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## **REVISED NOTICE OF SPECIAL GENERAL MEETING**

References are made to the notice of special general meeting (the “SGM”) of APAC Resources Limited (the “Company”) dated 19 March 2018 and the announcement of the Company dated 6 April 2018 (the “Postponement Announcement”) in relation to, among other things, the postponement of the SGM originally scheduled to be held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 11 April 2018 at 10:00 a.m..

**REVISED NOTICE IS HEREBY GIVEN** that the SGM of the Company will be postponed to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 4 May 2018 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT**

(a) the entering into of:

- (i) the share sale agreement dated 2 February 2018 (the “Share Sale Agreement”) between APAC Resources Mining Limited as the buyer (the “Purchaser”) and Allied Properties Resources Limited as the vendor (the “Vendor”) (a copy of the

\* For identification purpose only

Share Sale Agreement marked “A” has been produced to the SGM and initialed by the chairman of the SGM for the purpose of identification) pursuant to which the Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell 447,612,786 fully paid ordinary shares of Tanami Gold NL (the “**Subject Company**”), representing approximately 38.09% of the total issued share capital of the Subject Company as at 13 March 2018, being the latest practicable date prior to the printing of the circular of the Company dated 19 March 2018 (the “**Circular**”) for the purpose of ascertaining certain information included therein, at the consideration of A\$20,142,575 (equivalent to approximately HK\$126,495,000); and

- (ii) the amending deed dated 6 April 2018 (the “**Amending Deed**”) between the Purchaser and the Vendor (a copy of the Amending Deed marked “B” has been produced to the SGM and initialed by the chairman of the SGM for the purpose of identification) pursuant to which the definition of Cut Off Date under the Share Sale Agreement has been amended to mean the later of (A) 2 May 2018, being the last date of the three month period prescribed under the Corporations Act 2001 (Commonwealth of Australia) (the “**Act**”); and (B) if the Australian Securities and Investments Commission exercises its power under the Act to extend that three month period, the earlier of (i) the date to which that three month period is extended; and (ii) 31 August 2018.

The transactions contemplated under the Share Sale Agreement and the Amending Deed, details of which are more particularly described in the Circular and the Postponement Announcement respectively, be and are hereby approved, confirmed and ratified; and

- (b) any one of the directors of the Company be and is hereby authorised to execute all such documents and do all such acts and things and to sign all documents and to take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the Share Sale Agreement and the Amending Deed and the transactions contemplated thereunder.”

By Order of the Board  
**APAC Resources Limited**  
**Arthur George Dew**  
*Chairman*

Hong Kong, 17 April 2018

*Notes:*

1. Any member entitled to attend and vote at the meeting will be entitled to appoint a proxy or, if such member is a holder of two or more shares, proxies to attend and vote in such member's stead. A proxy need not be a member of the Company but must attend the meeting in person to represent the appointing member.
2. To be valid, the revised 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 (the "**Closing Time**").
3. Members who have lodged the form of proxy despatched on 19 March 2018 (the "**Original Form of Proxy**") with the branch share registrar of the Company in Hong Kong should note that:
  - (i) If no revised form of proxy is lodged with the branch share registrar of the Company in Hong Kong prior to the Closing Time, the Original Form of Proxy, if duly completed, signed and returned in accordance with the instructions printed thereon, will be treated as a valid form of proxy lodged by him/her/it.
  - (ii) If revised form of proxy is lodged with the branch share registrar of the Company in Hong Kong prior to the Closing Time, the revised form of proxy will revoke and supersede the relevant Original Form of Proxy previously lodged by him/her/it. The revised form of proxy, if duly completed, signed and returned in accordance with the instructions printed thereon, will be treated as a valid form of proxy lodged by such member.
  - (iii) If the duly completed and signed revised form of proxy is lodged with the branch share registrar of the Company in Hong Kong after the Closing Time, the revised form of proxy will be invalid and the relevant Original Form of Proxy previously lodged by him/her/it will not be revoked. The Original Form of Proxy, if duly completed, signed and returned in accordance with the instructions printed thereon, will be treated as a valid form of proxy lodged by him/her/it.
4. Completion and return of the Original Form of Proxy and/or the revised form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment thereof (as the case may be) and in such event the instrument appointing the proxy shall be deemed to be revoked.
5. 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.

6. To ascertain shareholders' eligibility to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 30 April 2018 to Friday, 4 May 2018, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify to attend and vote at the meeting, all transfers of share ownership, accompanied by the relevant share certificates, must be lodged with 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 later than 4:30 p.m. on Friday, 27 April 2018.

As at the date of this notice, the Directors of the Company are:

*Executive Directors:*

Mr. Brett Robert Smith (*Deputy Chairman*)

Mr. Andrew Ferguson (*Chief Executive Officer*)

*Non-Executive Directors:*

Mr. Arthur George Dew (*Chairman*)

(*Mr. Wong Tai Chun, Mark as his alternate*)

Mr. Lee Seng Hui

Mr. So Kwok Hoo

*Independent Non-Executive Directors:*

Dr. Wong Wing Kuen, Albert

Mr. Chang Chu Fai, Johnson Francis

Mr. Robert Moyse Willcocks