

**Honsen Energy & Resources International, Ltd.**

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**HONSEN**  
ENERGY AND RESOURCES

**Quarterly Report**

**For Period Ended:**

**March 31, 2017**

## CURRENT INFORMATION REGARDING

### HONSEN ENERGY & RESOURCES INTERNATIONAL, LTD.

A Nevada corporation

#### 1. Exact name of Company and its predecessor (If any)

The exact name of the issuer is Honsen Energy & Resources International, Ltd. (herein sometimes called the "Company"), a Nevada corporation. The Company's predecessor was Sunset Suit Holdings, Inc. The Company has one wholly owned subsidiary, Honsen Energy & Resources International, Ltd, an entity organized under the laws of Hong Kong.

The Company was originally incorporated September 26, 2007, in the State of Nevada under the name SMSA III Acquisition Corporation.

On May 27, 2008, the Company changed its name to Sunset Suits Holding, Inc.

On February 1, 2016, Sunset Suit Holdings, Inc changed its name from Sunset Suit Holdings, Inc. to Honsen Energy & Resources International, Ltd.

Effective as of February 1, 2016, the Company's wholly owned subsidiary Honsen Energy & Resources International, Ltd., a Nevada corporation merged with Honsen HK. Honsen HK was the surviving corporation.

#### 2. Address of its principal executive offices

##### A. Company Headquarters

Room 3, 27F, HoKingCommerical Centre  
No.2-16, Fa Yuen Street, Mongkok  
Kowloon 9990777, Hong Kong

Phone: +1 (888) 517-8317  
Email: honsen.resources@gmail.com

##### B. Investor Relations Contact

Room 3, 27F, HoKingCommerical Centre  
No.2-16, Fa Yuen Street, Mongkok  
Kowloon 9990777, Hong Kong

Phone: +1 (888) 517-8317  
Email: honsen.resources@gmail.com

#### 3. Security Information

A. The Company's Amended Articles of Incorporation authorize it to issue up to Seven Hundred Fifty Million (750,000,000) shares, of which all shares are common stock, with a par value of one-tenth of one cent (\$0.0001) per share.

Trading Symbol:

HSEN

Exact Title & Class of Securities Outstanding:

Common

CUSIP:

43878T205

Par or Stated Value:	\$0.0001 per Share
Total Shares Authorized (as of 12/30/16)	750,000,000
Total Shares Outstanding (as of 12/30/16)	204,025,366

B. Transfer Agent

Securities Transfer Corporation  
2901 N. Dallas Parkway, Suite 380  
Piano, TX 75093  
Tel. 469.633.0101

The transfer agent is registered under the Exchange Act.

C. List Any Restrictions on the Transfer of the Securities

None.

D. Describe Any Trading Suspension Orders Issued by the SEC in the Past 12 Months

None.

E. List Any Stock Split, Stock Dividend, Recapitalization, Merger, Acquisition, Spin-Off or Reorganization either Currently Anticipated or that Occurred within the Past 12Months.

On November 24, 2015, Barton Hollow, LLC, a Nevada limited liability company, and stockholder of the Issuer, filed an Application for Appointment of Custodian pursuant to Section 78.347 of the Act in the District Court for Clark County, Nevada. Barton Hollow was subsequently appointed custodian of the Issuer by Order of the Court on January 21, 2016 (the "Order"). In accordance with the provisions of the Order, Barton Hollow thereafter moved to: (a) reinstate the Issuer with the State of Nevada; (b) provide for the election of interim officers and directors; and (c) call and hold a stockholder meeting.

On January 20, 2016, Barton Hollow, together with the newly-elected director of the Issuer, caused the Issuer to enter into a Letter of Intent to merge with Honsen Energy & Resources International, Limited, a Hong Kong corporation ("Honsen"). Pursuant to the Letter of Intent, the parties thereto would endeavor to arrive at, and enter into, a definitive merger agreement providing for the Merger. As an inducement to the stockholders of Honsen to enter into the Letter of Intent and thereafter transact, the Issuer caused to be issued to the stockholders 1,000,000\* shares of its common stock.

