



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)

**THIRD QUARTERLY RESULTS ANNOUNCEMENT
FOR THE NINE MONTHS ENDED 31 DECEMBER 2014**

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE
STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached other than 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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This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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

FINANCIAL SUMMARY (UNAUDITED)

- Turnover of the Group was approximately HK\$115,116,000 for the nine months ended 31 December 2014, representing a decrease of approximately 13% from the corresponding period in the previous fiscal year.
- For the nine months ended 31 December 2014, gross profit of the Group was approximately HK\$82,301,000 as compared to the gross profit approximately HK\$87,777,000 from the corresponding period in the previous fiscal year.
- Loss attributable to shareholders of the Group for the nine months ended 31 December 2014 amounted to approximately HK\$94,447,000 as compared to profit of approximately HK\$62,771,000 from the corresponding period in the previous fiscal year.
- The Directors do not recommend the payment of an interim dividend for the nine months ended 31 December 2014 (2013: Nil).

CONSOLIDATED THIRD QUARTERLY RESULTS FOR 2013 (UNAUDITED)

The board of Directors (the “Board”) of the Company hereby announces the unaudited consolidated results of the Group for the three months and nine months ended 31 December 2014, together with the comparative unaudited figures for the corresponding period in 2013 were as follows:

Condensed Consolidated Statement of Comprehensive Income

For the three months and nine months ended 31 December 2014

	Notes	For the three months ended 31 December		For the nine months ended 31 December	
		2014 HK\$	2013 HK\$	2014 HK\$	2013 HK\$
Revenue	2	42,576,459	54,102,249	115,116,333	132,790,187
Direct cost		(461,260)	(20,790,087)	(32,815,254)	(45,013,580)
Gross profit		42,115,199	33,312,162	82,301,079	87,776,607
Other operating income		13,860,560	3,398,911	31,168,410	5,632,157
Gain on disposal of subsidiary		25,159,049	–	690,686	–
Administrative expenses		(69,567,470)	(68,818,349)	(188,439,943)	(153,595,350)
Share of losses of associates		(27,539)	(66,028)	(227,550)	(277,984)
Finance costs		(5,247,699)	(6,572,694)	(18,843,258)	(15,093,588)
(Loss) before taxation	3	6,292,100	(38,745,998)	(93,350,576)	(75,558,158)
Income tax expense	4	713,305	(80,984)	712,553	(1,172,962)
(Loss) for the period		7,005,405	(38,826,982)	(92,638,023)	(76,731,120)
Other comprehensive income:					
Dividend paid to non-controlling interests		–	–	(2,260,000)	–
Currency translation differences		33,049,541	13,402,383	28,428,584	3,657,609
Other comprehensive income for the period		33,049,541	13,402,383	26,168,584	3,657,609
Total comprehensive (loss)/income for the period		40,054,946	(25,424,599)	(66,469,439)	(73,073,511)
(Loss) attributable to:					
Equity holders of the company		(1,893,690)	(30,443,273)	(94,447,067)	(62,770,742)
Non-controlling interests		8,899,095	(8,383,709)	1,809,044	(13,960,378)
		7,005,405	(38,826,982)	(92,638,023)	(76,731,120)

		For the three months ended 31 December		For the nine months ended 31 December	
		2014	2013	2014	2013
	<i>Notes</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>
Total comprehensive (loss) for the period attributable to:					
Equity holders of the company		32,742,127	(21,987,609)	(71,216,363)	(63,734,982)
Non-controlling interests		7,312,819	(3,436,990)	4,746,924	(9,338,529)
		<u>40,054,946</u>	<u>(25,424,599)</u>	<u>(66,469,439)</u>	<u>(73,073,511)</u>
Dividend	5	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>
Earnings per share	6				
Basic (HK cents per share)		<u>(0.27)</u>	<u>(3.28)</u>	<u>(13.58)</u>	<u>(6.77)</u>
Diluted (HK cents per share)		<u>(0.27)</u>	<u>(3.28)</u>	<u>(13.58)</u>	<u>(6.77)</u>

