requirement of short-term working capital. On 6 December 2013, the Group utilized further facilities amounting to HK\$53 million, as a result, there was unutilized facilities of approximately HK\$51 million up to the Latest Practicable Date.

Save as disclosed above, there was no material adverse change in the indebtedness of the Group from 30 November 2013 up to the Latest Practicable Date.

Contingent liabilities

No contingent liabilities were made for the Group as at close of business on 30 November 2013.

Disclaimers

Save as disclosed above and apart from intra-group liabilities, at the close of business on 30 November 2013, the Group did not have any outstanding loan capital, debt securities and term loan issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances (other than normal trade bills) or acceptance credits, debentures, mortgages, charges, finance lease or hire purchase commitments, guarantees or other material contingent liabilities.

3. WORKING CAPITAL

Our Directors are of the opinion that, taking into consideration the financial resources presently available to our Group, including borrowings and other internal resources, the estimated net proceeds of the Open Offer and in the absence of unforeseen circumstances, our Group has sufficient working capital for our present requirements at least in the next twelve months commencing from the date of this prospectus.

4. MATERIAL CHANGE

As at the Latest Practicable Date, save as disclosed in the following paragraphs and in the interim report of the Group for the six months ended 30 September 2013, the Directors confirm that they were not aware of any material change in the financial or trading position or outlook of the Group subsequent to 31 March 2013, being the date to which the latest published audited consolidated financial statement of the Group was made up:

- (i) the loss making position of the Group for the six months period ended 30 September 2013 of approximately HK\$37.9 million as compared to the profit making position of the Group for the year ended 31 March 2013 after excluding the impairment loss on intangible assets and goodwill. The loss making position for the six-month period ended 30 September 2013 was due to (a) the decrease in revenue generated from computer services as a result of the decrease in the service demand from the customers of the online entertainment and gambling business since April 2013; (b) the decrease in revenue generated from hotel services segment as a result of the non-renewal of a long term lease contract and the offer of promotional package to attract new customers since April 2013; and (c) the introduction of equine business services during the reporting period;
- (ii) the substantial decrease in bank and cash balances from approximately HK\$172.9 million as at 31 March 2013 to HK\$23.42 million as at 30 September 2013 as a result of the loss suffered during the six-month period ended 30 September 2013 and the acquisition of the equine business completed in August 2013; and

- (iii) the acquisition of the new equine business completed in August 2013 at a total consideration of A\$17.8 million (equivalent to approximately HK\$125.9 million) that caused the substantial increase in inventory as at 30 September 2013 as compared to that at 31 March 2013, details of the acquisition are set out in the announcement of the Company dated 23 June 2013.

5. FUTURE PLANS AND PROSPECT OF THE GROUP

The major business activities of the Group include hotel resort, information technology service and mining during the financial year.

The Group continues to operate and allocate resources to hotel and information technology service as they can provide income to the Group.

Due to the Regulation of the Minister of Trade of the Republic of Indonesia No. 29/M-DAG/Per/5/2012 and the Regulation issued by the Director General of Minerals and Coal of the Republic of Indonesia No. 574.K/30/DJB/2012 concerning the export of mining products (the “Regulations”), iron ores produced from the two iron mines of the Company located in Padang and Ende of Indonesia (the “Two Iron Mines”) are not permitted to be exported from Indonesia, instead, they can only be sold locally before obtaining the required export approvals from the relevant authorities in Indonesia (the “Export Approvals”). In view that the selling price of iron ores in the local market of Indonesia cannot sufficiently and effectively compensate the production costs of the Two Iron Mines, the Board has decided to suspend the operation of the Two Iron Mines pending the granting of the Export Approvals or change of laws in Indonesia to a favourable condition for the operation of the Two Iron Mines.

Aiming at improving the occupancy rate of the resort, the Group input cost and resources for continuous advertising and marketing expenditures for sales promotion. The relevant action plan comprises using of brochures, leaflets, TV broadcasting, road posters, LED screen as promotion media, and making agreement with travel agency for advertising purpose.

The Group has taken steps for market research on the current demand and expectation of online game customers. The related sales and promotion advertising activities has been adopted through internet and other medium platform.

