

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser immediately.

**If you have sold or transferred** all your securities in APAC Resources Limited, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**PROPOSALS FOR**  
**(1) RE-ELECTION OF DIRECTORS**  
**(2) GENERAL MANDATES TO ISSUE SECURITIES AND TO**  
**REPURCHASE SHARES**

---

A notice convening the annual general meeting of APAC Resources Limited to be held at Lower Lobby, Plaza 1–2, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 7 December 2015 at 2:30 p.m. is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the said meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions thereon and return the same to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

\* *For identification purpose only*

---

# CONTENTS

---

	<i>Pages</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	3
Re-election of Directors .....	4
General Mandates to Issue Securities and to Repurchase Shares .....	4
Annual General Meeting .....	5
Recommendation .....	6
General Information .....	6
<b>Appendix I — Details of Retiring Directors proposed to be re-elected</b> .....	7
<b>Appendix II — Explanatory Statement as to Repurchase Mandate</b> .....	10
<b>Appendix III — Notice of Annual General Meeting</b> .....	14

---

## DEFINITIONS

---

*In this circular, the following expressions have the following meanings unless the context otherwise requires:*

“Act”	the Companies Act 1981 of Bermuda;
“AGM”	the annual general meeting of the Company to be held at Lower Lobby, Plaza 1–2, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 7 December 2015 at 2:30 p.m.;
“AGM Notice”	the notice convening the AGM as set out in Appendix III to this circular;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company;
“Company”	APAC Resources Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1104);
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issuance Mandate”	as defined in paragraph 3(a) of the Letter from the Board in this circular;
“Latest Practicable Date”	19 October 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information included herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“Repurchase Mandate”	as defined in paragraph 3(b) of the Letter from the Board in this circular;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	registered holder(s) of Shares;

---

## DEFINITIONS

---

“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

---

**LETTER FROM THE BOARD**

---



**APAC RESOURCES  
APAC RESOURCES LIMITED**

**亞太資源有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1104)**

*Executive Directors:*

Ms. Chong Sok Un (*Chairman*)  
Mr. Andrew Ferguson (*Chief Executive Officer*)  
Mr. Kong Muk Yin

*Non-Executive Directors:*

Mr. Lee Seng Hui (*Mr. Peter Anthony Curry as his alternate*)  
Mr. So Kwok Hoo

*Independent Non-Executive Directors:*

Dr. Wong Wing Kuen, Albert  
Mr. Chang Chu Fai, Johnson Francis  
Mr. Robert Moyse Willcocks

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Head office and principal  
place of business:*

32/F, China Online Centre  
333 Lockhart Road  
Wanchai  
Hong Kong

27 October 2015

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
(1) RE-ELECTION OF DIRECTORS  
(2) GENERAL MANDATES TO ISSUE SECURITIES  
AND TO REPURCHASE SHARES**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the information regarding resolutions to be proposed at the AGM relating to (i) the re-election of Directors, (ii) the granting to the Directors of the Issuance Mandate and Repurchase Mandate and (iii) a notice to convene the AGM to approve, among other things, the re-election of Directors, the proposal for the granting of the Issuance Mandate and Repurchase Mandate.

\* *For identification purpose only*

---

## LETTER FROM THE BOARD

---

### 2. RE-ELECTION OF DIRECTORS

Pursuant to Bye-laws 87(1) and 87(2), at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. A retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot.

Pursuant to Bye-law 86(2), the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Shareholders in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Shareholders in general meeting. Any Director so appointed by the Board shall hold office only until the next following general meeting (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election at that meeting. Pursuant to Bye-law 87(2), any Director appointed pursuant to Bye-law 86(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

In accordance with Bye-law 87, Ms. Chong Sok Un, Mr. Kong Muk Yin and Mr. Lee Seng Hui will retire at the forthcoming AGM and, being eligible, offer themselves for re-election.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. A brief biographical details of the retiring Directors proposed to be re-elected are set out in Appendix I to this circular.

### 3. GENERAL MANDATES TO ISSUE SECURITIES AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 3 December 2014, ordinary resolutions were passed for the granting of general mandates to the Directors, *inter alia*,

- (i) to allot, issue or otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at that date (the “**Existing Issuance Mandate**”); and
- (ii) to repurchase Shares representing up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at that date (the “**Existing Repurchase Mandate**”).

---

## LETTER FROM THE BOARD

---

The Existing Issuance Mandate and the Existing Repurchase Mandate will lapse upon the conclusion of the AGM. The Directors consider that the Existing Issuance Mandate and the Existing Repurchase Mandate increase the flexibility in the Company's affairs and are in the interests of the Shareholders, and that the same should continue to be adopted by the Company.