Subsequently, on January 24, 2016, the Issuer and Honsen entered into a definitive Agreement and Plan of Merger (the "Merger Agreement"). Concomitant therewith, the stockholders of the Issuer elected the Officers and Directors of Honsen to their respective positions with the Issuer, who, along with Barton Hollow, ratified and approved the Merger Agreement and Merger. The Merger was designed as a reverse subsidiary merger pursuant to Section 368(a)(2)(E) of the Internal Revenue Code. That is, Honsen merged into a newly-created subsidiary of the Issuer, Honsen Energy and Resources International, Ltd, with the stockholders of Honsen receiving 3,000,000\* shares of the common stock of the Issuer as consideration therefor. Following the merger, Honsen – being the surviving

corporation in its merger with the wholly-owned subsidiary of the Issuer, therefore has become the wholly-owned operating subsidiary of the Issuer.

On September 27, 2016, performed a reverse stock split whereby each one hundred (100) shares of Common Stock was combined into one share of Common Stock. The reverse stock took effect on OTC Markets on October 24, 2016.

All shares in this report are reported on a post-split basis.

#### **4. Issuance History.**

As of the date of this Annual Report, there are 204,025,366 shares of the Company's common stock issued and outstanding.

During the preceding two (2) years, the Company has issued the following securities:

On February 1, 2016, we issued 500,000 shares of our common stock to Central Asia Resources, Ltd. which is controlled by our Director Lilin Song, pursuant to the Agreement and Plan of Merger dated January 24, 2016.

On February 1, 2016, we issued 200,000 shares of our common stock to China Investment Funds Management Co., Ltd, which is controlled by our Director Chien-Ho Lee, pursuant to the Agreement and Plan of Merger dated January 24, 2016. These shares were cancelled on November 7, 2016.

On February 1, 2016, we issued 200,000 shares of our common stock to Lilin Song, our Director, pursuant to the Agreement and Plan of Merger dated January 24, 2016.

On February 1, 2016, we issued 50,000 shares of our common stock to Chien-Ho Lee, our Director, pursuant to the Agreement and Plan of Merger dated January 24, 2016. These shares were cancelled on November 7, 2016.

On February 1, 2016, we issued 40,000 shares of our common stock to Hsuan-Che Lin, our Director, pursuant to the Agreement and Plan of Merger dated January 24, 2016.

On February 1, 2016, we issued 60,000 shares of our common stock to Rui Tang, our Chief Executive Officer, pursuant to the Agreement and Plan of Merger dated January 24, 2016.

On February 1, 2016, we issued 1,500,000 shares of our common stock to Central Asia Resources, Ltd. which is controlled by our Director Lilin Song, pursuant to the Agreement and Plan of Merger dated January 24, 2016.

On February 1, 2016, we issued 600,000 shares of our common stock to China Investment Funds Management Co., Ltd, which is controlled by our Director Chien-Ho Lee, pursuant to the Merger Agreement dated January 24, 2016. These shares were cancelled on November 7, 2016.

On February 1, 2016, we issued 600,000 shares of our common stock to Lilin Song, our Director, pursuant to the Agreement and Plan of Merger Agreement dated January 24, 2016.

On February 1, 2016, we issued 50,000 shares of our common stock to Chien-Ho Lee, our Director, pursuant to the Agreement and Plan of Merger Agreement dated January 24, 2016. These shares were cancelled on November 7, 2016.

On February 1, 2016, we issued 80,000 shares of our common stock to Hsuan-Che Lin, our Director, pursuant to the Agreement and Plan of Merger Agreement dated January 24, 2016.

On February 1, 2016, we issued 120,000 shares of our common stock to Rui Tang, our Chief Executive Officer, pursuant to the Agreement and Plan of Merger Agreement dated January 24, 2016.

On May 11, 2016, 1,000,000 shares of our common stock were issued to Adam S. Tracy. The Company is currently ascertaining the validity of these shares.

On December 30, 2016, we issued 170,000,000 share of our common stock to Central Asia Resources, Ltd. which is controlled by our Director Lilin Song, pursuant to the Agreement and Plan of Asset Injection resolute in Board Meeting dated December22, 2016.

On December 30, 2016, we issued 30,000,000 share of our common stock to Honsen Capital Limited and CIC's Assets Holdings Limited, which are controlled by Chien Ho Lee, pursuant to the Securities Purchase Agreement resolute in Board Meeting dated December22, 2016. The shares are subject to cancellation upon certain conditions.

All shares in this report are reported on a post reverse split basis.

## **5. Financial Statements**

See Exhibit A.

## **6. Describe the Issuer's Business, Products and Services**

### A. Description of the Issuer's Business Operations

Honsen Energy & Resources International, Ltd. is an international mining company involved in capital investment, operation, and geological prospecting. As a forerunner of China's national policy of "the Belt and Road Initiatives", Honsen has focused its core business on metallic mineral resources development in Central Asia - a region that is heavily emphasized by China Silk Road Economic Zone. The Company manages four mineral projects in Kyrgyzstan: Sugut Nepheline-Syenite (Gold) Mine, Zardalek Nepheline-Syenite Project, Boztash Limestone Project and Shuran Coal Field. Honsen is managed by experienced geologists and project managers. The Company holds offices in Hong Kong.

### B. Date and State (or Jurisdiction) of Incorporation

The Company was originally incorporated September 26, 2007, in the State of Nevada under the name SMSA III Acquisition Corporation.

### C. The Issuer's Primary and Secondary SIC Codes:

Primary: 2123  
Secondary: 1041

#### D. The Issuers Fiscal Year End

December 31st

#### E. The Issuer's Principal Products or Services and Their Markets

Metallic mineral resources developing, including mining investment, operation, geological prospecting and production.

#### 7. **Describe the Issuer's Facilities.**

We currently lease office space at Room 3, 27F, HoKingCommerical Centre, No.2-16, Fa Yuen Street, Mongkok, Kowloon 9990777, Hong Kong pursuant to a verbal, month to month lease with our Chief Executive Officer Rui Tang.

#### 8. **Officers, Directors and Control Persons.**

##### A. Names of Officers, Directors and Control Persons

<u>Name</u>	<u>Age</u>	<u>Position</u>
Rui Tang	31	CEO and President
Hsuan-Che Lin	29	Secretary
Juan Li	30	CFO and Treasurer
Lilin Song	44	Director
Chien-Wen Lin	57	Director

Directors are elected for a period of one year and until their successors are duly elected. Executive officers are elected by the BOD. There are no family relationships between our executive officers and directors.

#### ***"Lilian" Lilin Song - Chairwoman and Director***

Lilin Song obtained a Bachelor of Law from Zhengzhou University, and a MBA degree from Beijing University. Lilian is currently the Chairman of Central Asia Resources Limited. She has engaged in enterprise management for years, and invested in consumer goods, agriculture, real estate, private equity, mineral resources and energy and other industries.

#### ***Chien Wen Lin – Director***

Chien Wen Lin was the President of Solida Asset Management LLC, Former supervisor of TeraXtal Technology Corporation, a Taiwan-listed public company. Chien Wen has had thirty year experiences in equity and financial derivatives management. Chien Wen had further outreach to

invest in commodity where he successfully co-developed a few iron ores mining projects in Brazil in 2006. Currently, Chien Wen is bringing in his capital market experiences to aid Honsen International becoming a global resources development company.

***“Jerry” RuiTang -President***

Jerry Tang obtained a master of Geology of Kunming University of Science and Technology. Engineer. He served in China Non-ferrous Metals Resource Geological Survey, Sinotech Minerals Exploration Co. Ltd., China Acadia Mining Group Ltd., DongzhaoChangtai Investment Group Ltd. He has many years of experience in geological exploration in China and abroad, and engaged in investment in mining projects and financing for 10 years. Jerry was in charge or participated in investment and financing for more than 10 deposits in China and abroad. He has a rich experience in mining capital operation and overseas projects experience.

***“Peter” Hsuan-Che Lin - Secretary***

Hsuan-Che Lin graduated from the University of Southern California and obtained a Bachelor Degree in Business Administrative Concentrated in Finance, Hsuan-Che has completed multiple Investment banking trainings in financial analysis and valuation methodologies & models. In 2011, Hsuan-Che joined Light Horse Asset Management, LLC, a hedge fund with USD 250 million under management, and helped to monitor the company’s trading positions and their perspective risks. In 2014, Hsuan-Che joined the Capital Futures Corp in Taiwan and managed a 200 million NTD portfolio for the company.

***Juan Li – Treasurer***

Juan Li has many years of financial management experiences, in which she had been employed by various multinational corporations as chief accountant and financial controller. Juan Li had joined Pinkerton, Beijing Branch, from March 2007 to February 2012 (later acquired by Securitas AB) where she worked as the company’s executive financial officer, responsible for the company’s operation in the northern China region. In April 2012, Juan joined New World China Investment Limited, a significant subsidiary of New World Development Company Limited, a Hong Kong publically listed company, as their financial officer responsible for managing the company’s investment financing and tax. In March 2016, Juan Li has joined Honsen Energy and Resources International Limited as the company’s Chief Financial Officer where she assists and monitors the overall financial operation of the company.

**Board Experience**

Our BOD has diverse and extensive knowledge and expertise in a broad range of industries that is of particular importance to us. This knowledge and experience includes operating, acquiring, financing development stage companies. In addition, our BOD has extensive and broad legal, auditing and accounting experience. Our BOD has numerous years of hands-on and executive experience drawn from a wide range of disciplines. Our current director was nominated to the BOD on the basis of the unique skills he brings to the board. We will select additional directors based upon the experience and unique skills they bring as well how these collectively enhance our BOD.

## **Code of Ethics**

The Company has not adopted a Code of Ethics that applies to its principal executive officers, principal financial officer, principal accounting officer or controller, or persons performing similar functions.

## **Audit Committee and Audit Committee Financial Expert**

We are not a “listed company” under SEC rules and are therefore not required to have an audit committee comprised of independent directors. We have not formed an Audit Committee.

## **Director Independence**

Our BOD currently consists of two members: Lilin Song and Chien-Wen Lin.

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We do not have a separately designated compensation or nominating committee of our BOD and the functions customarily delegated to these committees are performed by our full BOD. We are not a “listed company” under SEC rules and are therefore not required to have separate committees comprised of independent directors. We have determined that no member is “independent” as that term is defined in Section 5605 of the NASDAQ Listing Rules as required by the NASDAQ Stock Market.

### **B. Legal/Disciplinary History.**

Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person’s involvement in any type of business, securities, commodities, or banking activities;

None.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None.

C. Beneficial Shareholders.

The following table sets forth certain information furnished by the following persons, or their representatives, regarding the ownership of the Common Shares of the Company as of the date of this report, by (i) each person known to the Company to be the beneficial owner of more than 5% of the outstanding shares of Common Stock, (ii) each of the Company's executive officers and directors, and (iii) all of the Company's executive officers and directors as a group. Unless otherwise indicated, the named person is deemed to be the sole beneficial owner of the shares.

<u>Name of Beneficial Owner(3)</u>	<b>Number of Shares</b>	<b>Percent</b>
Central Asia Resources Ltd (1)	172,000,000	84.30%
Rui Tang, President	60,000	0.03%
Hsuan-Che Lin, Secretary	40,000	0.02%
Juan Li, Treasurer	-	0.00%
Lilin Song, Director	800,000	0.39%
Chien-Wen Lin, Director	-	0.00%
Adam S. Tracy (2)	1,000,000	0.49%
Honsen Capital Limited	15,000,000	7.35%
CIC's Assets Holdings Limited	15,000,000	7.35%
Total:	203,900,000	99.94%

\*Excluding Float

- (1) Beneficial owner is Lilin Song
- (2) The Company is currently ascertaining the validity of these shares.