The board has been actively seeking opportunities to diversify the business scope and broaden the revenue base of the Group. In August 2013, the Group had completed a purchase of one of Australia’s largest stud farms, Eliza Park, in offering its clientele a total range of thoroughbred related services, including breeding, rearing, sales, agistment, spelling, education, administration advice and training.

Future plans include the purchase of bloodstock from the global marketplace, which would then be raised and traded when they reached a certain age. In addition, a research will be launched for building new pre-training and racing facilities which will include an uphill, all-weather, undercover training track, along with the training infrastructure. Eliza Park International Pty. Limited has every intention of living up to its name by taking its brand to the global stage.

1. UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group (the “Unaudited Pro Forma Financial Information”) has been prepared by the Directors in accordance with paragraph 31(1) of Chapter 7 of the GEM Listing Rules set out below to illustrate the effect of the Open Offer on the consolidated net tangible assets of the Group as if the Open Offer had taken place on 30 September 2013.

The Unaudited Pro Forma Financial Information of the Group has been prepared for illustrative purposes only, and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group attributable to equity holders of the Group following the Open Offer.

The Unaudited Pro Forma Financial Information of the Group has been prepared based on the unaudited consolidated net assets of the Group as at 30 September 2013, as extracted from the published interim report of the Company for the six months ended 30 September 2013 after incorporating the unaudited pro forma adjustments described in the accompanying notes.

Unaudited consolidated net tangible assets of the Group as at 30 September 2013	Estimated net proceeds from the Open Offer	Unaudited pro forma adjusted consolidated net tangible assets of the Group	Unaudited consolidated net tangible assets of the Group per Share as at 30 September 2013 prior to the completion of the Open Offer	Unaudited consolidated net tangible assets of the Group per Share upon completion of the Open Offer
<i>HK\$'000</i> <i>(Note 1)</i>	<i>HK\$'000</i> <i>(Note 2)</i>	<i>HK\$'000</i> <i>(Note 3)</i>	<i>HK\$'000</i> <i>(Note 4)</i>	<i>HK\$'000</i> <i>(Note 5)</i>
77,359	45,187	122,546	0.08	0.09

Notes:

- The unaudited consolidated net tangible assets attributable to owners of the Company as at 30 September 2013 is based on the unaudited consolidated net assets attributable to equity holders of the Company of approximately HK\$851,260,206 as at 30 September 2013 after deducting intangible assets and goodwill is approximately HK\$773,902,000 as at 30 September 2013.
- The estimated net proceeds from the Open Offer of approximately HK\$45,187,000 are based on 463,800,000 Offer Shares to be issued at the Subscription Price of HK\$0.1 per Offer Share after deducting estimated expenses of approximately HK\$1,193,000.
- The unaudited consolidated net assets attributable to equity holders of the Company of approximately HK\$122,546,000 as at 30 September 2013. It illustrates the effect on the issue of 463,800,000 Offer Shares.

4. The number of Shares used for the calculation of this amount is 927,600,000 which was the number of Shares in issue as at the Latest Practicable Date.
5. The number of Shares used for the calculation of this amount is 1,391,400,000 which will be the total number of Shares expected to be in issue after completion of the Open Offer representing the existing 927,600,000 Shares in issue as at the Latest Practicable Date and 463,800,000 Offer Shares to be issued pursuant to the Open Offer.
6. No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to 30 September 2013.

2. REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

The following is the text of a report received from Andes Glacier CPA Limited, Certified Public Accountants, for the purpose of incorporation in this prospectus.



Andes Glacier CPA Limited

Certified Public Accountants

思捷會計師行有限公司

Room 1, 20/F., Malaysia Building, 50 Gloucester Road,
Wanchai, Hong Kong

香港灣仔告士打道50號馬來西亞大廈20樓1室

The Board of Directors
Sun International Resources Limited
Unit 2412–2418, 24/F.,
China Merchants Tower, Shun Tak Centre,
168–200 Connaught Road Central,
Hong Kong

INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION INCLUDED IN AN INVESTMENT PROSPECTUS

TO THE DIRECTORS OF SUN INTERNATIONAL RESOURCES LIMITED

We have completed our assurance engagement to report on the compilation of pro forma financial information of Sun International Resources Limited (the “Company”) and its subsidiaries (collectively the “Group”) by the directors for illustrative purposes only. The pro forma financial information consists of the unaudited pro forma consolidated net tangible assets of the Group as at 30 September 2013, and related notes as set out in Appendix II of the prospectus of the Company dated 21 January 2014 (the “Prospectus”). The applicable criteria on the basis of which the directors have compiled the pro forma financial information are described in Section 1 of Appendix II of the Prospectus.

