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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)**

**CONNECTED TRANSACTION  
IN RELATION TO DISPOSAL OF A HORSE**

The Board is pleased to announce that on 14 November 2013 (after trading hours):

- (i) Sun Kingdom, an indirect wholly-owned subsidiary of the Company, entered into Agreement 1 with Mr. Cheng, an executive Director and chairman of the Board, pursuant to which Sun Kingdom agreed to sell and Mr. Cheng agreed to purchase, 30% title to and ownership interest in the Horse at a consideration of HK\$4,648,557.45; and
- (ii) Sun Kingdom, entered into Agreement 2 with Mr. Lo, an executive Director, pursuant to which Sun Kingdom agreed to sell and Mr. Lo agreed to purchase, 10% title to and ownership interest in the Horse at a consideration of HK\$1,549,519.15.

Pursuant to the Agreements:

- (i) Mr. Cheng agreed to deposit HK\$1,026,526.80 to Sun Kingdom; and
- (ii) Mr. Lo agreed to deposit HK\$342,175.60 to Sun Kingdom.

On or before 15 November 2013 as their respective sharing of the estimated expenditures for the Horse. Any further costs in relation to the Horse will be shared between the respective owners of the Horse in proportion to their respective title and ownership in the Horse.

As Mr. Cheng and Mr. Lo are executive Directors and Mr. Cheng is also a substantial Shareholder, each of Mr. Cheng and Mr. Lo is a connected person of the Company under the GEM Listing Rules, and the entering into of Agreement 1 and Agreement 2 constitutes a connected transaction on the part of the Company under Chapter 20 of the GEM Listing Rules.

As all of the applicable percentage ratios calculated in accordance with Rule 19.07 of the GEM Listing Rules are less than 25% and the total consideration is less than HK\$10,000,000, the Disposal, being a connected transaction is subject to the reporting and announcement requirements as set out in Chapter 20 of the GEM Listing Rules and is exempt from the independent Shareholders' approval requirement.

## **THE DISPOSAL**

The Board is pleased to announce that on 14 November 2013 (after trading hours):

- (i) Sun Kingdom, an indirect wholly-owned subsidiary of the Company, entered into Agreement 1 with Mr. Cheng, an executive Director and a substantial Shareholder, pursuant to which Sun Kingdom agreed to sell and Mr. Cheng agreed to purchase, 30% title to and ownership interest in the Horse at a consideration of HK\$4,648,557.45; and
- (ii) Sun Kingdom, entered into Agreement 2 with Mr. Lo, an executive Director, pursuant to which Sun Kingdom agreed to sell and Mr. Lo agreed to purchase, 10% title to and ownership interest in the Horse at a consideration of HK\$1,549,519.15.

## **AGREEMENT 1**

The principal terms of Agreement 1 are as follows:

### **Date**

14 November 2013 (after trading hours)

### **Parties**

Vendor: Sun Kingdom

Purchaser: Mr. Cheng

As Mr. Cheng is an executive Director and chairman of the Board and also a substantial Shareholder, he is a connected person of the Company under the GEM Listing Rules.

### **Subject Matter**

Subject to the terms of Agreement 1, Sun Kingdom has agreed to sell and Mr. Cheng has agreed to purchase 30% title to and ownership interest in the Horse.

### **Consideration**

The consideration for 30% title to and ownership interest in the Horse under Agreement 1 is HK\$4,648,557.45 and shall be paid by Mr. Cheng on or before 15 November 2013.

Upon full payment of the consideration, the 30% title to and ownership interest in the Horse shall be passed by Sun Kingdom to Mr. Cheng.

### **Mr. Cheng's share of expenditures**

Pursuant to Agreement 1, Mr. Cheng agreed to deposit HK\$1,026,526.80 to Sun Kingdom on or before 15 November 2013 as his sharing of the estimated expenditures for the Horse. Any further costs in relation to the Horse will be shared between the respective owners of the Horse in proportion to their respective title and ownership in the Horse.

The consideration was arrived at after arm's length negotiations between Sun Kingdom and Mr. Cheng having regard to the market prices of similar thoroughbred horses.

### **AGREEMENT 2**

The principal terms of Agreement 2 are as follows:

#### **Date**

14 November 2013

#### **Parties**

Vendor: Sun Kingdom

Purchaser: Mr. Lo

As Mr. Lo is an executive Director, he is a connected person of the Company under the GEM Listing Rules.

#### **Subject Matter**

Subject to the terms of Agreement 2, Sun Kingdom has agreed to sell and Mr. Lo has agreed to purchase 10% title to and ownership interest in the Horse.

#### **Consideration**

The consideration for under Agreement 2 is HK\$1,549,519.15 and shall be paid by Mr. Lo on or before 15 November 2013.

Upon full payment of the consideration, the 10% title to and ownership interest in the Horse shall be passed by Sun Kingdom to Mr. Lo.

The consideration was arrived at after arm's length negotiations between Sun Kingdom and Mr. Lo having regard to the market prices of similar thoroughbred horses.

## **Mr. Lo's share of expenditures**

Pursuant to Agreement 2, Mr. Lo agreed to deposit HK\$342,175.60 to Sun Kingdom on or before 15 November 2013 as his sharing of the estimated expenditures for the Horse. Any further costs in relation to the Horse will be shared between the respective owners of the Horse in proportion to their respective title and ownership in the Horse.

## **INFORMATION OF THE HORSE**

The Horse is thoroughbred horse 2009 bay mare born in Ireland by Teofilo out of Vadorga.

On 4 October 2013, Sun Kingdom acquired 100% title to and ownership interest in the Horse at a consideration of EUR1,200,000 (equivalent to approximately HK\$12,702,000) from Skymarc Farm Ltd. The costs relating to the acquisition of the Horse incurred by Sun Kingdom were approximately HK\$2,793,000.

On 14 November 2013, Sun Kingdom entered into three separate sale and purchase agreements with each of Mr. Lee Yuk Lun (“**Mr. Lee**”), Mr. Chui Bing Sun (“**Mr. Chui**”) and Mr. Wan Sik Tsim (“**Mr. Wan**”), pursuant to which Sun Kingdom has agreed to sell (i) 15% title to and ownership interest in the Horse to Mr. Lee at a consideration of HK\$2,324,278.73; (ii) 15% title to and ownership interest in the Horse to Mr. Chui at a consideration of HK\$2,324,278.73; and (iii) 10% title to and ownership interest in the Horse to Mr. Wan at a consideration of HK\$1,549,519.15. Upon completion of the above transactions and the Disposal, Sun Kingdom shall own the remaining 20% title to and ownership interest in the Horse.

Mr. Lee, Mr. Chui and Mr. Wan agreed to deposit HK\$513,263.40, HK\$513,263.40 and 342,175.60 respectively to Sun Kingdom on or before 15 November 2013 as their respective sharing of the estimated expenditures for the Horse. Any further costs will be shared between the respective owners in proportion to their title and ownership in the Horse.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, Skymarc Farm Ltd, Mr. Lee, Mr. Chui and Mr. Wan and their respective associates are Independent Third Parties.

## **REASONS FOR AND BENEFITS OF THE DISPOSAL**

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.

The Directors consider that the Disposal allows the Group to share the expenditures in relation to the Horse with other owners of the Horse without any adverse impact on the major business operations of the Group.

The Directors, including independent non-executive Directors but excluding Mr. Cheng, an executive Director and also the purchaser to Agreement 1, and Mr. Lo, an executive Director and also the purchaser to Agreement 2, who have abstained from voting on the relevant board resolution for approving the Disposal, consider that the terms of the Disposal are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **FINANCIAL EFFECT OF THE DISPOSAL**

The Total Consideration of the Disposal is HK\$6,198,076.60. The original acquisition cost (including relating expenses) and the book value of 100% title to and the ownership interest in the Horse are HK\$15,495,191.50. It is expected that there is no gain or loss arising from the Disposal.

## **USE OF PROCEEDS**

The Directors expect that the net proceeds from the Disposal will be used for general working capital of the Group.

## **IMPLICATIONS UNDER THE LISTING RULES**

As Mr. Cheng and Mr. Lo are executive Directors and Mr. Cheng is also a substantial Shareholder, each of Mr. Cheng and Mr. Lo is a connected person of the Company under the GEM Listing Rules, and the entering into of Agreement 1 and Agreement 2 constitutes a connected transaction on the part of the Company under Chapter 20 of the GEM Listing Rules.

As all of the applicable percentage ratios calculated in accordance with Rule 19.07 of the GEM Listing Rules are less than 25% and the total consideration is less than HK\$10,000,000, the Disposal, being a connected transaction is subject to the reporting and announcement requirements as set out in Chapter 20 of the GEM Listing Rules and is exempt from the independent Shareholders' approval requirement.

## **DEFINITIONS**

In this announcement, unless the context requires otherwise, the following terms shall have the same following meanings as set out below:

“Agreement 1”	the sale and purchase agreement dated 14 November 2013 entered into between Sun Kingdom and Mr. Cheng in relation to the sale and purchase of 20% title to and interest in the Horse
“Agreement 2”	the sale and purchase agreement dated 14 November 2013 entered into between Sun Kingdom and Mr. Lo in relation to the sale and purchase of 10% title to and interest in the Horse
“Agreements”	Agreement 1 and Agreement 2
“Board”	the board of Directors

“Company”	Sun International Resources Limited, a company incorporated in Cayman Islands with limited liability whose issued shares are listed on GEM
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Disposal”	together, (i) the disposal of 20% title to and ownership interest in the Horse by Sun Kingdom to Mr. Cheng pursuant to the terms of Agreement 1; and (ii) the disposal of 10% title to and ownership interest in the Horse by Sun Kingdom to Mr. Lo pursuant to the terms of Agreement 2
“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”	the Hong Kong Special Administrative Region of the PRC
“Horse”	the thoroughbred horse 2009 bay mare born in Ireland by Teofilo out of Vadorga (Microchip number 985101045141763)
“Mr. Cheng”	Mr. Cheng Ting Kong, a substantial Shareholder, an executive Director and chairman of the Board
“Mr. Lo”	Mr. Lo Kai Bong, an executive Director
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sun Kingdom”	Sun Kingdom Pty Limited, a company incorporated in Australia with limited liability, an indirect wholly-owned subsidiary of the Company
“Total Consideration”	HK\$6,198,076.60, being the aggregate consideration payable by Mr. Cheng and Mr. Lo to Sun Kingdom pursuant to Agreement 1 and Agreement 2

“EUR”	Euro, the lawful currency of the participating member states of the European Monetary Union
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong
%	per cent

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

Hong Kong, 14 November 2013

*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.*

*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](http://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/>.*

*In this announcement, the HK\$ amounts have been converted from Euro amounts at the rate of Euro 1.00 to HK\$10.585. Such conversions are for the convenience of the readers only. No representation is made that the Euro amounts have been, could have been or could be, converted into HK\$, or vice versa, at such rate or at any other rates on any relevant dates.*