It will therefore be proposed at the forthcoming AGM to approve the granting of new general mandates to the Directors to exercise the power of the Company:

- (a) to allot, issue and deal with new Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares and other rights of subscription for or conversion into Shares, of an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution (the "**Issuance Mandate**"); and
- (b) to repurchase Shares on the Stock Exchange of an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution (the "**Repurchase Mandate**").

Assuming that there is no further issuance, allotment of and dealing in new Shares of the Company from the Latest Practicable Date to the date of AGM, a maximum of 1,838,330,397 new Shares, representing 20% of the aggregate nominal amount of the issued share capital of the Company, shall be allotted, issued and dealt with under the Issuance Mandate.

The Issuance Mandate and Repurchase Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in ordinary resolutions 4 and 5 set out in the AGM Notice. Resolutions authorising the extension of the Issuance Mandate to include the aggregate nominal amount of Shares repurchased (if any) under the Repurchase Mandate will be proposed as ordinary resolution 6 set out in the AGM Notice. With reference to the Issuance Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of the Repurchase Mandate is set out in Appendix II to this circular.

#### 4. ANNUAL GENERAL MEETING

The AGM Notice is set out in Appendix III to this circular. At the AGM, ordinary resolutions will be proposed to approve, *inter alia*, the re-election of Directors and the granting of the Issuance Mandate and the Repurchase Mandate.

A form of proxy is enclosed with this circular for use at the AGM. Whether or not you are able to attend this meeting, you are requested to complete and return the enclosed form of proxy to 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 the holding of the meeting. Completion and return of a form of proxy will not preclude you from attending and voting at the meeting in person if you so wish.

---

## LETTER FROM THE BOARD

---

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll (except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands). Accordingly, all resolutions to be proposed at the AGM as set out in the AGM Notice shall be voted by poll.

### 5. RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the re-election of Directors and the granting of the Issuance Mandate and the Repurchase Mandate are each in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of all the relevant resolutions to be proposed at the AGM.

### 6. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices in this circular.

Yours faithfully,  
By Order of the Board  
**APAC Resources Limited**  
**Chong Sok Un**  
*Chairman*



*The details of the retiring Directors proposed to be re-elected at the AGM are set out below:*

**Ms. Chong Sok Un** (莊舜而), MH, aged 60, was appointed as an Executive Director of the Company on 6 July 2007 and has been re-designated as the Chairman of the Company since 20 October 2009. Ms. Chong holds various directorships in subsidiaries of the Company. Ms. Chong is currently an executive director and the chairman of COL Capital Limited (“COL”) (Stock Code: 383), a company listed on the Main Board of the Stock Exchange. Ms. Chong was awarded the Medal of Honour (MH) by the Government of the Hong Kong Special Administrative Region on 1 July 2011. She is a member of the National Committee of the Chinese People’s Political Consultative Conference, Guangdong Province, the Honorary Director of the Chinese Red Cross Foundation, Permanent Honorary Chairman of the Hong Kong Federation of Fujian Associations, Vice Chairman of the Hong Kong Federation of Fujian Associations Ladies Committee and Vice Chairman of Hong Kong Fujian Women Association. She is the namer and director of YOT Chong Sok Un Medical Fund (cancer aid) since 2007 and a member of Yan Oi Tong Advisory Board since 2011. Ms. Chong was the chairman of the 31st Term Board of Directors of Yan Oi Tong from 2010–2011 and a director of the 27th Term Board of Directors of Yan Oi Tong from 2006–2007. She was also a director of Po Leung Kuk from 2009–2010. From 25 June 2007 to 23 April 2009, she was a non-executive director of Alibaba Pictures Group Limited (formerly known as ChinaVision Media Group Limited) (Stock Code: 1060), a company listed on the Main Board of the Stock Exchange.

Save as disclosed herein, Ms. Chong did not hold any directorship in other listed public companies in the past three years and does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

A letter of appointment was entered into between the Company and Ms. Chong for a term of three years which took effect from 1 June 2012 and ended on 31 May 2015. Since 31 May 2015, Ms. Chong has not been appointed for a specific term but shall be subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Bye-laws. During the year ended 30 June 2015, Ms. Chong received a remuneration of HK\$1,240,000.

As at the Latest Practicable Date, Ms. Chong is deemed to have interests of 2,279,641,273 Shares. These Shares are held by (i) Vigor Online Offshore Limited (“VOL”) as to 2,200,082,100 Shares, a wholly-owned subsidiary of China Spirit Limited (“China Spirit”) in which Mr. Chong maintains a 100% beneficial interest; and (ii) Taskwell Limited (“Taskwell”) as to 79,559,173 Shares, a wholly-owned subsidiary of Besford International Limited which in turn is a wholly-owned subsidiary of COL. As at 30 June 2015, COL was 74.34% owned by VOL which in turn is a wholly-owned subsidiary of China Spirit in which Ms. Chong maintains 100% beneficial interest.

Save as disclosed herein, Ms. Chong does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

In addition, Ms. Chong is not aware of any other matters that are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

Ms. Chong is the chairman of the Board and the nomination committee of the Company and a member of the remuneration and executive committees of the Company.

**Mr. Kong Muk Yin** (江木賢), aged 49, was appointed as an Executive Director of the Company on 4 November 2009. Mr. Kong holds various directorships in subsidiaries of the Company. Mr. Kong graduated from City University of Hong Kong with a Bachelor's Degree in Business Studies. He is a fellow member of The Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants and a Chartered Financial Analyst. He has extensive experience in corporate finance, financial management, accounting and auditing. Mr. Kong is currently an executive director of COL Capital Limited (Stock Code: 383), a company listed on the Main Board of the Stock Exchange. From 4 July 2007 to 24 June 2014, he was an executive director and non-executive director of Alibaba Pictures Group Limited (formerly known as ChinaVision Media Group Limited) (Stock Code: 1060). He was also an executive director of Landing International Development Limited (formerly known as Greenfield Chemical Holdings Limited) (Stock Code: 582) from 13 October 2009 to 21 January 2010. These two companies are listed on the Main Board of the Stock Exchange. During September 2010 to September 2015, he was also a director of Mabuhay Holdings Corporation and IRC Properties, Inc., companies listed on the Philippine Stock Exchange, Inc..

Save as disclosed herein, Mr. Kong did not hold any directorship in other listed public companies in the past three years and does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

A letter of appointment was entered into between the Company and Mr. Kong for a term of three years which took effect from 1 June 2012 and ended on 31 May 2015. Since 31 May 2015, Mr. Kong has not been appointed for a specific term but shall be subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Bye-laws. During the year ended 30 June 2015, Mr. Kong received a remuneration of HK\$360,000.

As at the Latest Practicable Date, Mr. Kong does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

In addition, Mr. Kong is not aware of any other matters that are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

Mr. Kong is a member of the executive committee of the Company.

**Mr. Lee Seng Hui** (李成輝), aged 46, was appointed as a Non-Executive Director of the Company on 2 October 2009. Mr. Lee graduated with Honours from the Law School of the University of Sydney. Previously, he worked with Baker & McKenzie and N M Rothschild & Sons (Hong Kong) Limited. Mr. Lee is the chief executive and an executive director of Allied Group Limited (Stock Code: 373) and Allied Properties (H.K.) Limited (Stock Code: 56). He is also the chairman and a non-executive director of Tian An China Investments Company Limited (Stock Code: 28). These three companies are listed on the Main Board of the Stock Exchange. He is currently the chairman and a non-executive director of Mount Gibson Iron Limited (Stock Code: MGX), a company listed on the Australian Stock Exchange. Prior to being re-designated as the chairman of MGX on 19 February 2014, Mr. Lee was the deputy chairman of MGX since 14 December 2012. From 5 March 2008 to 7 November 2013, he was the non-executive director of Tanami Gold NL (Stock Code: TAM), a company which is listed on the Australian Stock Exchange.

Save as disclosed herein, Mr. Lee did not hold any directorship in other listed public companies in the past three years and does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

A letter of appointment was entered into between the Company and Mr. Lee for a term of three years which took effect from 1 June 2012 and ended on 31 May 2015. Since 31 May 2015, Mr. Lee has not been appointed for a specific term but shall be subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Bye-laws. During the year ended 30 June 2015, Mr. Lee received a remuneration of HK\$190,000.

As at the Latest Practicable Date, Mr. Lee does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

In addition, Mr. Lee is not aware of any other matters that are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

Mr. Lee is a member of the audit committee, the remuneration committee and the nomination committee of the Company.

The Company adopted the model set out in Code Provision B.1.2 (c)(ii) and B.1.2(d) of Appendix 14 to the Listing Rules as its remuneration model. This model stipulates that the remuneration committee shall make recommendations to the board on the remuneration packages of individual executive directors and non-executive directors. The remuneration committee of the Company would take into consideration, among other things, the duties and responsibilities of the Directors and the prevailing market conditions when determining their remuneration packages.

*This appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Repurchase Mandate.*

## **LISTING RULES FOR REPURCHASE OF SECURITIES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities (which shall include, where the context permits, shares of all classes and securities which carry a right to subscribe or purchase shares) on the Stock Exchange subject to certain restrictions amongst which the Listing Rules provided that the shares proposed to be repurchased by a company must be fully-paid up and all repurchases of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders either by way of general mandate to the Directors to make such repurchases or by specific approval of a particular transaction.

## **SHARE CAPITAL**

As at the Latest Practicable Date, there were in issue an aggregate of 9,191,651,985 Shares. Subject to the passing of the proposed resolution in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued and repurchased prior to the AGM, the Company would be permitted under the Repurchase Mandate to repurchase a maximum of 919,165,198 Shares, representing 10% of the Shares in issue as at the date of granting of the Repurchase Mandate.

## **REASONS FOR REPURCHASES**

The Directors believe that an authority to repurchase Shares is in the best interests of the Company and the Shareholders.

Repurchases may, depending on the market conditions and funding arrangement of the Company at the time, result in an increase in earnings per share. The Directors are seeking the Repurchase Mandate so as to give the Company additional flexibility to do so if and when appropriate. The number of Shares to be repurchased on occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

While it is not possible to anticipate any specific circumstances in which the Directors might think it appropriate to repurchase Shares, Shareholders can be assured that the Directors would only make repurchases in circumstances where they consider it to be in the best interests of the Company and the Shareholders as a whole.

## **FUNDING OF REPURCHASES**

In repurchasing Shares, the Company must fund the repurchase entirely from the Company's available cash flow or working capital facilities legally available for such purpose in accordance with its memorandum of association and the Bye-laws, the Listing Rules and the laws of Bermuda.

The Act provides that the amount of capital paid in connection with a share repurchase may only be paid out of the capital paid up on the relevant shares, or out of funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made

for the purpose of the share repurchase. The Act further provides that the amount of premium (if any) payable on repurchase may only be paid out of either the funds that would otherwise be available for distribution or dividend or out of the share premium account of the Company. The shares repurchased will be treated as cancelled and the amount of the Company's issued share capital will be diminished by the nominal value of such shares, but the aggregate amount of the Company's authorised share capital will not be thereby reduced.

On the basis of the consolidated statement of financial position of the Company as at 30 June 2015 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Group at that time and the number of Shares in issue as at the Latest Practicable Date, the Directors consider that there would not be a material adverse impact on the working capital position and the gearing position of the Group in the event that repurchases of all the Shares pursuant to the Repurchase Mandate were to be carried out in full during the proposed mandate period. However, no repurchase would be made in circumstances that would have a material adverse impact on the working capital position and the gearing position of the Group (as compared with the financial position disclosed in its latest published audited consolidated financial statements) unless the Directors consider that such repurchases are in the best interest of the Company.

#### **DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules and all applicable laws of Bermuda and in accordance with the memorandum of association of the Company and the Bye-laws.

#### **DIRECTORS AND CONNECTED PERSONS**

None of the Directors nor (to the best of the knowledge and belief of the Directors and having made all reasonable enquiries) any close associates (as defined in the Listing Rules) of the Directors who have any present intention, in the event that the grant to the Directors of the Repurchase Mandate is approved by the Shareholders, of selling Shares to the Company.

No core connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, nor have they undertaken not to sell any of Shares held by them to the Company in the event that the Company is authorised to make repurchases of Shares.

**HONG KONG CODE ON TAKEOVERS AND MERGERS**

If, on the exercise of the power to repurchase the Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for the securities of the Company under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to Section 336(1) of the SFO and to the best of the knowledge and belief of the Directors:

- (i) Shougang Fushan Resources Group Limited ("**Shougang Fushan**"), a substantial Shareholder together with parties acting in concert with it, held 1,434,000,000 Shares, representing approximately 15.60% of the issued share capital of the Company.
- (ii) Vigor Online Offshore Limited ("**VOL**"), a substantial Shareholder together with parties acting in concert with it, held 2,279,641,273 Shares, representing approximately 24.80% of the issued share capital of the Company. VOL is a wholly-owned subsidiary of China Spirit Limited in which Ms. Chong Sok Un ("**Ms. Chong**") maintains a 100% beneficial interest and therefore Ms. Chong is deemed to have interests in the Shares which VOL is interested.

On the basis of 9,191,651,985 Shares in issue as at the Latest Practicable Date and assuming no further issue or repurchase of Shares prior to the date of the AGM, if the Repurchase Mandate were exercised in full, the shareholding percentage (if the present shareholding remains the same) of Shougang Fushan and VOL, together with all their respective concerted parties would increase to approximately 17.33% and 27.56% respectively.

Save as aforesaid, the Directors are not aware of any other consequences which will arise under the Takeovers Code as a result of the exercise of the power in full under the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to an extent that the aggregate amount of the share capital of the Company in public hands would be reduced to less than 25% of the issued share capital of the Company.

**SHARE PRICES**

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2014</b>		
October	0.1750	0.1580
November	0.1760	0.1490
December	0.1510	0.0950
<b>2015</b>		
January	0.1200	0.1070
February	0.1130	0.1030
March	0.1290	0.1030
April	0.1560	0.1140
May	0.2700	0.1430
June	0.3600	0.1930
July	0.2200	0.0790
August	0.1150	0.0780
September	0.1030	0.0690
October (up to the Latest Practicable Date)	0.1060	0.0840

**SHARE REPURCHASE MADE BY THE COMPANY**

During the six months preceding the Latest Practicable Date, no shares were repurchased by the Company.



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

**NOTICE IS HEREBY GIVEN** that the annual general meeting of APAC Resources Limited (the “**Company**”) will be held at Lower Lobby, Plaza 1–2, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 7 December 2015 at 2:30 p.m. for the following purposes:

**ORDINARY BUSINESS**

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 2015.
2. (a) To re-elect the following persons:
  - i. Ms. Chong Sok Un as executive Director
  - ii. Mr. Kong Muk Yin as executive Director
  - iii. Mr. Lee Seng Hui as 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.

\* For identification purpose only



## SPECIAL BUSINESS

## ORDINARY RESOLUTIONS

The following resolutions 4 to 6 will be proposed to be considered and, if thought fit, passed as ordinary resolutions of the Company:

4. “**THAT:**

- (a) subject to the provisions of paragraphs (b) and (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“**New Shares**”) and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval given in provisions of paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital allotted and issued or agreed conditionally or unconditionally to be allotted, issued (whether pursuant to an option or otherwise) and dealt with by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of New Shares upon the exercise of rights of subscription or conversion under the terms of warrants of the Company or any securities which are convertible into shares; (iii) an issue of New Shares as scrip dividends or similar arrangement providing for the allotment of New Shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company from time to time; (iv) an issue of New Shares under any share option scheme or similar arrangement of the Company and/or any of its subsidiaries; or (v) a specific mandate granted by the shareholders of the Company in general meeting, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended from time to time) (the “**Companies Act**”) or any applicable law to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution in general meeting.

“**Rights Issue**” means the allotment, issue or grant of New Shares pursuant to an offer of New Shares open for a period fixed by the Directors to holders of issued shares of the Company (“**Shares**”) whose names on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

5. “**THAT**:

- (a) subject to the provisions of paragraphs (b) and (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy-backs, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or listing rules of any other stock exchange as amended from time to time and the Bye-laws of the Company, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares hereby authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the issued share capital of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly;
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company, the Companies Act or any applicable law to be held; or
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution in general meeting.”
6. “**THAT** conditional on the passing of resolutions 4 and 5 in the notice convening this meeting, the general mandate granted to the Directors and for the time being in force to exercise all the powers of the Company pursuant to paragraph (a) of resolution 4 above be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the Shares repurchased by the Company under the authority granted pursuant to

paragraph (a) of resolution 5 above, provided that such extended amount shall not exceed 10% of the issued share capital of the Company as at the date of the passing of this resolution.”

By Order of the Board  
**APAC Resources Limited**  
**Chong Sok Un**  
*Chairman*

Hong Kong, 27 October 2015

*Notes:*

1. Any member entitled to attend and vote at the meeting is entitled to appoint a proxy or, if such member is a holder of two or more shares, proxies to attend and vote in his 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 form of proxy must be deposited 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 less than 48 hours before the time appointed for the meeting or any adjournment thereof.
3. 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.

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

*Executive Directors:*

Ms. Chong Sok Un (*Chairman*)  
Mr. Andrew Ferguson (*Chief Executive Officer*)  
Mr. Kong Muk Yin

*Non-Executive Directors:*

Mr. Lee Seng Hui (*Mr. Peter Anthony Curry as his alternate*)  
Mr. So Kwok Hoo

*Independent Non-Executive Directors:*

Dr. Wong Wing Kuen, Albert  
Mr. Chang Chu Fai, Johnson Francis  
Mr. Robert Moyse Willcocks