The pro forma financial information has been compiled by the directors to illustrate the impact of the proposed open offer on the basis of one offer share for every two shares and share consolidation on the basis that every two shares be consolidated into one consolidated share (the “Open Offer”) and on the Group’s net tangible assets as at 30 September 2013 as if the Open Offer had taken place at 30 September 2013. As part of this process, information about the Group’s net tangible assets has been extracted by the directors from the Group’s financial statements for the six months ended 30 September 2013, on which no audit report has been published.

Directors' Responsibility for the Pro Forma Financial Information

The directors are responsible for compiling the pro forma financial information in accordance with paragraph 7.31 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Rules") and with reference to AG 7, "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, as required by paragraph 7.31(7) of the GEM Rules, on the pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements (HKSAE) 3420, "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus", issued by the HKICPA. This standard requires that the reporting accountants comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the directors have compiled the pro forma financial information in accordance with paragraph 7.31 of the GEM Rules and with reference to AG 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in the prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Open Offer as at 30 September 2013 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the pro forma financial information as disclosed pursuant to paragraph 7.31(1) of the GEM Rules.

Andes Glacier CPA Limited
Certified Public Accountants
Hsu Yuk King, Mercedes
Practising Certificate Number: P03548

Hong Kong, 21 January 2014

1. RESPONSIBILITY STATEMENT

This Prospectus, 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 Prospectus 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 Prospectus misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company as at the Latest Practicable Date was as follows:

Share capital*(a) Share capital as at the Latest Practicable Date*

Authorised capital:		<i>HK\$</i>
<u>3,000,000,000</u>	ordinary shares of HK\$0.04 each	<u>120,000,000.00</u>
Issued and fully paid:		
<u>927,600,000</u>	ordinary Shares of HK\$0.04 each as at the Latest Practicable Date	<u>37,104,000.00</u>

(b) Share capital upon completion of the Open Offer

Authorised capital:		<i>HK\$</i>
<u>3,000,000,000</u>	ordinary Shares of HK\$0.04 each	<u>120,000,000.00</u>
Issued and fully paid:		
927,600,000	Shares as at the Latest Practicable Date	37,104,000.00
463,800,000	number of Offer Shares to be issued immediately after completion of the Open Offer	18,552,000.00
<u>1,391,400,000</u>	Shares upon completion of the Open Offer	<u>55,656,000.00</u>

All of the Offer Shares to be issued will rank pari passu in all respects with all the Shares in issue as at the date of allotment and issue of the Offer Shares, including the rights to voting, dividends and return of capital. The Offer Shares to be issued will be listed on GEM.

All existing issued Shares rank pari passu in all respect as to return of capital, dividends and voting. No Shares have been issued since 31 March 2013, being the date on which the latest audited financial statements of the Company were made up.

Share Options

As at the Latest Practicable Date, the Company had the following outstanding Share Options:

Date of grant	Number of shares which may fall to be issued upon exercise of the Share Options	Exercise price (HK\$)	Exercise period
13.08.2007	17,450,000	0.76	13.08.2007 – 12.08.2017
17.08.2007	9,600,000	0.72	17.08.2007 – 16.08.2017
21.08.2007	9,600,000	0.69	21.08.2007 – 20.08.2017
19.08.2008	66,430,000	1.14	19.08.2008 – 18.08.2018
27.08.2008	4,800,000	1.16	27.08.2008 – 26.08.2018
16.12.2009	49,800,000	0.74	16.12.2009 – 15.12.2019
09.02.2010	16,600,000	0.90	09.02.2010 – 08.02.2020
25.11.2010	47,570,000 ^(Note)	1.54	25.11.2010 – 24.11.2020
07.12.2010	9,150,000	1.74	07.12.2010 – 06.12.2020

Note: Among 47,570,000 Share Options, 910,000 Share Options are owned by Mr. Cheng and 910,000 Share Options are owned by Mr. Chau.