- (1) Control Person for Central Asia Resources, Ltd. is Lilin Song.

**9. Third Party Providers**

A. Legal Counsel

B. Accountant or Auditor

C. Investor Relations Consultant

D. Other Advisor

**10. Issuer Certification**

I, Rui Tang certify that:

1. I have reviewed this Quarterly Report of Honsen Energy & Resources International, Ltd. f/k/a Sunset Suit Holdings, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

HONSEN ENERGY & RESOURCES  
INTERNATIONAL, LTD. F/K/A SUNSET SUIT  
HOLDINGS, INC.

A handwritten signature in black ink, appearing to read 'Rui T.', is positioned above the date and title.

Date: 05/09/2017

RUI TANG. - PRESIDENT AND CHIEF  
EXECUTIVE OFFICER

Honsen Energy and Resources International Limited  
Consolidated Balance Sheets  
As of March 31, 2017

	<u>March 31,</u>	<u>January 1,</u>
	<u>2017</u>	<u>2017</u>
<b>Assets</b>		
Current Assets		
Cash & Equivalent	\$ 12,450	36,885
Account Receivable	2,745	2,745
Prepaid Expenses	119,595	160,883
Account Receivable-Related Parties	6,018	6,018
Prepaid Expense-Related Parties	300,000	300,000
Other Receivables	177,676	177,676
Other Current Assets	0	27,094
<b>Total Current Assets</b>	<b>\$ 618,483</b>	<b>711,301</b>
Long-term Accounts Receivable		
	11,856,370	11,782,204
Fixed Assets		
	33,900	36,672
Intangible Assets		
	4,709,439	4,709,974
Development Expenditure		
	7,661,192	7,580,030
Long-term Prepaid Expenses		
	90,769	100,494
Total Non-Current Assets		
	24,351,670	24,209,374
<b>Total Assets</b>	<b>\$ 24,970,152</b>	<b>24,920,674</b>
<b>Liabilities &amp; Stockholders' Equity</b>		
Current Liabilities		
Short-term Loans	70,907	102,854
Accounts Payable	\$ 51,514	20,980
Advance from Customers	1,041,533	750,962
Account Payable-Related Parties	9,160	35,840
Salary and Wages Payable	358,187	298,187
Interests Payable	814,585	666,614
Other Accounts Payable	1,775	1,081
<b>Total Current Liabilities</b>	<b>\$ 2,347,660</b>	<b>1,876,518</b>
Long-term loans		
	5,824,784	5,824,784
Long-term Accounts Payable	68	0
<b>Total Non-current Liabilities</b>	<b>5,824,852</b>	<b>5,824,784</b>
<b>Total Liabilities</b>	<b>8,172,513</b>	<b>7,701,302</b>
Stockholders' Equity		
Common Stock at Par, \$0.0001 par value; 750,000,000 shares authorized; 204,025,366 and 124,997 shares issued	20,415	20,415
Additional Paid-In Capital	40,653,846	40,653,846
Retained Earnings (accumulated deficit)	(23,876,622)	(23,454,889)
<b>Total Stockholders' Equity</b>	<b>16,797,639</b>	<b>17,219,373</b>
<b>Total Liabilities and Equity</b>	<b>\$ 24,970,152</b>	<b>24,920,674</b>

Honsen Energy and Resources International Limited  
Consolidated Statements of Operation  
As of March 31, 2017 and 2016

