



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 SPECIAL GENERAL MEETING
(OR ANY ADJOURNED MEETING)

I/We¹ _____
of _____
being the registered holder(s) of ² _____
shares of HK\$1.00 each in the capital of abovenamed company (the “Company”), **HEREBY APPOINT³** 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 special general meeting and at any
adjourned meeting thereof (the “Meeting”) of the Company to be held at Plaza 3, Lower Lobby, Novotel Century
Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 4 December 2017 at 10:20 a.m. (or immediately after
the conclusion of the annual general meeting of the Company to be held at 10:00 a.m. on the same day and at the
same place) for the purpose of considering and, if thought fit, passing with or without amendments, the
under-mentioned resolution 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 RESOLUTION	FOR ⁴	AGAINST ⁴
To approve the Offer and the Whitewash Waiver. ¹⁰		

Dated this _____ day of _____ 2017. 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 INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE 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, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a 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.
7. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it 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. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote in his or her stead. A 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.
10. The description of the ordinary resolution is by way of summary only. The full text of the ordinary resolution appears in the notice convening the Meeting.

* For identification purpose only