Save as disclosed above, the Company had no outstanding options, warrants, derivatives or convertible securities which may confer any right to the holder thereof to subscribe for, convert or exchange into new Shares as at the Latest Practicable Date.

No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or Offer Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

There is no arrangement under which future dividends are/will be waived or agreed to be waived.

3. DISCLOSURE OF INTERESTS

(a) Director's and chief executive's interests in the Company

As at the Latest Practicable Date, the interests and short positions of the Directors or the chief executive of the Company in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered into the register referred to therein; or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange; or (iv) to be disclosed in this prospectus pursuant to the requirements of the Takeovers Code, were as follows:

Name	Number of Shares			Percentage of aggregate interest to total number of shares in issue
	Personal interest	Corporate interest	Total	
Mr. Cheng	910,000	735,455,000 ^{Note}	736,365,000	79.38%
Lo Kai Bong	6,640,000	–	6,640,000	0.72%
Lee Chi Shing Caesar	500,000	–	500,000	0.05%
Cheng Mei Ching	17,450,000	–	17,450,000	1.88%

Note: This represents interests held by Mr. Cheng through First Cheer, which holds 271,655,000 shares of the Company and is interested in 463,800,000 Shares under the Underwriting Agreement (taking into account of the maturity of and the repayment of all the outstanding principal amount of the Convertible Bonds) and the First Cheer Undertaking. As Mr. Cheng has 50% interest in First Cheer, he is deemed to be interested in 735,455,000 Shares in which First Cheer is interested.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange; or (iv) to be disclosed in this Prospectus pursuant to the requirements of the Takeovers Code.

(b) Substantial shareholders and other persons' interests in Shares and underlying Shares

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of SFO, and so far as is known to the Directors or chief executive of the Company, the following persons (other than a Director or a chief executive of the Company) had, or was deemed or taken to have, an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital, including options in respect of such capital, carrying voting rights to vote in all circumstances at general meeting of any member of the Group:

(i) Substantial Shareholders of the Company:

Name	Number of Shares			Percentage of aggregate interest to total number of shares in issue
	Personal interest	Corporate interest	Total	
First Cheer	735,455,000 ^{Note}	–	735,455,000	79.29%
Mr. Chau	910,000	735,455,000 ^{Note}	736,365,000	79.38%

Note: This represents interests held by Mr. Chau through First Cheer, which holds 271,655,000 shares of the Company and is interested in 463,800,000 Shares under the Underwriting Agreement (taking into account of the maturity of and the repayment of all the outstanding principal amount of the Convertible Bonds) and the First Cheer Undertaking. As Mr. Chau has 50% interest in First Cheer, he is deemed to be interested in 735,455,000 Shares in which First Cheer is interested.

Save as disclosed above and so far as is known to the Directors or chief executive of the Company, there is no person (other than a Director or chief executive of the Company) who, as at the Latest Practicable Date, had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, was, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital, including options in respect of such capital, carrying rights to vote in all circumstances at general meeting of any other member of the Group.

4. DIRECTORS' SERVICE CONTRACTS

Mr. Cheng and the Company entered into a service agreement on 5 July 2013 pursuant to which Mr. Cheng was appointed for a term of 3 years. During the term of the appointment, Mr. Cheng is entitled to receive a fixed salary at the annual rate of HK\$360,000 payable by 12 monthly instalments of HK\$30,000 each and a discretionary year-end bonus payable prior to the Chinese New Year following the 31st of day of December of each year.

Ms. Cheng Mei Ching and the Company entered into a service agreement on 6 June 2013 pursuant to which Ms. Cheng was appointed for a term of 1 year. During the term of the appointment, Ms. Cheng is entitled to receive a fixed salary at the annual rate of HK\$1,159,200 payable by 12 monthly instalments of HK\$96,600 each and a discretionary year-end bonus payable prior to the Chinese New Year following the 31st of day of December of each year.

Mr. Lee Chi Shing Caesar and the Company entered into a service agreement on 11 August 2013 pursuant to which Mr. Lee was appointed for a term of 1 year. During the term of the appointment, Mr. Lee is entitled to receive (i) a fixed salary at the annual rate of HK\$672,000 payable by 12 monthly instalments of HK\$56,000 each; (ii) a monthly accommodation allowance of an amount not exceeding the actual rental expenses incurred by Mr. Lee or a sum of HK\$34,000, whichever is the lower; and (iii) a discretionary year-end bonus payable prior to the Chinese New Year following the 31st of day of December of each year.