	<b>March 31,</b>	<b>March 31,</b>
	<b>2017</b>	<b>2016</b>
<b>Revenue</b>	<b>0</b>	<b>0</b>
Operating Expenses	0	0
Business Taxes and Additions	0	0
Sales Expenses	0	0
General and Administrative Expenses	\$ 273,277	\$ 32,946
Total Operating Expenses	273,277	32,946
Operating Income (Loss)	(273,277)	(32,946)
Other Income		
Interest Expenses	(148,457)	(17,692)
Investment Earnings		
Other Expenses		
Total Other Income (Expenses)	(148,457)	(17,692)
Loss Before Taxes	(421,733)	(50,638)
Income Tax Expenses		
Net Income (Loss)	\$ (421,733)	\$ (50,638)
NET LOSS PER SHARE OF COMMON STOCK — Basic and diluted	\$ (0.0021)	\$ (0.0196)
Weight Average Common Stock Outstanding-Basic and Diluted	204,025,366	2,588,733

\*Shares are adjusted for 1 for 100 reverse stock split.

**Honsen Energy and Resources International Limited**

**Consolidated Statements of Cash Flow**

	<b>March 31,</b>	<b>March 31,</b>
	<b>2017</b>	<b>2016</b>
<b>Cash Flows From Operating Activities</b>		
Net Loss	\$ (421,733)	\$ (50,638)
Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities:		
Changes in operating assets and liabilities:		
(Increase) Decrease in Prepaid Expenses	41,288	
(Increase) Decrease in Other receivables		(264,477)
(Increase) Decrease in Other Current Assets	27,094	19,628
(Increase) Decrease in Long-term Prepaid Expenses	9,725	9,725
Increase (Decrease) in Account Payable	30,534	
Increase (Decrease) in Advance from customers	290,571	
Increase (Decrease) in Account Payable-Related Parties	(26,680)	
Increase (Decrease) in Salary and Wages Payable	60,000	23,835
Increase (Decrease) in Other Accounts Payable	694	
Net cash used in operating activities	433,226	(211,289)
<b>Cash Flows from Investing Activities:</b>		
(Increase) Decrease in Long-term Accounts Receivable	(74,165)	
Increase (Decrease) in Long-term Accounts Payable	68	
(Increase) Decrease in Fixed Assets	2,772	3,058
(Increase) Decrease in Intangible Assets	534	534
(Increase) Decrease in Development Expenditure	(81,162)	(80,519)
Net cash used in investing activities	(151,953)	(76,927)
<b>Cash Flows From Financing Activities:</b>		
Increase (Decrease) in Short-term Loans	(31,947)	
Increase (Decrease) in Interests Payable	147,971	173,361
Increase (Decrease) in Long-term loans		169,809
Net cash provided by financing activities	116,024	343,170
<b>Net Change in Cash and Cash Equivalents</b>	<b>(24,436)</b>	<b>4,316</b>
Cash and Cash Equivalents, Beginning of Year	36,885	3,730
Cash and Cash Equivalents, End of Year	\$ 12,450	\$ 8,047
<b>Supplemental Disclosure of Cash Flow Information:</b>		
Cash paid during the year for:		
Interest	\$ 0	\$ 0
Income Taxes	\$ 0	\$ 0

**Footnote:**

- 1). **Income Statement and Cash Flow Statement have been adjusted for exchange loss and recording error that occurred prior to Q3, 2016.**
- 2). **Balance Sheet time frame is adjusted to reflect the financial results occurred from January 1<sup>st</sup> to March 31<sup>st</sup>.**

Honsen Energy and Resources International Limited

Consolidated Statements of Stockholders' Equity

	<b>Common Stock Shares</b>	<b>Common Stock Amount</b>	<b>Contributed Capital (Additional Paid In Capital)</b>	<b>Accumulated Deficit (Retained Earing)</b>	<b>Total</b>
<b>Initial Balances December 31, 2016</b>	204,150,363	20,415	40,653,846	(23,454,889)	17,219,373
Capital Stock Issuance	0	0	0	0	0
Net Income March 31, 2017				(421,733)	(421,733)
<b>Balance March 31, 2017</b>	204,150,363	20,415	40,653,846	(23,876,622)	16,797,639