



Sun International Resources Limited  
太陽國際資源有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8029



*Ride for the success*

First Quarterly Report 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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## **FINANCIAL SUMMARY (UNAUDITED)**

- Turnover of the Group was approximately HK\$44,372,000 for the three months ended 30 June 2014, representing an increase of approximately 28% from the corresponding period in the previous fiscal year.
- For the three months ended 30 June 2014, gross profit of the Group was approximately HK\$27,802,000 as compared to the gross profit of HK\$24,857,000 from the corresponding period in the previous fiscal year.
- Loss attributable to shareholders of the Group for the three months ended 30 June 2014 amounted to approximately HK\$14,932,000 as compared to loss of approximately HK\$4,613,000 from the corresponding period in the previous fiscal year.
- The Directors do not recommend the payment of an interim dividend for the three months ended 30 June 2014 (2013: Nil).

## CONSOLIDATED FIRST QUARTERLY RESULTS FOR 2014 (UNAUDITED)

The board of Directors (the "Board") of the Company hereby announces the unaudited consolidated results of the Group for the three months ended 30 June 2014 together with the comparative unaudited figures for the corresponding period in 2013 as follows:

### CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 30 June 2014

|  |      | For the three months<br>ended 30 June |                    |
|--|------|---------------------------------------|--------------------|
|  | Note | 2014<br>HK\$                          | 2013<br>HK\$       |
| Revenue  | 2    | 44,371,549                            | 34,531,286         |
| Direct costs   |      | (16,569,632)                          | (9,674,716)        |
| Gross Profit   |      | 27,801,917                            | 24,856,570         |
| Other operating income   |      | 18,977,426                            | 1,348,816          |
| Administrative expenses  |      | (63,985,683)                          | (22,558,185)       |
| Loss on disposal of a subsidiary   | 7    | (1,774,016)                           | –                  |
| Finance costs  | 3    | (4,353,614)                           | (7,575,977)        |
| Share of losses of associates  |      | (93,966)                              | (141,741)          |
| (Loss)/profit before taxation  |      | (23,427,936)                          | (4,070,517)        |
| Income tax expense   | 4    | (726)                                 | (515,640)          |
| <b>(Loss)/profit for the period</b>  |      | <b>(23,428,662)</b>                   | <b>(4,586,157)</b> |
| <b>Other comprehensive income:</b>   |      |                                       |                    |
| Reclassification of non-controlling interests<br>on disposal of a subsidiary |      | (5,308,011)                           | –                  |
| Currency translation differences   |      | (6,570,716)                           | (1,674,306)        |
| <b>Total comprehensive (loss)/income<br/>for the period</b>                  |      | <b>(35,307,389)</b>                   | <b>(6,260,463)</b> |
| <b>Attributable to:</b>  |      |                                       |                    |
| Equity holders of the Company  |      | (14,931,620)                          | (4,613,294)        |
| Non-controlling interests  |      | (8,497,042)                           | 27,137             |
|  |      | <b>(23,428,662)</b>                   | <b>(4,586,157)</b> |

## CONSOLIDATED FIRST QUARTERLY RESULTS FOR 2014 (UNAUDITED)

|  | Note | For the three months<br>ended 30 June |              |
|--|------|---------------------------------------|--------------|
|  |      | 2014<br>HK\$                          | 2013<br>HK\$ |
| <b>Total comprehensive (loss)/income<br/>for the period attributable to:</b> |      |                                       |              |
| Equity holders of the Company  |      | <b>(21,429,244)</b>                   | (6,814,112)  |
| Non-controlling interests  |      | <b>(13,878,145)</b>                   | 553,649      |
|  |      | <b>(35,307,389)</b>                   | 6,260,463    |
| Dividend   | 5    | -                                     | -            |
| Earnings per share   | 6    |                                       |              |
| Basic (HK cents per share)   |      | <b>(2.2)</b>                          | (0.5)        |
| Diluted (HK cents per share)   |      | <b>(2.2)</b>                          | (0.5)        |

CONSOLIDATED FIRST QUARTERLY RESULTS  
FOR 2014 (UNAUDITED)