Mr. Lo Kai Bong and the Company entered into a service agreement on 13 August 2013 pursuant to which Mr. Lo was appointed for a term of 1 year. During the term of the appointment, Mr. Lo is entitled to receive a fixed salary at the annual rate of HK\$360,000 payable by 12 monthly instalments of HK\$30,000 each and a discretionary year-end bonus payable prior to the Chinese New Year following the 31st of day of December of each year.

Mr. Lui Man Wah and the Company entered into a service agreement on 13 August 2013 pursuant to which Mr. Lui was appointed for a term of 1 year. During the term of the appointment, Mr. Lui is entitled to receive a fixed salary at the annual rate of HK\$840,000 payable by 12 monthly instalments of HK\$70,000 each and a discretionary year-end bonus payable prior to the Chinese New Year following the 31st of day of December of each year.

Save as disclosed above, none of the Directors had any existing or proposed service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation), nor has any of the Directors entered into any service contract with any member of the Group or associated companies of the Company in force which:

- (a) (including both continuous and fixed term contracts) have been entered into or amended within 6 months before 28 October 2013, being the date of the Announcement;
- (b) are continuous contracts with a notice period of 12 months or more; or
- (c) are fixed term contracts with more than 12 months to run irrespective of the notice period.

5. DIRECTORS' INTEREST IN ASSETS

Save for Mr. Cheng's interest in the horse acquired by Mr. Cheng via Sun Bloodstock Pty Limited (a company wholly-owned by Mr. Cheng) from the Group under the Horse SPA, none of the Directors had any direct or indirect interest in any assets which have been, since 31 March 2013 (being the date to which the latest published audited consolidated financial statements of the Group were made up) and up to the Latest Practicable Date, acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

6. DIRECTORS' INTEREST IN CONTRACT OR ARRANGEMENT

As at the Latest Practicable Date, save for the Underwriting Agreement and the Horse SPA (as defined in the section headed "Material contracts" in this appendix), none of Directors was materially interested, directly or indirectly, in any contract or arrangement entered into by any member of the Group since 31 March 2013, being the date to which the latest published audited financial statements of the Company were made up, and which was significant in relation to the business of the Group.

7. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or their respective associates had any interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group, other than those businesses where the Directors were appointed as directors to represent the interests of the Company and/or the Group.

8. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was involved in any litigation or arbitration of material importance and no litigation or claim of material importance known to the Directors to be pending or threatened by or against the Company or any of its subsidiaries.

9. EXPERT AND CONSENT

The following is the qualification of the expert who has given opinion or advice which is contained in this Prospectus.

Name	Qualification
Andes Glacier CPA Limited ("Andes")	Certified Public Accountants

Andes has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion herein of its letter or its name in the form and context in which they respective appear.

Andes does not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

Andes does not have any direct or indirect interests in any assets which have been, since 31 March 2013 (being the date to which the latest published audited consolidated accounts of the Group were made up), acquired or disposed of by or leased to, any member of the Group, or which are proposed to be acquired or disposed of by or leased to, any member of the Group.

10. MATERIAL CONTRACTS

The following contracts (not being contracts in the ordinary course of business) have been entered into by the Company or any of its subsidiaries within the two years immediately preceding the date of this Prospectus and are or may be material:

1. the Underwriting Agreement;
2. the sale and purchase agreement dated 14 November 2013 (the “Horse SPA”) entered into between Sun Kingdom Pty Limited (“Sun Kingdom”) and Mr. Cheng on behalf of Sun Bloodstock Pty Limited (a company wholly-owned by Mr. Cheng) (“Sun Bloodstock”) in relation to the sale and purchase of 30% title to and interest in the thoroughbred horse 2009 bay mare born in Ireland by Teofilo out of Vadorga (Microchip number 985101045141763) (the “Horse”) for a consideration of HK\$4,648,557.45;
3. the sale and purchase agreement dated 14 November 2013 entered into between Sun Kingdom and Mr. Lo Kai Bong in relation to the sale and purchase of 10% title to and interest in the Horse for a consideration of HK\$1,549,519.15;
4. the agreement for sale and purchase dated 20 June 2013 (the “Sale of Business Agreement”) entered into amongst Eliza Park International Pty Limited (“Eliza Park International”), Mr. Lee James Fleming trading as Eliza Park (“Eliza Park”), Sun Macro Limited (“Sun Macro”) and Mr. Christopher Clarke Hill and Mr. Stephen Graham Longley (the “Receivers”) in relation to the acquisition of all of the business operations and activities including those businesses operated under the names “Eliza Park” and “The Eliza Bloodstock Agency” (the “Business”) and all properties of Eliza Park (other than certain excluded assets) used in the Business for a consideration of A\$8,545,001 (subject to adjustment);
5. the agreement for sale and purchase dated 20 June 2013 (the “Sale of Interests Agreement”) entered into between Eliza Park International and SF Bloodstock LLC (“SFB”) in relation to the acquisition of the percentage interests of SFB in 7 stallions for a consideration of A\$4,800,000;
6. the agreement for sale and purchase dated 20 June 2013 (the “Sale of Land Agreement”) entered into between Kennsville Pty Limited (“Kennsville”) and Sun Farm Land Pty Limited in relation to the acquisition of a piece and parcel of land with a site area of 425.2 acres located at 56 and 146 Mt Eliza Road, Riddells Creek, Victoria, Australia (the “Land”) for a consideration of A\$4,454,999;

7. the licence deed dated 20 June 2013 and entered into amongst Eliza Park International, Eliza Park, Kennsville, Sun Macro and the Receivers in relation to the grant of licence to Eliza Park International to operate the Business at a monthly licence fee of A\$1.00 and to occupy the Land at no consideration from the date of the licence deed to the completion of the Sale of Business Agreement and the Sale of Land Agreement or termination of the Sale of Business Agreement and/or the Sale of Land Agreement; and
8. the security deed dated 19 August 2013 and executed by Eliza Park International in favour of SFB pursuant to the terms and conditions of the Sale of Interests Agreement upon completion of the Sale of Interests Agreement.

11. EXPENSES

The expenses in connection with the Open Offer, including financial advisory fees, printing, registration, translation, legal and accountancy charges are estimated to amount approximately HK\$1.2 million and are payable by the Company.

12. MARKET PRICES

The table below shows the closing prices of the Shares as recorded on the Stock Exchange on (i) the last day on which dealings took place in each of the six months immediately preceding the date of the Announcement; (ii) the Last Trading Date; and (iii) the Latest Practicable Date.

Date	Closing price of the Shares (HK\$)
30 April 2013	0.620
31 May 2013	0.610
28 June 2013	0.540
31 July 2013	0.340
31 August 2013	0.400
30 September 2013	0.395
11 October 2013 (being the Last Trading Date)	0.320
31 October 2013	0.375
29 November 2013	0.360
31 December 2013	0.360
16 January 2014 (being the Latest Practicable Date)	0.540

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange during the Relevant Period were HK\$0.690 as quoted on 3 May 2013 and HK\$0.310 as quoted on 10 October 2013, 29 October 2013 and 18 November 2013 respectively.

13. PARTIES INVOLVED IN THE OPEN OFFER AND CORPORATE INFORMATION

Registered Office	Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
Principal place of business in Hong Kong	Unit 2412–2418, 24/F China Merchants Tower Shun Tak Centre 168–200 Connaught Road Central Hong Kong
Authorised representative	Mr. Cheng Ting Kong Room 2412–2418, 24/F China Merchants Tower Shun Tak Centre 168–200 Connaught Road Central Sheung Wan Hong Kong Mr. Lee Chi Shing, Caesar Room 2412–2418, 24/F China Merchants Tower Shun Tak Centre 168–200 Connaught Road Central Sheung Wan Hong Kong
Company Secretary	Mr. Lee Chi Shing, Caesar, HKICPA, ACCA
Compliance Officer	Mr. Lee Chi Shing, Caesar

