
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, 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 (the “**Company**”), you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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 INCREASE IN AUTHORISED SHARE CAPITAL
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (the “**EGM**”) of the Company to be held at Unit 2416–2418, 24th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 30 May 2014 at 4:00 p.m. is set out on pages 5 to 6 of this circular. A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at such meeting or any adjournment meeting should you so wish and in such event, the proxy shall be deemed to be revoked.

9 May 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 circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Announcement”	announcement of the Company dated 29 April 2014 in relation to, among other things, the Increase in Authorised Share Capital
“Board”	the board of Directors
“Company”	Sun International Resources Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held and convened at Unit 2416–2418, 24th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 30 May 2014 at 4:00 p.m. for the purpose of, among other matters, approving the Increase in Authorised Share Capital
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	the proposed increase in the authorised share capital of the Company from HK\$120,000,000 (divided into 1,500,000,000 Shares) to HK\$1,600,000,000 (divided into 20,000,000,000 Shares) by creating an additional 18,500,000,000 Shares
“Latest Practicable Date”	7 May 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Share Option(s)”	means the share option(s) granted to certain eligible participant(s) under the share option scheme of the Company adopted on 5 December 2006
“Share(s)”	ordinary share(s) of HK\$0.08 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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

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 2416–2418, 24th Floor

China Merchants Tower

Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

9 May 2014

To the Shareholders

Dear Sir or Madam,

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

INTRODUCTION

The purpose of this circular is to provide you with further details of the Increase in Authorised Share Capital and a notice of EGM for the purpose of approving the Increase in Authorised Share Capital.

INCREASE IN AUTHORISED SHARE CAPITAL

The Company has an authorised share capital of HK\$120,000,000 divided into 1,500,000,000 Shares of which 695,700,000 Shares are in issue and there are outstanding Share Options carrying rights to subscribe for an aggregate of 158,898,169 Shares as at the Latest Practicable Date. As stated in the Announcement, the Board proposed to increase the authorised

LETTER FROM THE BOARD

share capital of the Company from HK\$120,000,000, divided into 1,500,000,000 Shares to HK\$1,600,000,000 divided into 20,000,000,000 Shares by creating an additional 18,500,000,000 new Shares. The new Shares shall rank pari passu with the existing Shares upon issue.

Reasons for the Increase in Authorised Share Capital

In order to accommodate future issues of Shares which shall among other things provide the Company with greater flexibility to raise funds by allotting and issuing Shares in the future as and when necessary, the Board proposed the Increase in Authorised Share Capital.

Condition of the Increase in Authorised Share Capital

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the EGM to approve the Increase in Authorised Share Capital.

EGM

An EGM will be convened and held for the Shareholders to consider and, if thought fit, to approve the Increase in Authorised Share Capital.

A notice convening the EGM to be held at Unit 2416–2418, 24th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 30 May 2014 at 4:00 p.m. is set out on pages 5 to 6 of this circular.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, none of the Shareholders has a material interest in the Increase in Authorised Share Capital as at the Latest Practicable Date and as such, none of the Shareholders will be required to abstain from voting at the EGM in respect of the resolution relating to the Increase in Authorised Share Capital.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at such meeting, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

RECOMMENDATION

The Board considers that the Increase in Authorised Share Capital is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolution approving the Increase in Authorised Share Capital as set out in the notice of the EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

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

NOTICE OF EGM



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)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Sun International Resources Limited (the “**Company**”) will be held at Unit 2416–2418, 24th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 30 May 2014 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution:

ORDINARY RESOLUTION

“THAT

- (a) the authorised share capital of the Company be increased from HK\$120,000,000 divided into 1,500,000,000 shares of HK\$0.08 each (“**Share(s)**”) to HK\$1,600,000,000 divided into 20,000,000,000 Shares by the creation of an additional 18,500,000,000 new Shares (the “**Increase in Authorised Share Capital**”); and
- (b) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

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

Hong Kong, 9 May 2014

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Unit 2416–2418, 24th Floor
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

NOTICE OF EGM

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.