



APAC RESOURCES
APAC RESOURCES LIMITED
亞太資源有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 1104)

**REVISED 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 postponed 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 Friday, 4 May 2018 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the under-mentioned resolution as set out in the revised 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, confirm and ratify the Share Sale Agreement and the Amending Deed and the transactions contemplated thereunder and to authorise any one of the directors of the Company 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. ¹¹		

Dated this _____ day of _____ 2018. 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 revised 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 REVISED FORM OF PROXY MUST BE INITIALLED 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 revised notice convening the Meeting.
5. This revised 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 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”).
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. 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(s), 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 this revised form of proxy is lodged with the branch share registrar of the Company in Hong Kong prior to the Closing Time, this revised form of proxy will revoke and supersede the relevant Original Form of Proxy previously lodged by him/her/it. This 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.
10. Completion and deposit of the Original Form of Proxy and/or the revised 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.
11. The description of the ordinary resolution is by way of summary only. The full text of the ordinary resolution appears in the revised notice convening the Meeting.

* For identification purpose only