Legal advisor to the Company	<p>As to Hong Kong Law Michael Li & Co 19th Floor, Prosperity Tower No. 39 Queen's Road Central Central, Hong Kong</p> <p>As to Cayman Islands law Conyers Dill & Pearman (Cayman) Limited Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands</p>
Independent financial adviser to the Independent Board Committee in relation to the Open Offer, the Underwriting Agreement and the Whitewash Waiver	<p>INCU Corporate Finance Limited Unit 1602, 16/F, Tower 1 Silvercord, 30 Canton Road Tsim Sha Tsui, Kowloon Hong Kong</p>
Auditors and reporting accountants	<p>Andes Glacier CPA Limited Certified Public Accountants Unit 1, 20/Floor, Malaysia Building No. 50 Gloucester Road Wanchai, Hong Kong</p>
Underwriter	<p>First Cheer Holdings Limited <i>Registered office:</i> P.O. Box 957 Offshore Incorporations Centre Road Town, Tortola British Virgin Islands</p> <p><i>Correspondence address in Hong Kong:</i> Unit 2412-2418 24/F, China Merchants Tower Shun Tak Centre 168-200 Connaught Road Centre Hong Kong</p>

Principal share registrar and transfer office in the Cayman Islands	Butterfield Fund Services (Cayman) Limited P.O. Box 705 GT Butterfield House 68 Fort Street, George Town Grand Cayman Cayman Islands
Hong Kong branch share registrar and transfer office	Tricor Tengis Limited 26th Floor Tesbury Centre 28 Queen's Road East Wanchai Hong Kong
Principal banker	DBS Bank (Hong Kong) Limited G/F, The Center, 99 Queen's Road Central Central, Hong Kong
Audit Committee	Tou Kin Chuen (<i>Chairman</i>) Chan Tin Lup, Trevor Wang Zhigang

14. BINDING EFFECT

The Prospectus Documents and all acceptances of any offer or application contained in such documents, are governed by and shall be construed in accordance with the laws of Hong Kong. When an acceptance or application is made in pursuance of any such documents, the relevant document(s) shall have the effect of rendering all persons concerned bound by the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong).

15. MISCELLANEOUS

- (a) There is no benefit that was give or to be given to any Director as compensation for loss of office or otherwise in connection with the Open Offer.
- (b) The business address of the Directors is Unit 2412–2418, 24/F China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong.
- (c) The English text of this Prospectus shall prevail over the Chinese text for the purpose of interpretation.

There is no restriction affecting the remittance of profits or repatriation of capital of the Company into Hong Kong from outside Hong Kong. The Company does not have any forecasted or planned dividends; nor any foreign exchange liabilities.

16. DIRECTORS AND SENIOR MANAGEMENT**Executive Directors**

Mr. Cheng Ting Kong, aged 38, was appointed as the Chairman and executive Director on 5 July 2013. Mr. Cheng is also the chairman and executive director of JF Household Furnishings Limited (Stock code: 776), a company listed on the main board of the Stock Exchange. Mr. Cheng has extensive experience in corporate management and investment. Prior to his appointment as the Chairman and the executive Director, Mr. Cheng was the senior manager of the Company.

Ms. Cheng Mei Ching, aged 32, is the Executive Director of the Company and Sun Century Group Limited (Stock code: 1383), holds a bachelors degree in commerce (marketing and advertising) from Curtin University of Technology in Perth, Western Australia. Ms. Cheng has over the past adopted a pragmatic and proactive management approach; and delivered solid performance in various areas, in particular corporate management and internal control.

Mr. Lee Chi Shing, Caesar, aged 50, an executive Director, has experience in corporate management and internal control. He was an executive director of Tanrich Financial Holdings Limited, a company listed on the main board of the Stock Exchange, from 1 November 2004 to 29 June 2005. In 2000, he joined Ernst and Young, an international accounting firm, as a senior manager. He has worked in Hong Kong's Inland Revenue Department for over 15 years after his graduation from university. He is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. In addition, he is a member of the Society of Registered Financial Planners. Mr. Lee graduated from the Department of Accountancy of the Hong Kong Polytechnic University in 1985. He later obtained a Master's Degree in International Accountancy in 2001.