**CONDENSED CONSOLIDATION STATEMENT OF CHANGES IN EQUITY**

For the three months ended 30 June 2014

|  | Attributable to equity holders of the Company |               |                            |                |                      |                           |                     |                        |              |              | Non-Controlling Interest | Total |
|--|---|---------------|----------------------------|----------------|----------------------|---------------------------|---------------------|------------------------|--------------|--------------|--------------------------|-------|
|  | Share Capital                                 | Share Premium | Capital Redemption Reserve | Merger Deficit | Share Option Reserve | Convertible Notes Reserve | Translation Reserve | Retained Profit/(Loss) | Sub-total    |              |                          |       |
|  | HK\$  | 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            |       |
| Profit for the three months ended 30 June 2013                     | -   | -             | -                          | -              | -                    | -                         | -                   | (4,613,294)            | (4,613,294)  | 27,137       | (4,586,157)              |       |
| Other comprehensive income:  |   |               |                            |                |                      |                           |                     |                        |              |              |                          |       |
| Currency translation differences                                   | -   | -             | -                          | -              | -                    | -                         | (2,200,818)         | -                      | (2,200,818)  | 526,512      | (1,674,306)              |       |
| Total comprehensive income for the three months ended 30 June 2013 | -   | -             | -                          | -              | -                    | -                         | (2,200,818)         | (4,613,294)            | (6,814,112)  | 553,649      | (6,260,463)              |       |
| At 30 June 2013 (Unaudited)  | 37,104,000                                    | 747,247,169   | 254,600                    | 369,866        | 38,254,919           | 9,694,384                 | (9,950,524)         | 63,219,053             | 886,193,467  | 188,043,588  | 1,074,237,055            |       |
| 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              |       |
| Profit for the three months ended 30 June 2014                     | -   | -             | -                          | -              | -                    | -                         | -                   | (14,931,620)           | (14,931,620) | (8,497,042)  | (23,428,662)             |       |
| Other comprehensive income:  |   |               |                            |                |                      |                           |                     |                        |              |              |                          |       |
| Disposal of subsidiary   | -   | -             | -                          | -              | -                    | -                         | -                   | -                      | -            | (5,308,011)  | (5,308,011)              |       |
| Currency translation differences                                   | -   | -             | -                          | -              | -                    | -                         | (6,497,624)         | -                      | (6,497,624)  | (73,082)     | (6,570,716)              |       |
| Total comprehensive income for the three months ended 30 June 2014 | -   | -             | -                          | -              | -                    | -                         | (6,497,624)         | (14,931,620)           | (21,429,244) | (13,878,145) | (35,307,389)             |       |
| At 30 June 2014 (Unaudited)  | 55,656,000                                    | 775,075,169   | 254,600                    | 369,866        | 38,254,919           | -                         | (10,182,642)        | (284,560,151)          | 574,887,761  | (28,672,008) | 546,215,753              |       |

## 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 three months ended 30 June 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<br>ended 30 June |              |
|---|---------------------------------------|--------------|
|   | 2014<br>HK\$                          | 2013<br>HK\$ |
| Computer software solution and services | 21,315,226                            | 24,393,975   |
| Hotel services                          | 3,898,043                             | 10,137,311   |
| Equine services                         | 19,158,280                            | –            |
|   | <b>44,371,549</b>                     | 34,531,286   |

NOTES TO THE UNAUDITED  
CONSOLIDATED FINANCIAL RESULTS

3. FINANCE COSTS

|   | 2014<br>HK\$     | 2013<br>HK\$ |
|---|------------------|--------------|
| Finance costs comprised of the followings:      |                  |              |
| Effective interest expense on convertible notes | –                | 825,977      |
| Interest on interest-bearing borrowing          | <b>2,203,614</b> | –            |
| Handling charges for interest-bearing borrowing | <b>2,150,000</b> | 6,750,000    |
|   | <b>4,353,614</b> | 7,575,977    |

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<br>ended 30 June |              |
|-------------------------|---------------------------------------|--------------|
|                         | 2014<br>HK\$                          | 2013<br>HK\$ |
| Current income tax      |                                       |              |
| – Hong Kong profits tax | –                                     | 565,720      |
| – Overseas taxation     | <b>726</b>                            | (50,080)     |
|                         | <b>726</b>                            | 515,640      |

5. DIVIDEND

The Directors do not recommend the payment of an interim dividend for the three months ended 30 June 2014 (2013: Nil).



## NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL RESULTS

### 6. EARNINGS PER SHARE

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

|   | <b>For the three months<br/>ended 30 June</b> |             |
|---|---|-------------|
|   | <b>2014</b>                                   | <b>2013</b> |
|   | <b>HK\$</b>                                   | <b>HK\$</b> |
| Profit attributable to equity holders of the Company<br>for the purpose of basic and diluted earnings per share | <b>(14,931,620)</b>                           | (4,613,294) |
|   | <b>Number of shares</b>                       |             |
|   | <b>2014</b>                                   | <b>2013</b> |
| Weighted average number of ordinary shares for<br>the purpose of basic earnings per share                       | <b>667,325,605</b>                            | 927,600,000 |
| Effect of dilutive potential ordinary shares: share options   | -   | -           |
| Weighted average number of ordinary shares for<br>the purposes of diluted earnings per share                    | <b>667,325,605</b>                            | 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.

## NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL RESULTS

### 7. DISPOSAL OF A SUBSIDIARY

On 31 May 2014, the Group disposal of its subsidiary, Alliance Computer Systems Limited. The net assets of Alliance Computer Systems Limited at the date of disposal were as follow:

HK\$

#### Analysis of assets and liabilities over which control was lost:

|                               |           |
|-------------------------------|-----------|
| Property, plant and equipment | 1,864,996 |
| Inventories                   | 3,826     |
| Trade and other receivables   | 4,435,519 |
| Prepayment and deposit paid   | 622,876   |
| Bank balance and cash         | 1,088,158 |
| Accruals and other payable    | (409,074) |
| Deposit received              | (193,363) |
| Tax recoverable               | 561,078   |

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|                        |           |
|------------------------|-----------|
| Net assets disposal of | 7,974,016 |
|------------------------|-----------|

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#### Gain on disposal of subsidiary

|                             |             |
|-----------------------------|-------------|
| Cash consideration received | 6,200,000   |
| Net assets disposal of      | (7,974,016) |

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|                  |             |
|------------------|-------------|
| Loss on disposal | (1,774,016) |
|------------------|-------------|

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#### Net cash inflow arising on disposal

|                    |           |
|--------------------|-----------|
| Cash consideration | 6,200,000 |
|--------------------|-----------|

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## MANAGEMENT DISCUSSION AND ANALYSIS

### REVIEW OF FINANCIAL PERFORMANCE

The Group recorded a turnover of approximately HK\$44,372,000 for the three months ended 30 June 2014, representing an increase of 28% when compared to the corresponding period in the last fiscal year. The increase was mainly due to an increase in revenue generated from equine service business.

The direct costs were increased to approximately HK\$16,570,000 from approximately HK\$9,675,000 compared with the same period last year. The decrease in gross profit margin was mainly due to an increase in direct cost generated from equine service business.

Administrative expenses made an increase of 184% to approximately HK\$63,986,000 compared to approximately HK\$22,558,000 in 2013. The increase was mainly due to an increase in administrative expenses for equine service business.

The loss attributable to equity holders of the Company for the three months ended 30 June 2014 was approximately HK\$14,932,000, an increase of HK\$10,318,000 or more than 223% as compared with the corresponding period in the last fiscal year. The loss figure was mainly due to an increase in direct cost and administrative expenses of equine service business as compared with the corresponding period in the last fiscal year.

### BUSINESS REVIEW

For the year ended 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. The acquisition of Gold Track Mining and Resources Limited, and Gold Track Coal and Mining Limited were completed on 17 July 2009 and 1 March 2010 respectively. They were located in the city of Solok, Sumatera Province and the city of Endes, East Nusa Tenggara Province. 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, Jiashi 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.

## MANAGEMENT DISCUSSION AND ANALYSIS

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 financial year.

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

Due to the announced Regulations in Indonesia concerning provisions of mining product export No. 29/M-DAG/Per/r/2012 and No. 574.K/30/DJB/2012, iron ores produced from the Two Iron Mines in Padang and Ende are not allowed to be exported from Indonesia, instead, they can only be sold locally before obtaining the Export Approvals. In view that the selling price of iron ores in the local market of Indonesia cannot sufficiently and effectively compensate the production costs of the Two Iron Mines, the Board has decided to suspend the operation of the Two Iron Mines pending the grant of the Export Approvals or change of laws in Indonesia to a favourable condition for the operation of the Two Iron Mines.

