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太陽國際資源有限公司
SUN INTERNATIONAL RESOURCES LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8029)

PROPOSED SHARE SUBDIVISION

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The Board proposes to subdivide each (1) existing issued and unissued Share of HK\$0.08 each in the share capital of the Company into two (2) Subdivided Shares of HK\$0.04 each.

The Share Subdivision will become effective after the conditions set out in the paragraph headed “Conditions of the Share Subdivision” below are fulfilled. All Subdivided Shares will rank *pari passu* with each other in all respects and the Share Subdivision will not result in any change in the relative rights of the Shareholders.

Upon the Share Subdivision becoming effective, the board lot size for trading on the Stock Exchange will remain unchanged with 5,000 Subdivided Shares for each board lot.

GENERAL

An EGM will be convened and held to approve the Share Subdivision in which an ordinary resolution to approve the Share Subdivision will be proposed.

An application will be made to the Stock Exchange for the listing of and permission to deal in the Subdivided Shares arising from the Share Subdivision and any new Subdivided Shares which may fall to be issued pursuant to the exercise of the Share Options granted under the Share Option Scheme.

The Circular containing, among other things, further details of the Share Subdivision, including the trading arrangement in respect of the Subdivided Shares, together with the notice of the EGM, will be despatched to the Shareholders on or around 6 July 2015.

PROPOSED SHARE SUBDIVISION

The Board proposes to subdivide each (1) existing issued and unissued Share of HK\$0.08 in the capital of the Company into two (2) Subdivided Shares of HK\$0.04 each.

All Subdivided Shares will rank *pari passu* with each other in all respects and the Share Subdivision will not result in any change in the relative rights of the Shareholders.

As at the date of this announcement, the authorised share capital of the Company is HK\$1,600,000,000 divided into 20,000,000,000 Shares of HK\$0.08 each, of which 695,700,000 Shares have been issued and are fully paid or credited as fully paid. Upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$1,600,000,000 divided into 40,000,000,000 Subdivided Shares, of which 1,391,400,000 Subdivided Shares will be in issue and fully paid or credited as fully paid, assuming that no further Shares are issued or repurchased prior to the Share Subdivision becoming effective.

As at the Latest Practicable Date, 173,507,869 Share Options granted under the Share Option Scheme are outstanding. Under the relevant terms and conditions thereof, the Share Subdivision may lead to adjustments to the exercise price and/or the number of Shares falling to be issued upon the exercise of the Share Options pursuant to the terms thereof. The Company will inform the holders of the Share Options of such adjustments, as and when appropriate. The Company shall appoint an independent financial advisor or auditor for the purpose of providing a specific opinion or calculation or determination of such adjustments.

Save for the Share Options, the Company does not have any options outstanding under any share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares as at the date of this announcement.

CONDITIONS OF THE SHARE SUBDIVISION

The Share Subdivision is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Subdivision; and
- (b) the Listing Committee granting the listing of, and permission to deal in, the Subdivided Shares and any new Subdivided Shares which may fall to be issued pursuant to the exercise of the Share Options granted under the Share Option Scheme.

The Share Subdivision will become effective on the next Business Day after the conditions of the Share Subdivision above are fulfilled.

The Shares are currently traded in board lots of 5,000 Shares. Upon the Share Subdivision becoming effective, the board lot size for trading on the Stock Exchange will remain unchanged with 5,000 Subdivided Shares for each board lot. The Share Subdivision will not be expected to result in any odd lots other than those that already exist.

REASONS FOR THE SHARE SUBDIVISION

The proposed Share Subdivision will decrease the nominal value and increase the total number of shares of the Company in issue. The Share Subdivision will result in a downward adjustment to the trading price of the Shares. The Board believes that the Share Subdivision will decrease the trading spread as well as the volatility of the trading price of the Shares and thus result in the improved liquidity in trading of the Company's Subdivided Shares. Therefore, the Board considers that the Share Subdivision will enable the Company to attract more investors and broaden its Shareholder base.

Save for the expenses to be incurred by the Company in relation to the Share Subdivision, the implementation of the Share Subdivision will not, by itself, alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interest of the Shareholders. The Board considers that the Share Subdivision is in the interests of the Company and the Shareholders as a whole.