Mr. Lo Kai Bong, aged 34, has obtained a Bachelor of Arts degree from the University of Winnipeg in Canada. Prior to his appointment as an executive Director, Mr. Lo was appointed as an executive director of Enterprise Development Holdings Limited (formerly known as Tai-I International Holdings Limited) (stock code: 1808) from 30 March 2011 to 13 February 2012. He also served as an executive director of Carnival Group International Holdings Limited (formerly known as Oriental Ginza Holdings Limited) (stock code: 996) from 7 March 2012 to 31 July 2012. Mr. Lo served as a director of Telecom Business of CEC Telecom Co., Ltd. (a wholly-owned subsidiary of Qiao Xing Mobile Communication Co., Ltd. (NYSE: QXM)) from 2003 to 2009 and as the Senior Vice President of CEC Telecom Co., Ltd. from 2005 to 2009.

Mr. Lui Man Wah, aged 31, has over 5 years of experience in financial institutions. He obtained a Bachelor of Arts degree in business studies from the Hong Kong Polytechnic University in 2004 and obtained a Master of Commerce degree from Macquarie University in 2005. Prior to his appointment as an executive Director, Mr. Lui served as an executive director of JF Household Furnishings Limited (stock code: 776) from 5 October 2012 to 8 July 2013. He was also appointed as an independent non-executive director of Sun Century Group Limited (stock code: 1383) from 20 February 2012 to 31 July 2012. From December 2009 to October 2010, he was the Institutional Sales Manager of the Securities Department of Cinda International Limited. From December 2008 to June 2009, he was the Vice President of the Securities Department of Polaris Securities (HK) Limited.

Independent non-executive Directors

Mr. Chan Tin Lup, Trevor, aged 54, was born in Hong Kong and has been in the legal field for over 20 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 Holdings Limited (Stock Code: 8228), a company registered in Bermuda and the shares of which are listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited, since 13 May 2009.

Mr. Tou Kin Chuen, aged 37, is the independent non-executive director of the Company and Sun Century Group Limited (Stock code: 1383), 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 is experienced in audit, taxation, company secretarial, insolvency and finance for over 15 years. Mr. Tou is a member of the Hong Kong Institute of Certified Public Accountants and an associate of the Taxation Institute of Hong Kong.

Mr. Wang Zhigang, aged 54, obtained his graduation certificate from 山東礦業學院 (unofficial English translation being Shandong Institute of Mining and Technology) in 1982 and his Master in Mine Construction Engineering (礦山建設工程) from China University of Mining and Technology (中國礦業大學) in 1994. Mr. Wang has participated in the Business Administration Training Programme (工商管理培訓班) organized by Tsinghua University (清華大學) and has obtained a completion certificate in 2002. Mr. Wang is the executive director of 兗礦集團鄒城設計研究院有限公司 (unofficial English translation being Yankuang Group Zoucheng Huajian Design Research Company Limited) since 2005. Mr. Wang was the deputy manager of 兗州礦業(集團)有限公司 (unofficial English translation being Yankuang Group Corporation Limited) since 1999. Mr. Wang has obtained the qualification of Senior Engineer (高級工程師) in 1994.

17. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection (i) during normal business hours on any weekday (except for public holidays) at the head office and principal place of business of the Company in Hong Kong at Unit 2412–2418, 24/F, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong; (ii) on the website of the Company (<http://www.sun8029.com>); and (iii) on the website of the SFC (www.sfc.hk) from the date of this Prospectus up to and including the date of the Latest Time for Acceptance:

- (a) this Prospectus;
- (b) the Circular;
- (c) the memorandum of association of the Company and the Articles;
- (d) the annual reports of the Company for the years ended 31 March 2012 and 2013 respectively and the interim report of the Company for the six months ended 30 September 2013;
- (e) the material contracts as referred to in the paragraph headed “Material contracts” in this appendix;
- (f) the service contracts as referred to in the paragraph headed “Directors’ service contracts” in this appendix;
- (g) the written consent referred to in the paragraph headed “Expert and consent” in this appendix;
- (h) the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group, the text of which is set out in appendix II to this Prospectus; and
- (i) the letter from Andes in respect of the unaudited pro forma consolidated net tangible assets of the Group, the text of which is set out on pages 40 to 42 of this Prospectus.

18. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

A copy of each of the Prospectus Documents and the consent letter referred to in the paragraph headed “Expert and consent” in this appendix have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong).