



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

# Explore & Magnify

*the Potential of Nature*



Third Quarterly Report 2012

## 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.

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

*This report, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report 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 report misleading.*

*This report 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/>.*

## FINANCIAL SUMMARY (UNAUDITED)

- Turnover of the Group was approximately HK\$187,372,000 for the nine months ended 31 December 2012, representing an increase of approximately 3% from the corresponding period in the previous fiscal year.
- For the nine months ended 31 December 2012, gross profit of the Group was approximately HK\$150,889,000 as compared to the gross profit approximately HK\$156,587,000 from the corresponding period in the previous fiscal year.
- Profit attributable to shareholders of the Group for the nine months ended 31 December 2012 amounted to approximately HK\$82,518,000 as compared to profit of approximately HK\$64,995,000 from the corresponding period in the previous fiscal year.
- The Directors do not recommend the payment of an interim dividend for the nine months ended 31 December 2012 (2011: Nil).

## CONSOLIDATED THIRD QUARTERLY RESULTS FOR 2012 (UNAUDITED)

The board of Directors (the "Board") of the Company hereby announces the unaudited consolidated results of the Group for the three months and nine months ended 31 December 2012, together with the comparative unaudited figures for the corresponding period in 2011 were as follows:

### Condensed Consolidated Statement of Comprehensive Income

For the three months and nine months ended 31 December 2012

	Notes	For the three months ended 31 December		For the nine months ended 31 December	
		2012 HK\$	2011 HK\$	2012 HK\$	2011 HK\$
Revenue	2	69,783,222	70,405,807	187,372,424	182,693,402
Direct cost		(20,869,617)	(7,923,699)	(36,483,140)	(26,106,541)
Gross profit		48,913,605	62,482,108	150,889,284	156,586,861
Other operating income		554,458	597,866	1,983,729	1,480,144
Gain on disposal of subsidiary		61,315	-	61,315	-
Amortization		-	(721,070)	-	(3,454,495)
Administrative expenses		(17,559,163)	(20,991,832)	(58,808,568)	(64,386,093)
Fair value change in intangible assets		-	-	(3,705,399)	-
Share of losses of associates		(397,008)	(272,344)	(811,451)	(1,139,975)
Finance costs		(1,397,117)	(1,630)	(4,592,655)	(15,018,301)
Profit before taxation	3	30,176,090	41,093,098	85,016,255	74,068,141
Income tax expense	4	(1,214,250)	(3,610,721)	(7,048,346)	(10,263,571)
Profit for the period		28,961,840	37,482,377	77,967,909	63,804,570
<b>Other comprehensive (expense)/income:</b>					
Currency translation differences		(219,859)	(235,380)	(680,364)	(6,147,187)
Other comprehensive (expense)/income for the period		(219,859)	(235,380)	(680,364)	(6,147,187)
<b>Total comprehensive income for the period</b>		<b>28,741,981</b>	<b>37,246,997</b>	<b>77,287,545</b>	<b>57,657,383</b>

	Notes	For the three months ended 31 December		For the nine months ended 31 December	
		2012 HK\$	2011 HK\$	2012 HK\$	2011 HK\$
<b>Profit attributable to:</b>					
Equity holders of the company		29,801,248	35,965,813	82,517,963	64,995,276
Non-controlling interests		(839,408)	1,516,564	(4,550,054)	(1,190,706)
		<b>28,961,840</b>	37,482,377	<b>77,967,909</b>	63,804,570
<b>Total comprehensive income for the period attributable to:</b>					
Equity holders of the company		29,597,060	35,257,643	81,940,468	58,926,868
Non-controlling interests		(855,079)	1,989,354	(4,652,923)	(1,269,485)
		<b>28,741,981</b>	37,246,997	<b>77,287,545</b>	57,657,383
Dividend	5	-	-	-	-
<b>Earnings per share</b>					
Basic (HK cents per share)	6	3.21	3.88	8.90	7.01
Diluted (HK cents per share)		3.15	3.77	8.80	6.62

## Condensed Consolidated Statement of Changes in Equity

For the nine months ended 31 December 2011

	Attributable to equity holders of the Company										Non-Controlling Interests	Total
	Share Capital	Share Premium	Capital Redemption Reserve	Merger Deficit	Share Option Reserve	Convertible Notes Reserve	Exchange Translation Reserve	Accumulated Profits/(Loss)	Sub-total			
	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>		
At 1 April 2011 (Audited)	37,104,000	747,247,169	254,600	369,866	38,254,919	18,366,388	(1,757,702)	321,716,889	1,161,556,129	404,024,743	1,565,580,872	
Profit for the nine months ended 31 Dec 2011	-	-	-	-	-	-	-	64,995,276	64,995,276	(1,190,706)	63,804,570	
Dividend paid	-	-	-	-	-	-	-	(13,914,000)	(13,914,000)	-	(13,914,000)	
Dividend paid to non-controllable interest	-	-	-	-	-	-	-	-	-	(800,000)	(800,000)	
Other comprehensive expense: Currency translation differences	-	-	-	-	-	-	(6,289,140)	-	(6,289,140)	(78,779)	(6,367,919)	
Total comprehensive income for the nine months ended 31 Dec 2011	-	-	-	-	-	-	(6,289,140)	51,081,276	44,792,136	(2,069,485)	42,722,651	
At 31 Dec 2011 (Unaudited)	37,104,000	747,247,169	254,600	369,866	38,254,919	18,366,388	(8,046,842)	372,798,165	1,206,348,265	401,955,258	1,608,303,523	

## Condensed Consolidated Statement of Changes in Equity

For the nine months ended 31 December 2012

	Attributable to equity holders of the Company										Non-Controlling Interests	Total
	Share Capital	Share Premium	Capital Redemption Reserve	Merger Deficit	Share Option Reserve	Convertible Notes Reserve	Exchange Translation Reserve	Accumulated Profits/(Loss)	Sub-total			
	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>		
At 1 April 2012 (Audited)	37,104,000	747,247,169	254,600	369,866	38,254,919	14,039,644	(8,627,242)	395,375,807	1,224,018,763	395,886,575	1,619,905,338	
Profit for the nine months ended 31 December 2012	-	-	-	-	-	-	-	82,456,648	82,456,648	(4,550,054)	77,906,594	
Disposal of subsidiary	-	-	-	-	-	-	-	61,315	61,315	-	61,315	
Other comprehensive income: Currency translation differences	-	-	-	-	-	-	302,914	-	302,914	(983,188)	(680,274)	
Total comprehensive income for the nine months ended 31 December 2012	-	-	-	-	-	-	302,914	82,517,963	82,820,877	(5,533,242)	77,287,635	
At 31 December 2012 (Unaudited)	37,104,000	747,247,169	254,600	369,866	38,254,919	14,039,644	(8,324,328)	477,893,770	1,306,839,640	390,353,333	1,697,192,973	

# 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 2012.

The unaudited consolidated results of the Group for the nine months ended 31 December 2012 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 ended 31 December		For the nine months ended 31 December	
	2012 HK\$	2011 HK\$	2012 HK\$	2011 HK\$
Hotel services	21,458,829	20,596,539	64,051,042	61,596,580
Computer software solution and service	38,521,099	44,893,015	113,518,088	105,779,711
Mining	9,803,294	4,916,253	9,803,294	15,317,111
	<b>69,783,222</b>	70,405,807	<b>187,372,424</b>	182,693,402

### 3. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging (crediting):

	For the three months ended 31 December		For the nine months ended 31 December	
	2012 HK\$ (Unaudited)	2011 HK\$ (Unaudited)	2012 HK\$ (Unaudited)	2011 HK\$ (Unaudited)
Employee benefits expense including those of directors				
– wages, salaries and others	9,618,045	9,419,742	28,388,168	27,651,556
Amortisation for intangible asset	–	721,070	–	3,454,495
Interest on convertible bonds	1,397,120	–	4,592,247	15,010,776
Depreciation for property, plant and equipment				
– owned assets	1,549,139	2,038,889	6,645,907	5,760,987
– finance lease assets	–	16,760	18,401	51,211
Interest income	304,571	309,474	904,216	895,840

### 4. INCOME TAX EXPENSE

Hong Kong and overseas profits tax has been provided at the rate of 16.5% (2011: 16.5%) and at the rates of taxation prevailing in the country in which the Group operates respectively.

	For the three months ended 31 December		For the nine months ended 31 December	
	2012 HK\$ (Unaudited)	2011 HK\$ (Unaudited)	2012 HK\$ (Unaudited)	2011 HK\$ (Unaudited)
Deferred taxation	–	(180,268)	(926,350)	(863,624)
Current income tax				
– Hong Kong profits tax	1,191,849	3,766,471	7,937,297	11,034,444
– Overseas taxation	22,401	24,518	37,399	92,751
	1,214,250	3,610,721	7,048,346	10,263,571

## 5. DIVIDEND

The Directors do not recommend the payment of an interim dividend for the nine months ended 31 December 2012 (2011: Nil).

## 6. EARNINGS PER SHARE

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

	For the three months ended 31 December		For the nine months ended 31 December	
	2012 HK\$ (Unaudited)	2011 HK\$ (Unaudited)	2012 HK\$ (Unaudited)	2011 HK\$ (Unaudited)
Profit attributable to equity holders of the Company for the purpose of basic and diluted earnings per share	<b>29,801,248</b>	35,965,813	<b>82,517,963</b>	64,995,276
	Number of shares		Number of shares	
	2012 (Unaudited)	2011 (Unaudited)	2012 (Unaudited)	2011 (Unaudited)
Weighted average number of ordinary shares for the purpose of basic earnings per share	<b>927,600,000</b>	927,600,000	<b>927,600,000</b>	927,600,000
Effect of dilutive potential ordinary shares: share options	<b>17,626,087</b>	27,482,692	<b>9,763,253</b>	54,063,308
Weighted average number of ordinary shares for the purpose of diluted earnings per share	<b>945,226,087</b>	955,082,692	<b>937,363,253</b>	981,663,308

Diluted earnings per share is calculated adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Review of Financial Performance

The Group recorded a turnover of approximately HK\$187,372,000 for the nine months ended 31 December 2012, representing an increase of 3% when compared to the corresponding period in the last fiscal year. The increase was mainly due to the revenue generated from computer service business.

The direct cost was increased to approximately HK\$36,483,000 from approximately HK\$26,107,000 compared with the same period of last year. The decrease in gross profit margin was mainly due to increase in direct cost from computer services and mining services businesses.

Administrative expenses were recorded a decrease of 9% to approximately HK\$58,809,000 compared to approximately HK\$64,386,000 in 2011.

The profit after taxation for the three months period ended 31 December 2012 decreased to approximately HK\$28,962,000 from approximately HK\$37,482,000 compared with the same period of last year.

The profit attributable to equity holders of the Company for the nine months ended 31 December 2012 was increased to approximately HK\$82,518,000 from approximately of HK\$64,995,000 compared with the same period of last year. The increase was mainly due to increase in turnover, decrease in administrative expenses for computer services business, and decrease in effective interest incurred in convertible notes during the reporting period.

## Business Review

For the period under review, the demand for natural resources remains stable while the Group is focusing on mining business. 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, Jianshi 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. However, the recent decrease in the market price of iron ores affects the profit situation.

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 operation of the resort hotel in Cagayan, the revenue generated from resort hotel is very stable and it gives a very promising return to the Group.

On 27 March 2011, the Group acquired 35% of Yuet Sing Group Limited (“Yuet Sing”). Yuet Sing holds 100% of Risheng Century (Hubei) Mining Company Limited, which is engaged in vanadium mining and exploitation at Jingyang town, Jianshi County, Hubei province, PRC. Details of the Sale and Purchase Agreement are set out in the announcement. The mining which is estimated to have approximately 1,205 tons of measured and 54,000 tons of indicated resources for Vanadium Pentoxide ( $V_2O_5$ ), and 34,000,000 tons of indicated resource for  $SiO_2$  according to a technical report prepared by SRK Consulting China Ltd. (“SRK”) (the “Technical Report”). The Group has achieved a breakthrough in the technology of extracting vanadium. It is expected to generate remarkable economic benefits for the Group.

## Prospects

The major business activities of the Group include hotel resort, information technology service and mining during the period.

The Group continues to operate and allocate resources to hotel and information technology service as they can provide stable income to the group.

Mining business is another business which the Group intends to allocate more resources to develop. During past year, this section of business expanded significantly after acquisition of two mines in Indonesia. Though the operation of mining industry requires high technology and a lot of capital investment, the Group has employed experts from China to run the mines. The Group also appointed an independent director who is an expert in mining to advise the board of directors on this aspect. The management is looking forward to having a great improvement in both revenue and profit margin contribution to the Group.

## Liquidity and Financial Resources

As of 31 December 2012, the Group's net assets increased by approximately HK\$77,288,000 from net assets of approximately HK\$1,619,905,000 as at 31 March 2012 to approximately HK\$1,697,193,000 as at 31 December 2012. The cash and bank balances as at 31 December 2012 was approximately HK\$120,477,000, representing an increase of approximately 110% when compared with the balance as at 31 March 2012. The increase was mainly due to improvement of credit control during the reporting period. During the nine months ended 31 December 2012, the Group's operation was mainly financed by the internal financial resources of the Group.

The Company had repaid the loan amount of 8% coupon convertible notes on 14 December 2012 in USD6,035,480 equivalent amount of RMB37,968,000 which was half the outstanding principal amount plus accretion and calculated interest thereon as of that date. The redemption were executed according to an Additional Put Agreement dated 5 December 2012.

## **Charges on Group Assets**

As at 31 December 2012, no plant and equipment of the Group was held under finance lease (2011: HK\$162,593).

## **Contingent Liabilities**

As at 31 December 2012, 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 and Renminbi, the impact of foreign exchange exposure of the Group were considered minimal. Hence, no hedging or arrangements to reduce the currency risk have been implemented.

## **Employee Information**

The total number of employees was 365 as at 31 December 2012 (2011: 376), and the total remuneration for the nine months ended 31 December 2012 was approximately HK\$28,388,000 (2011: HK\$27,143,000). 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.

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

As at 31 December 2012, 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\$0.04 each of the Company*

Name of Director	Nature of interests	Number of ordinary shares held	Capacity	Percentage of issued shares
Mr. Chau Cheok Wa	Corporate <i>(Note)</i>	271,655,000	Interest of a controlled corporation	29.29%
Mr. Lee Chi Shing, Caesar	Personal	500,000	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 Cheok Wa and as to 50% by Mr. Cheng Ting Kong.

## (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 31 December 2012 were as follows:

Name of Director	Date of grant	Number of share options	Exercised during the period	Share option lapsed	Exercise price of share options HK\$	Exercise period from                      until		Number of options outstanding as at 31 December 2012
Mr. Chau Cheok Wa	25/11/2010	910,000	-	-	1.54	25/11/2010	24/11/2020	910,000
Ms. Cheng Mei Ching	9/2/2010	8,300,000	-	-	0.9	9/2/2010	8/2/2020	8,300,000
	25/11/2010	9,150,000	-	-	1.54	25/11/2010	24/11/2020	9,150,000
Mr. Lee Chi Shing, Caesar	19/8/2008	8,380,000	-	-	1.14	19/08/2008	18/08/2018	8,380,000
	9/2/2010	8,300,000	-	-	0.9	9/2/2010	8/2/2020	8,300,000
	25/11/2010	9,150,000	-	-	1.54	25/11/2010	24/11/2020	9,150,000

Save as disclosed above, during the nine months ended 31 December 2012, none of the Directors or their respective associates was granted share option to subscribe for shares of the Company and nor had exercised such rights.

Save as disclosed above, during the nine months ended 31 December 2012, 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 at 31 December 2012 and no share option was granted or exercised during the nine months ended 31 December 2012.

As at 31 December 2012, details of share options outstanding were as follows:

Date of grant	Number of share options			Exercise period of share options	Exercise price of share options <i>HK\$</i>
	At 1 April 2012	Exercised during the period	At 31 December 2012		
13/08/2007	17,450,000	–	17,450,000	13/8/2007 to 12/8/2017	0.76
17/08/2007	9,600,000	–	9,600,000	17/8/2007 to 16/8/2017	0.72
21/08/2007	9,600,000	–	9,600,000	21/08/2007 to 20/08/2017	0.69
19/08/2008	66,430,000	–	66,430,000	19/08/2008 to 18/08/2018	1.14
27/08/2008	4,800,000	–	4,800,000	27/08/2008 to 26/08/2018	1.16
16/12/2009	49,800,000	–	49,800,000	16/12/2009 to 15/12/2019	0.74
09/02/2010	16,600,000	–	16,600,000	09/02/2010 to 08/02/2020	0.90
25/11/2010	47,570,000	–	47,570,000	25/11/2010 to 24/11/2020	1.54
07/12/2010	9,150,000	–	9,150,000	07/12/2010 to 06/12/2020	1.74
	231,000,000	–	231,000,000		

## 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 Group 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 AND DISCLOSURE UNDER SFO

So far as is known to any Directors or chief executives of the Company, as at 31 December 2012, 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\$0.04 each of the Company*

Name of Shareholders	Nature of interests	Number of ordinary shares held	Capacity	Percentage of issued shares
First Cheer Holdings Limited <i>(Note 1)</i>	Corporate	271,655,000	Beneficial owner	29.29%
Cheng Ting Kong <i>(Note 1)</i>	Corporate	271,655,000	Interest of a controlled corporation	29.29%

Name of Shareholders	Nature of interests	Number of ordinary shares held	Capacity	Percentage of issued shares
Chau Cheok Wa ( <i>Note 1</i> )	Corporate	271,655,000	Interest of a controlled corporation	29.29%
Raywell Holdings Limited ( <i>Note 2</i> )	Corporate	135,430,000	Beneficial owner	14.6%
Yeung Hak Kan ( <i>Note 2</i> )	Corporate	135,430,000	Interest of a controlled corporation	14.6%

*Notes:*

1. First Cheer Holdings Limited is beneficially owned as to 50% by Mr. Cheng Ting Kong and as to 50% by Mr. Chau Cheok Wa. Accordingly, both Mr. Cheng Ting Kong and Mr. Chau Cheok Wa are deemed under the SFO to be interested in the 271,655,000 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 135,430,000 shares beneficially owned by Raywell Holdings Limited.

Save as disclosed above, as at 31 December 2012, 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 nine months ended 31 December 2012 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.

## **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.

## **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 nine months ended 31 December 2012.

## **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.

## **BOARD OF DIRECTORS**

As at the date of this report, the Board comprises four executive directors, namely, Mr. Chau Cheok Wa, Ms. Yeung So Lai, Ms. Cheng Mei Ching and Mr. Lee Chi Shing, Caesar 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**  
**Chau Cheok Wa**  
*Chairman*

Hong Kong, 1 February 2013