Condensed Consolidated Statement of Changes in Equity

For the nine months ended 31 December 2013

	Attributable to equity holders of the Company										
	Share Capital	Share Premium	Capital Redemption Reserve	Merger Deficit	Share Option Reserve	Convertible Notes Reserve	Exchange Translation Reserve	Accumulated Profits/(Loss)	Sub-total	Non – Controlling Interests	Total
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
At 1 April 2013 (Audited)	37,104,000	747,247,169	254,600	369,866	38,254,919	9,694,384	(7,749,706)	67,832,347	893,007,579	187,489,939	1,080,497,518
Loss for the nine months ended 31 December 2013	-	-	-	-	-	-	-	(62,770,741)	(62,770,741)	(13,960,378)	(76,731,119)
Redemption of convertible notes	-	-	-	-	-	(9,694,384)	-	-	(9,694,384)	-	(9,694,384)
Other comprehensive income:											
Currency translation differences	-	-	-	-	-	-	(1,378,586)	-	(1,378,586)	4,621,849	3,243,263
Total comprehensive income for the nine months ended 31 December 2013	-	-	-	-	-	(9,694,384)	(1,378,586)	(62,770,741)	(73,843,711)	(9,338,529)	(83,182,240)
At 31 December 2013 (Unaudited)	37,104,000	747,247,169	254,600	369,866	38,254,919	-	(9,128,292)	5,061,606	819,163,868	178,151,410	997,315,278

Condensed Consolidated Statement of Changes in Equity

For the nine months ended 31 December 2014

	Attributable to equity holders of the Company										
	Share Capital	Share Premium	Capital Redemption Reserve	Merger Deficit	Share Option Reserve	Convertible Notes Reserve	Exchange Translation Reserve	Accumulated Profits/(Loss)	Sub-total	Non – Controlling Interests	Total
	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
At 1 April 2014 (Audited)	55,656,000	775,075,169	254,600	369,866	38,254,919	-	(3,665,018)	(269,628,531)	596,317,005	(14,793,863)	581,523,142
Loss for the nine months ended 31 December 2014	-	-	-	-	-	-	-	(94,447,067)	(94,447,067)	1,809,044	(92,638,023)
Redemption of convertible notes	-	-	-	-	-	-	-	-	-	-	-
Other comprehensive income:											
Dividend paid to non-controlling interests	-	-	-	-	-	-	-	-	-	(2,260,000)	(2,260,000)
Currency translation differences	-	-	-	-	-	-	2,364,465	-	2,364,465	4,746,924	7,111,389
Total comprehensive loss for the nine months ended 31 December 2014	-	-	-	-	-	-	2,364,465	(94,447,067)	(92,082,602)	4,295,968	(87,786,634)
At 31 December 2014 (Unaudited)	55,656,000	775,075,169	254,600	369,866	38,254,919	-	(1,300,553)	(364,075,598)	504,234,403	(10,497,895)	493,736,508

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL RESULTS

1. BASIS OF PREPARATION

The unaudited consolidated results have been prepared in accordance with the Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the GEM Listing Rules.

The unaudited consolidated results have been prepared under the historical cost convention except for certain properties and certain financial instruments, which are measured at fair values.

The accounting policies used in preparing the unaudited consolidated results are consistent with those used in the Group's annual financial statements for the year ended 31 March 2014.

The unaudited consolidated results of the Group for the nine months ended 31 December 2014 are unaudited but have been reviewed by the Company's Audit Committee.

