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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Sun International Resources Limited (the “**Company**”) will be held at Units 2414–2418, 24th Floor, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong on Monday, 23 November 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution:

ORDINARY RESOLUTIONS

“**THAT**

- (a) the agreement dated 19 August 2015 (the “**Acquisition Agreement**”) and entered into between Sun International Financial Group Limited as vendor (the “**Vendor**”) and Infinite Success Investments Limited, a direct wholly-owned subsidiary of the Company, as purchaser in relation to the sale and purchase of (i) 140,000,000 shares in the issued share capital of Sun International Securities Limited (“**Sun International Securities**”), representing the entire issued share capital of Sun International Securities (the “**SIS Sale Shares**”); and (ii) 7,300,000 shares in the issued share capital of Sun International Asset Management Limited (“**Sun International Asset Management**”) (inclusive of 6,500,000 shares in issue as at the date of the Acquisition Agreement and the 800,000 new shares allotted and issued by Sun International Asset Management to SIFGA on 20 August 2015), representing the entire issued share capital of Sun International Asset Management immediately before completion of the Acquisition Agreement (the “**SIAM Sale Shares**” together with the SIS Sale Shares, collectively the “**Sale Shares**”), for a total consideration of HK\$147,300,000 (subject to adjustments according to the terms of the Acquisition Agreement) (copies of the Acquisition Agreement are marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;

- (b) the issue of the promissory note (the “**Promissory Note**”) in the aggregate principal amount of HK\$147,300,000 by the Company to the Vendor as part of the consideration for the Sale Shares pursuant to the terms and conditions of the Acquisition Agreement be and are hereby approved;
- (c) the entering into of the management service agreement (the “**SIS Management Services Agreement**”) by Sun International Securities with Sun International Financial Group Management Services Limited (“**SIFGMS**”) in relation to the provision of management services by SIFGMS to Sun International Securities pursuant to the terms and conditions of the Acquisition Agreement and the transactions contemplated thereunder be and are hereby approved;
- (d) the annual caps for the transactions contemplated under the SIS Management Services Agreement as stated in the circular (the “**Circular**”) of the Company dated 2 November 2015) for the years ending 31 March 2016 and 2017 be and are hereby approved;
- (e) the entering into of the management service agreement (the “**SIAM Management Services Agreement**”) by Sun International Asset Management with SIFGMS in relation to the provision of management services by SIFGMS to Sun International Asset Management pursuant to the terms and conditions of the Acquisition Agreement and the transactions contemplated thereunder be and are hereby approved;
- (f) the annual caps for the transactions contemplated under the SIAM Management Services Agreement as stated in the Circular for the years ending 31 March 2016 and 2017 be and are hereby approved;
- (g) the entering into of the licence agreement (the “**SIS Licence Agreement 1**”) by Sun International Securities with SIFGMS in relation to the grant of licence to use the office situated at 3703–08, 37/F, ACE Tower, Windsor House, 311 Gloucester Road, Causeway Bay, Hong Kong (the “**SIFGMS Office**”) pursuant to the terms and conditions of the Acquisition Agreement and the transactions contemplated thereunder be and are hereby approved;
- (h) the annual caps for the transactions contemplated under the SIS Licence Agreement 1 as stated in the Circular for the years ending 31 March 2016, 2017, 2018 and 2019 be and are hereby approved;
- (i) the entering into of the licence agreement (the “**SIS Licence Agreement 2**”) by Sun International Securities with Sun International Financial Group (Asia) Limited (“**SIFGA**”) in relation to the grant of licence to use the office situated at Unit 1210–1214, 12/F, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong pursuant to the terms and conditions of the Acquisition Agreement and the transactions contemplated thereunder be and are hereby approved;
- (j) the annual caps for the transactions contemplated under the SIS Licence Agreement 2 as stated in the Circular for the years ending 31 March 2016 and 2017 be and are hereby approved;

- (k) the entering into of the licence agreement (the “**SIS Licence Agreement 3**”) by Sun International Securities with SIFGA in relation to the grant of licence to use the office situated at Unit 1007–1012, 10/F, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong pursuant to the terms and conditions of the Acquisition Agreement and the transactions contemplated thereunder be and are hereby approved;
- (l) the annual caps for the transactions contemplated under the SIS Licence Agreement 3 as stated in the Circular for the years ending 31 March 2016, 2017 and 2018 be and are hereby approved;
- (m) the entering into of the licence agreement (the “**SIS Licence Agreement 4**”) by Sun International Securities with SIFGA in relation to the grant of licence to use the office situated at Unit 1901, 19/F, Crocodile Centre, 79 Hoi Yuen Road, Kwun Tong, Hong Kong pursuant to the terms and conditions of the Acquisition Agreement and the transactions contemplated thereunder be and are hereby approved;
- (n) the annual caps for the transactions contemplated under the SIS Licence Agreement 4 as stated in the Circular for the years ending 31 March 2016 and 2017 be and are hereby approved;
- (o) the entering into of the licence agreement (the “**SIAM Licence Agreement**”) by Sun International Asset Management with SIFGMS in relation to the grant of licence to use the SIFGMS Office pursuant to the terms and conditions of the Acquisition Agreement and the transactions contemplated thereunder be and are hereby approved;
- (p) the annual caps for the transactions contemplated under the SIAM Licence Agreement as stated in the Circular for the years ending 31 March 2016, 2017, 2018 and 2019 be and are hereby approved; and
- (q) any one or more of the director(s) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents (including under seal) which he/she/they consider necessary or expedient to give effect to the Acquisition Agreement and the transactions contemplated thereunder including but not limited to the issue of the Promissory Note and the entering into of the SIS Management Services Agreement, the SIAM Management Services Agreement, the SIS Licence Agreement 1, the SIS Licence Agreement 2, the SIS Licence Agreement 3, the SIS Licence Agreement 4 and the SIAM Licence Agreement.”

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

Hong Kong, 4 November 2015

Registered office:
Cricket Square
Hutchins Drive
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Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Unit 2414–2418, 24th Floor
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Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

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 holder 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.

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 full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the issuer. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

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