

Honsen Energy & Resources International, Ltd.



HONSEN
ENERGY AND RESOURCES

Quarterly Report

For Period End

September 30, 2016

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, HoKing Commerical 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, HoKing Commerical 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 11/11/16)	750,000,000
Total Shares Outstanding (as of 11/11/16)	4,025,366

B. Transfer Agent

Securities Transfer Corporation
2591 Dallas Parkway, Suite 102
Frisco TX 75034
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 12 Months.

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 Quarterly Report, there are 4,025,366 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.

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, HoKing Commercial 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
Wen-Ying Chiang	38	CFO and Treasurer
Lilian 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.

Lilian Song - Chairwoman and Director

Lilian 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 outreached 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” Rui Tang -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., Dongzhao Changtai 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.

Wen-Ying Chiang – Chief Financial Officer and Treasurer

Wen-Ying Chiang graduated from California State Polytechnic University, Pomona and obtained a Bachelor Degree in Business Administrative and Accounting. Wen-Ying has joined PricewaterhouseCoopers in 2007 where she worked as the company’s senior tax associate and provided federal, multi-state, and international tax compliance and consulting services for public and private companies. In 2011, Wen-Ying became the Tax Manager for DineEquity, Inc where she helped with the overall enterprise tax compliance and provided tax strategy for the company’s merge and acquisitions initiatives. Wen-Ying brings nine years of tax and consulting experiences to aid Honsen International becoming a global compliance 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: Lilian Song and Chien-Wen Lin.

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.

Name of Beneficial Owner (3)

	Number of Shares	Percent
Central Asia Resources Ltd (1)	2,000,000	49.68%
Rui Tang, President	60,000	1.49%
Hsuan-Che Lin, Secretary	40,000	0.99%
Wen-Ying Chiang, Treasurer	-	0.00%
Lilin Song, Director	800,000	19.87%
Chien-Wen Lin, Director	-	0.00%
Adam S. Tracy (2)	1,000,000	24.84%
<hr/>		
Total:	3,900,000	96.89%

(1) Beneficial owner is Lilin Song

(2) The Company is currently ascertaining the validity of these shares.

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 printed name and title.

Date: 11/08/2016

_ RUI TANG. - PRESIDENT AND CHIEF
EXECUTIVE OFFICER

Honsen Energy and Resources International Limited
Consolidated Balance Sheets
As of September 30, 2016 and December 31, 2015

	September 30, 2016	September 30, 2015
Assets		
Current Assets		
Cash & Equivalent	\$ 29,238	\$ 31,734
Account Receivable	216,421	7,897
Account Receivable-Related Parties	48,018	43,468
Prepaid Expenses	106,408	75,664
Prepaid Expense-Related Parties	300,000	300,000
Other Current Assets	54,189	32,713
Total Current Assets	\$ 754,274	\$ 491,476
Long-term Accounts Receivable - related party	23,874,861	23,096,117
Fixed Assets	39,605	50,703
Long-term Prepaid Expenses	110,220	145,879
Total Assets	\$ 24,778,960	\$ 23,784,175
Liabilities & Stockholders' Equity		
Current Liabilities		
Accounts Payable	\$ 45,082	\$ 1,271,109
Account Payable-Related Parties	27,096	146,226
Advance from Customers	108,636	6,497,500
Salary and Wages Payable	298,187	914,011
Short-term Loans	95,813	735,414
Interests Payable	554,016	998,074
Other Accounts Payable	38,205	-
Total Current Liabilities	1,167,035	10,562,334
Long-term loans	6,194,018	12,196,973
Total Liabilities	7,361,053	22,759,307
Stockholders' Equity		
Common Stock at Par, \$0.0001 par value; 750,000,000 shares authorized; 4,925,366 and 124,997 shares issued and outstanding as of September 30, 2016 and 2015, respectively.*	493	13
Additional Paid-In Capital	40,679,706	14,356,058
Accumulated Deficit	(23,262,292)	(13,331,203)
Total Stockholders' Equity	17,417,907	1,024,868
Total Liabilities and Equity	\$ 24,778,960	\$ 23,784,175

*Shares are adjusted for 1 for 100 reverse stock split

Honsen Energy and Resources International Limited
Consolidated Statements of Operation
For the Three and Nine Months Ended September 30, 2016 and 2015

	For the Nine Months Ended September 30	
	2016	2015
Revenue		
Operating Expenses		
General and Administrative Expenses	\$ 353,176	\$ 563,166
Total Operating Expenses	353,176	563,166
Operating Loss	(353,176)	(563,166)
Other Income (Expense)		
Interest Expenses	(394,395)	(8,289)
Investment Earnings	-	6,554
Other Expenses	-	(2,500)
Total Other Income (Expenses)	(394,395)	(4,235)
Loss Before Taxes	(747,571)	(567,401)
Income Tax Expenses	-	-
Net Income (Loss)	\$ (747,571)	\$ (567,401)
NET LOSS PER SHARE OF COMMON STOCK —Basic and diluted	\$ (0.19)	\$ (4.54)
WEIGHTED AVERAGE SHARES OUTSTANDING —Basic and diluted	3,999,454	124,997

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

Honsen Energy and Resources International Limited

Consolidated Statements of Cash Flow

For the Nine Months Ended
September 30, 2016

	2016	2015
Cash Flows From Operating Activities:		
Net Loss	\$ (747,571)	\$ (567,401)
Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities:		
Changes in operating assets and liabilities:		
(Increase) Decrease in Account Receivable-Related Parties	(4,550)	(40,528)
(Increase) Decrease in Account Receivable	(2,745)	
(Increase) Decrease in Prepaid Expenses	(30,744)	1,650,000
(Increase) Decrease in Prepaid Expense-Related Parties	0	0
(Increase) Decrease in Other receivables	(135,512)	(7,000)
(Increase) Decrease in Other Current Assets	(34,561)	(13,227)
(Increase) Decrease in Long-term Prepaid Expenses	29,176	32,418
Increase (Decrease) in Account Payable	45,082	407,242
Increase (Decrease) in Advance from customers	108,636	0
Increase (Decrease) in Account Payable-Related Parties	27,096	0
Increase (Decrease) in Salary and Wages Payable	9,298	398,666
Increase (Decrease) in Other Accounts Payable	38,205	
Net cash used in operating activities	(698,190)	1,860,170
Cash Flows from Investing Activities:		
(Increase) Decrease in Long-term Accounts Receivable	(167,186)	(2,091,324)
(Increase) Decrease in Fixed Assets	9,059	10,193
(Increase) Decrease in Intangible Assets	1,603	1,318
(Increase) Decrease in Development Expenditure	(191,553)	(279,089)
Net cash used in investing activities	(348,077)	(2,358,902)
Cash Flows From Financing Activities:		
Increase (Decrease) in Short-term Loans	95,813	0
Increase (Decrease) in Interests Payable	447,569	6,693
Increase (Decrease) in Long-term loans	528,393	514,239
Net cash provided by financing activities	1,071,775	520,932
Net Change in Cash and Cash Equivalents	25,508	22,200
Cash and Cash Equivalents, Beginning of Year	3,730	9,534
Cash and Cash Equivalents, End of Year	\$ 29,238	\$ 31,734

Suppletmental Disclosure of Cash Flow Information:

Cash paid during the year for:

Interest	\$	-	\$	-
Income Taxes	\$	-	\$	-