2. REVENUE

Revenue represents the net amounts received and receivable from services provided by the Group to outside customers and is analysed as follows:

	For the three months ended 31 December		For the nine months ended 31 December	
	2014 HK\$	2013 HK\$	2014 HK\$	2013 HK\$
Hotel services	–	3,202,267	4,145,493	22,091,992
Computer software solution and service	11,055,000	22,403,312	46,260,226	71,760,682
Equine services	31,521,459	28,496,670	64,710,614	38,937,513
	<u>42,576,459</u>	<u>54,102,249</u>	<u>115,116,333</u>	<u>132,790,187</u>

3. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging (crediting):

	For the three months ended 31 December		For the nine months ended 31 December	
	2014 HK\$ (Unaudited)	2013 HK\$ (Unaudited)	2014 HK\$ (Unaudited)	2013 HK\$ (Unaudited)
Employee benefits expense including those of directors				
– wages, salaries and others	10,274,340	20,489,832	29,651,986	47,469,417
Interest on debenture	4,767,699	–	5,964,959	–
Interest on convertible bonds	–	5,489,720	–	7,146,504
Depreciation for property, plant and equipment				
– owned assets	54,787	7,779,594	5,844,847	17,951,313
Interest income	66,377	323,861	387,720	945,954

4. INCOME TAX EXPENSE

Hong Kong and overseas profits tax has been provided at the rate of 16.5% (2013: 16.5%) and at the rates of taxation prevailing in the country in which the Group operates respectively.

	For the three months ended 31 December		For the nine months ended 31 December	
	2014 HK\$ (Unaudited)	2013 HK\$ (Unaudited)	2014 HK\$ (Unaudited)	2013 HK\$ (Unaudited)
Deferred taxation	(753,305)	–	(753,305)	(8,481)
Current income tax				
– Hong Kong profits tax	40,000	79,831	40,000	1,181,443
– Overseas taxation	–	1,153	752	–

5. DIVIDEND

The Directors do not recommend the payment of an interim dividend for the nine months ended 31 December 2014 (2013: Nil).

6. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is based on the following data:

	For the three months ended 31 December		For the nine months ended 31 December	
	2014 HK\$ (Unaudited)	2013 HK\$ (Unaudited)	2014 HK\$ (Unaudited)	2013 HK\$ (Unaudited)
Profit attributable to equity holders of the Company for the purpose of basic and diluted earnings per share	(1,893,690)	(30,443,273)	(94,447,067)	(62,770,742)
	Number of shares		Number of shares	
	2014 (Unaudited)	2013 (Unaudited)	2014 (Unaudited)	2013 (Unaudited)
Weighted average number of ordinary shares for the purpose of basic earnings per share	695,700,000	927,600,000	695,700,000	927,600,000
Effect of dilutive potential ordinary shares: share options	—	—	—	—
Weighted average number of ordinary shares for the purpose of diluted earnings per share	695,700,000	927,600,000	695,700,000	927,600,000

Diluted earnings per share is calculated adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

MANAGEMENT DISCUSSION AND ANALYSIS

Review of Financial Performance

The Group recorded a turnover of approximately HK\$115,116,000 for the nine months ended 31 December 2014, representing a decrease of 13% when compared to the corresponding period in the last fiscal year. The decrease was mainly due to the revenue generated from computer service and hotel service businesses.

The direct cost was decreased to approximately HK\$32,815,000 from approximately HK\$45,014,000 compared with the same period of last year. The decrease in gross profit margin was mainly due to decrease in turnover from computer services and hotel services businesses.

Administrative expenses were recorded an increase of 23% to approximately HK\$188,440,000 compared to approximately HK\$153,595,000 in 2013.

The profit after taxation for the three months period ended 31 December 2014 recorded as approximately HK\$7,005,000 as compared with loss approximately HK\$38,827,000 for the same period of last year.

The loss attributable to equity holders of the Company for the nine months ended 31 December 2014 was recorded as approximately HK\$109,754,000 as compared with loss approximately of HK\$62,771,000 for the same period of last year. The main reasons were mainly due to decrease in turnover for computer service and hotel service businesses, increase in administrative expenses, and increase in interest incurred in debenture and long-term borrowing during the reporting period.

Business Review

For the period under review, the demand for natural resources remains stable. Prior to 2008, the Group was principally engaged in investment holding, hotel services and computer software solution. On 27 March 2011, the Group acquired 35% of Yuet Sing Group Limited (“Yuet Sing”) as associates. Yuet Sing holds 100% of Risheng Century (Hubei) Mining Company Limited, which is engaged in vanadium mining and exploitation at Jingyang town, Jianshi County, Hubei Province, PRC. These will provide a great potential for the business growth as the Group is able to step into the natural resources business.

Following the acquisition of Loyal King Investments Limited and its subsidiaries (the “Loyal King Group”), the Group is able to explore into the development of entertainment and gaming activities. With the strong and competent information technology staff of the Loyal King Group, the Group is able to maintain a stable income from the business.

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.

By the acquisition of assets of Eliza Park Pty. Limited by Eliza Park International Pty. Limited in August 2013, the Group had entered into the horse trading and stud business in Australia. As the demand for race horses has covered quickly since 2008, due to the resuming economies, latest development of horse racing business particularly in Asia and the increasing prize sums for races in Australia, the Group would contribute to a great extent by offering its clientele a total range of thoroughbred related services, including breeding, rearing, sales, agistment, spelling, education, administration advice and training.

Prospects

The major business activities of the Group include information technology service and equine service during the period.

The Group continues to operate and allocate resources to information technology service and equine service business as they can provide stable income to the group.

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.

Liquidity and Financial Resources

As of 31 December 2014, the Group's net assets decreased by approximately HK\$87,787,000 from net assets of approximately HK\$581,523,000 as at 31 March 2014 to approximately HK\$493,736,000 as at 31 December 2014. The cash and bank balances as at 31 December 2014 was approximately HK\$41,742,000, representing a decrease of approximately 36% when compared with the balance as at 31 March 2014. The decrease was mainly due to working capital incurred in investment of equine service business in Australia during the reporting period. During the nine months ended 31 December 2014, the Group's operation was mainly financed by the internal financial resources of the Group.

Charges on Group Assets

As at 31 December 2014, no plant and equipment of the Group was held under finance lease (2013: Nil).

Contingent Liabilities

As at 31 December 2014, the Group had no contingent liabilities.

Foreign Exchange Exposure

The income and expenditure of the Group were denominated in Hong Kong dollars, PESO, Renminbi and Australian Dollars, the impact of foreign exchange exposure of the Group were considered minimal. Hence, no hedging or arrangements to reduce the currency risk have been implemented.

Employee Information

The total number of employees was 106 as at 31 December 2014 (2013: 333), and the total remuneration for the nine months ended 31 December 2014 was approximately HK\$29,652,000 (2013: HK\$47,469,000). The Group's remuneration policy for senior executives is basically performance-linked. Staff benefits, including medical coverage and mandatory provident fund, are also provided to employees where appropriate. Discretionary bonus is linked to performance of the individual specific to each case. The Group may offer options to reward employees who make significant contributions and to retain key staff pursuant to the share option scheme of the Group. The remuneration policy of the Group is reviewed and approved by the Remuneration Committee as well as by the Board.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARE CAPITAL

As at 31 December 2014, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meanings of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO, or as required, pursuant to Rules 5.46 to 5.66 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

(1) Long positions in the shares of the Company

Ordinary share of HK\$0.08 each of the Company

Name of Director	Nature of interests	Number of ordinary shares held	Capacity	Percentage of issued shares
Mr. Chau Cheok Wa	Corporate (Note)	327,964,145	Interest of a controlled corporation	47.14%
Mr. Lo Kai Bong	Personal	3,320,000	Beneficial owner	0.48%
Mr. Lee Chi Shing, Caesar	Personal	375,000	Beneficial owner	0.05%

Note: These ordinary shares are held by First Cheer Holdings Limited. First Cheer Holdings Limited is beneficially owned as to 50% by Mr. Chau Cheok Wa and as to 50% by Mr. Cheng Ting Kong.