FREE EXCHANGE OF SHARE CERTIFICATES

Upon the Share Subdivision becoming effective, the Shareholders can submit their existing share certificate for the Shares to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange for new share certificates for the Subdivided Shares free of charge between 9:00 a.m. and 4:30 p.m. from Monday, 27 July 2015 to Tuesday, 1 September 2015 (both days inclusive). After the expiry of such period, existing certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing share certificate cancelled or new share certificate issued (whichever number of share certificates involved is higher).

The existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Friday, 28 August 2015 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one Share for two Subdivided Shares. It is expected that the new share certificates will be available for collection within a period of ten (10) business days after the submission of the existing share certificates. The new share certificates of the Subdivided Shares will be green in colour so as to be distinguished from the existing share certificates which are yellow in colour.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision is set out below:

2015

Despatch of the circular (including the notice of EGM and the form of proxy for the EGM)	Monday, 6 July
Latest date and time of lodgment of form of proxy for the EGM	11:00 a.m. on Wednesday, 22 July
Date and time of the EGM	11:00 a.m. on Friday, 24 July
Publication of the announcement of the results of the EGM	Friday, 24 July

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision as set out in the section headed “Proposed Share Subdivision” above.

Effective date of the Share Subdivision	Monday, 27 July
First day of free exchange of existing certificates for the new certificates for the Subdivided Shares	Monday, 27 July
Dealings in Subdivided Shares commence	9:00 a.m. on Monday, 27 July
Original counter for trading in Shares in board lots of 5,000 Shares temporarily closes	9:00 a.m. on Monday, 27 July
Temporary counter for trading in Subdivided Shares in board lot size of 10,000 Subdivided Shares (in the form of existing certificates) opens	9:00 a.m. on Monday, 27 July
Original counter for trading in Subdivided Shares in board lots of 5,000 Subdivided Shares (in the form of new share certificates) reopens	9:00 a.m. on Monday, 10 August
Parallel trading in the Shares and Subdivided Shares (in the form of existing share certificates and new share certificates) commences	9:00 a.m. on Monday, 10 August
Temporary counter for trading in board lots of 10,000 Subdivided Shares (in the form of existing share certificates) closes	4:00 p.m. on Friday, 28 August
Parallel trading in Subdivided Shares (in the form of existing share certificates and new share certificates) ends	4:00 p.m. on Friday, 28 August
Free exchange of existing certificates for the Shares for new certificates for the Subdivided Shares ends	Tuesday, 1 September

Note: All times refer to Hong Kong local times and dates in this announcement.

Date or deadlines specified in this announcement are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

GENERAL

An EGM will be convened and held to approve the Share Subdivision in which an ordinary resolution to approve the Share Subdivision will be proposed. No Shareholders will be required to abstain from voting at the EGM.

An application will be made to the Stock Exchange for the listing of and permission to deal in the Subdivided Shares arising from the Share Subdivision and any new Subdivided Shares which may fall to be issued pursuant to the exercise of the Share Options granted under the Share Option Scheme.

The Circular containing, among other things, further details of the Share Subdivision, including the trading arrangement in respect of the Subdivided Shares, together with the notice of the EGM, will be despatched to the Shareholders on or around 6 July 2015.

DEFINITIONS

“Board”	the board of Directors
“Business Day”	a day on which the Stock Exchange is open for transactions of business
“Circular”	circular containing, among other things, further details of the Share Subdivision, including the trading arrangement in respect of the Subdivided Shares, together with the notice of the EGM, to be despatched to the Shareholders on or around 6 July 2015
“Company”	Sun International Resources Limited, a company incorporated in the Cayman Islands with limited liability whose issued Shares are listed on GEM
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to approve the Share Subdivision
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Committee”	the listing sub-committee of the Stock Exchange
“Share(s)”	existing ordinary share(s) of HK\$0.08 each in the share capital of the Company

“Shareholder(s)”	holder(s) of issued Share(s) or Subdivided Share(s), as the case may be
“Share Option(s)”	option(s) granted or to be granted under the Share Option Scheme entitling the holders thereof to subscribe for Share(s) or Subdivided Share(s) (as the case may be)
“Share Option Scheme”	the share option scheme of the Company adopted on 5 December 2006
“Share Subdivision”	the proposed subdivision of each (1) issued and unissued Share into two (2) Subdivided Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company upon the Share Subdivision becoming effective
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

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

Hong Kong, 26 June 2015

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

This announcement, for which the Directors collectively and individually accept 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 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/>.