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.

## MANAGEMENT DISCUSSION AND ANALYSIS

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 30 June 2014, the Group's net assets decreased to approximately HK\$546,216,000 from net assets of approximately HK\$581,523,000 as of 31 March 2014. The cash and bank balances as of 30 June 2014 was approximately HK\$77,999,146, representing an increase of approximately 20% when compared with the balance as of 31 March 2014. During the three months ended 30 June 2014, the Group's operation was mainly financed by the internal financial resources of the Group.

### CHARGES ON GROUP ASSETS

As of 30 June 2014, no plant and equipment of the Group was held under finance lease (2013: Nil).

### CONTINGENT LIABILITIES

As of 30 June 2014, the Group had no contingent liabilities.

### FOREIGN EXCHANGE EXPOSURE

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

### EMPLOYEE INFORMATION

The total number of employees was 298 as of 30 June 2014 (2013: 385), and the total remuneration for the three months ended 30 June 2014 was approximately HK\$15,416,000 (2013: HK\$10,206,000). 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.

## EVENTS AFTER REPORTING PERIOD

On 31 July 2014, the Board had entered into a Share Sale Agreement, to dispose a wholly-owned subsidiary which is principally engaged in the provision of hotel operation and management services. The disposal is expected to accrue a loss before tax of approximately HK\$24 million, which is calculated based on the consideration of HK\$35 million less the book value of the Disposed Group as at 30 June 2014.

Taking into account the unsatisfactory performance of the Disposed Group and the opportunity to reallocate financial resources after the Disposal, the Board consider that the Disposal can facilitate the Company to realise its investment in the Disposed Group and to direct its focus to concentrate more on its core businesses segments.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARE CAPITAL

As of 30 June 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 Cheek 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 Cheek Wa, as to 50% by Mr. Cheng Ting Kong.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARE CAPITAL

### (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 30 June 2014 were as follows:

| Name of Director          | Date of grant | Number of share options | Exercised during the year | Share option lapsed | Exercise price of share options<br>HK\$ | Exercise period |            | Number of options outstanding as at 30 June 2014 |
|---------------------------|---------------|-------------------------|---------------------------|---------------------|---|-----------------|------------|--|
|                           |               |                         |                           |                     |   | from            | until      |  |
| Mr. Chau Cheuk 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 three months ended 30 June 2014, the company grant no new share options for the Directors or their respective associates to subscribe for shares of the Company and had not been exercised such rights.

Save as disclosed above, during the three months ended 30 June 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 of 30 June 2014 and no share option was granted or exercised during the three months ended 30 June 2014.

As of 30 June 2014, details of share options outstanding were as follows:

| Date of grant | Number of share options |                            |                 | Exercised period of share options | Exercise price of share options<br>HK\$ |
|---------------|-------------------------|----------------------------|-----------------|-----------------------------------|---|
|               | At 1 April 2014         | Exercise during the period | At 30 June 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                                    |

## DETAILS OF SHARE OPTIONS GRANTED BY THE COMPANY

| Date of grant | Number of share options |                            |                 | Exercised period of share options | Exercise price of share options<br>HK\$ |
|---------------|-------------------------|----------------------------|-----------------|-----------------------------------|---|
|               | At 1 April 2014         | Exercise during the period | At 30 June 2014 |                                   |   |
| 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                                    |
|               | 158,898,169             | –                          | 158,898,169     |                                   |   |

### 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 Company, its holding companies or any of its subsidiaries 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' INTERESTS IN SHARES AND UNDERLYING SHARES

So far as is known to any Directors or Chief Executives of the Company, as at 30 June 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 Cheek Wa. Accordingly, both Mr. Cheng Ting Kong and Mr. Chau Cheek 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 30 June 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 three months ended 30 June 2013 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.

## **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.

## **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 three months ended 30 June 2014.

## **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.

## **BOARD OF DIRECTORS**

As at the date of this report, the Board comprises four 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, 12 August 2014