(2) Long positions in the underlying shares of the Company

Pursuant to the new share option scheme adopted by the Company on 5 December 2006 (the “New Scheme”), several Directors in the capacity as beneficial owner were granted share options to subscribe for shares of the Company, details of which as at 31 December 2014 were as follows:

Name of Director	Date of grant	Number of share options	Exercised during the period	Share option lapsed	Exercise price of share options HK\$	Exercise period from	Exercise period until	Number of options outstanding as at 31 December 2013
Mr. Chau Cheok Wa	25/11/2010	625,625	–	–	2.24	25/11/2010	24/11/2020	625,625
Ms. Cheng Mei Ching	9/2/2010	5,746,154	–	–	1.30	9/2/2010	8/2/2020	5,746,154
	25/11/2010	6,290,625	–	–	2.24	25/11/2010	24/11/2020	6,290,625
Mr. Lee Chi Shing, Caesar	19/8/2008	5,754,940	–	–	1.66	19/08/2008	18/08/2018	5,754,940
	9/2/2010	5,746,154	–	–	1.30	9/2/2010	8/2/2020	5,746,154
	25/11/2010	6,290,625	–	–	2.24	25/11/2010	24/11/2020	6,290,625

Save as disclosed above, during the nine months ended 31 December 2014, none of the Directors or their respective associates was granted share option to subscribe for shares of the Company and nor had exercised such rights.

Save as disclosed above, during the nine months ended 31 December 2014, none of the Directors or chief executive of the Company has any interests or short positions 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) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.66 of the GEM Listing Rules.

DETAILS OF SHARE OPTIONS GRANTED BY THE COMPANY

Under the terms of the New Scheme adopted by the Company on 5 December 2006, the board of Directors is authorized, at its absolute discretion, to grant options to employee (including any executive and non-executive director), proposed employee, consultant, adviser, agent, contractor, customer or supplier of any member of the Group, to subscribe for shares in the Company.

The operation of the old share option scheme was terminated on 5 December 2006, upon the approval of shareholders at the extraordinary general meeting held on 5 December 2006. Under the old share option scheme, no share option was outstanding as at 31 December 2014 and no share option was granted or exercised during the nine months ended 31 December 2014.

As at 31 December 2014, details of share options outstanding were as follows:

Date of grant	Number of share options			Exercise period of share options	Exercise price of share options HK\$
	At 1 April 2014	Exercised during the period	At 31 December 2014		
13/08/2007	12,056,364	–	12,056,364	13/8/2007 to 12/8/2017	1.10
17/08/2007	6,646,154	–	6,646,154	17/8/2007 to 16/8/2017	1.04
21/08/2007	6,624,000	–	6,624,000	21/08/2007 to 20/08/2017	1.00
19/08/2008	45,620,603	–	45,620,603	19/08/2008 to 18/08/2018	1.66
27/08/2008	3,314,286	–	3,314,286	27/08/2008 to 26/08/2018	1.68
16/12/2009	34,122,222	–	34,122,222	16/12/2009 to 15/12/2019	1.08
09/02/2010	11,492,308	–	11,492,308	09/02/2010 to 08/02/2020	1.30
25/11/2010	32,704,375	–	32,704,375	25/11/2010 to 24/11/2020	2.24
07/12/2010	6,317,857	–	6,317,857	07/12/2010 to 06/12/2020	2.52
	<u>158,898,169</u>	<u>–</u>	<u>158,898,169</u>		

DIRECTORS' RIGHT TO ACQUIRE SHARES

Save as disclosed above, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or other body corporate granted to any Directors or their respective associates, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries a party to any arrangement to enable the Directors, their respective associates to acquire such rights in any other body corporate.

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance to which the Group was a party and in which a Director of the Company or any of its subsidiaries had a material interest, whether directly or indirectly, subsisted at the end of the period or at any time during the period.

SUBSTANTIAL SHAREHOLDERS AND DISCLOSURE UNDER SFO

So far as is known to any Directors or chief executives of the Company, as at 31 December 2014, the following person or corporations had equity interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of Part XV of the SFO and/or were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of the Company:

Long positions in the shares of the Company

Ordinary share of HK\$0.08 each of the Company

Name of Shareholders	Nature of interests	Number of ordinary shares held	Capacity	Percentage of issued shares
First Cheer Holdings Limited (Note 1)	Corporate	327,338,520	Beneficial owner	47.05%
Cheng Ting Kong (Note 1)	Corporate	327,338,520	Interest of a controlled corporation	47.05%
Chau Cheek Wa (Note 1)	Corporate	327,338,520	Interest of a controlled corporation	47.05%
Raywell Holdings Limited (Note 2)	Corporate	67,715,000	Beneficial owner	9.73%
Yeung Hak Kan (Note 2)	Corporate	67,715,000	Interest of a controlled corporation	9.73%

Notes:

1. First Cheer Holdings Limited is beneficially owned as to 50% by Mr. Cheng Ting Kong and as to 50% by Mr. Chau Cheok Wa. Accordingly, both Mr. Cheng Ting Kong and Mr. Chau Cheok Wa are deemed under the SFO to be interested in the 327,338,520 shares beneficially owned by First Cheer Holdings Limited.
2. Raywell Holdings Limited is wholly and beneficially owned by Mr. Yeung Hak Kan. Accordingly, Mr. Yeung Hak Kan is deemed under the SFO to be interested in the 67,715,000 shares beneficially owned by Raywell Holdings Limited.

Save as disclosed above, as at 31 December 2014, the Company was not notified of any other relevant interests or short positions in the shares or underlying shares in the Company as recorded in the register required to be kept by the Company under section 336 of Part XV of the SFO.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association, or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

COMPETITION AND CONFLICT OF INTERESTS

None of the Directors, the management shareholders or the substantial shareholders of the Company, or any of their respective associates (as defined in the GEM Listing Rules), has engaged in any business that competes or may compete with the business of the Group or has any other conflict of interests with the Group.

AUDIT COMMITTEE

The Company set up an audit committee ("Audit Committee") on 29 November 2000 with written terms of reference in compliance with the GEM Listing Rules for the purpose of reviewing and providing supervision over the financial reporting process and internal controls of the Group. During the period under review, the Audit Committee comprised three members, Mr. Tou Kin Chuen, Mr. Chan Tin Lup, Trevor and Mr. Wang Zhigang, all of them are independent non-executive Directors and Mr. Tou Kin Chuen was appointed as the chairman of the Audit Committee. The results for the nine months ended 31 December 2014 were reviewed by the Audit Committee.

REMUNERATION COMMITTEE

According to the Code on Corporate Governance Practices, the Company established its remuneration committee ("Remuneration Committee") on 18 March 2005. During the period under review, the Remuneration Committee comprised three members, Mr. Tou Kin Chuen, Mr. Chan Tin Lup, Trevor and Mr. Wang Zhigang, all of them are independent non-executive Directors and Mr. Chan Tin Lup, Trevor was appointed as the Chairman of the Remuneration Committee.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Group's policy and structure in relation to the remuneration of Directors and senior management and reviewing the specific remuneration packages of all executive Directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the period under review.

CORPORATE GOVERNANCE

The Company has complied with the code provisions set out in the Code on Corporate Governance Practices under Appendix 15 to the GEM Listing Rules throughout the nine months ended 31 December 2014.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the period under review, the Company continued to adopt a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by the Directors.

BOARD OF DIRECTORS

As at the date of this announcement, the Board comprises five executive directors, namely, Mr. Cheng Ting Kong, Ms. Cheng Mei Ching, Mr. Lee Chi Shing, Caesar, Mr. Lo Kai Bong and Mr. Lui Man Wah and three independent non-executive Directors, namely, Mr. Chan Tin Lup, Trevor, Mr. Tou Kin Chuen and Mr. Wang Zhigang.

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

Hong Kong, 6 February 2015