APAC RESOURCES

APAC RESOURCES LIMITED

亞太資源有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1104)

FORM OF PROXY FOR ANNUAL GENERAL MEETING (OR ANY ADJOURNED MEETING)

I/We[1] _____

of _____

being the registered holder(s) of [2] _____

shares of HK$0.10 each in the capital of abovenamed company (the "**Company**"), **HEREBY APPOINT**[3] the Chairman of the meeting or failing him

_____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting and at any adjourned meeting thereof (the "**Meeting**") of the Company to be held at Lower Lobby, Plaza 3, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 3 December 2014 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the under-mentioned resolutions as set out in the notice convening the Meeting in the manner as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS				**FOR**[4]	**AGAINST**[4]
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the "**Directors**") and the auditor of the Company for the year ended 30 June 2014				
2.	(a)	i.	To re-elect Dr. Wong Wing Kuen, Albert as independent non-executive Director		
		ii.	To re-elect Mr. Chang Chu Fai, Johnson Francis as independent non-executive Director		
		iii.	To re-elect Mr. Robert Moyse Willcocks as independent non-executive Director		
	(b)		To authorise the board of Directors (the "**Board**") to fix the Directors' remuneration		
3.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix their remuneration				
4.	To grant a general mandate to the Directors to issue securities				
5.	To grant a general mandate to the Directors to repurchase shares				
6.	To extend the general mandate to the Directors to issue shares by the number of shares of the Company repurchased				
SPECIAL RESOLUTION					
7.	To approve the reduction of share premium account of the Company				

Dated this _____ day of _____ 2014. Signature(s)[5] _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the meeting or failing him" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT**.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or other person duly authorised.
6. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
7. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. Any member entitled to attend and vote at the Meeting will be entitled to appoint another person as his proxy to attend and vote instead of him. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be deemed to have been revoked.

* *For identification purpose only*