

To be valid, the whole of this Provisional Allotment Letter must be returned.

### IMPORTANT

Reference is made to the prospectus issued by APAC Resources Limited (the “**Company**”) dated 29 March 2019 in relation to the Rights Issue (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

**THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM (“EAF”) EXPIRES AT 4:00 P.M. ON MONDAY, 15 APRIL 2019.**

**IF YOU ARE IN ANY DOUBT ABOUT THIS PAL, OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD ALL OR PART OF YOUR SHARES OF THE COMPANY, YOU SHOULD CONSULT YOUR STOCKBROKER, OTHER LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.**

A copy of the Prospectus, together with copies of this PAL, the EAF and other documents specified in the section headed “General Information – 14. Documents delivered to the Registrar of Companies in Hong Kong” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of the documents referred to above.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no representation as 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 PAL.

The Underwriter has the right under the Underwriting Agreement to terminate or rescind the Underwriting Agreement by notice to the Company at any time prior to the Latest Time for Termination in certain circumstances set out in the Underwriting Agreement. Details of the circumstances in which the Underwriter has the right to terminate or rescind the Underwriting Agreement are set out in the section headed “Termination and rescission of the Underwriting Agreement” in the Prospectus.

The Rights Issue is conditional upon the fulfillment or waiver (as the case may be) of the conditions set out under the section headed “Letter from the Board – Underwriting Agreement – Conditions of the Rights Issue” in the Prospectus. If the conditions are not fulfilled (or waived, where applicable) or the Underwriting Agreement is terminated or rescinded pursuant to its terms, the Rights Issue will not proceed. If the Rights Issue does not become unconditional, the Rights Issue will not proceed.

Shareholders should note that the Shares have been dealt in on an ex-rights basis on the Stock Exchange from Wednesday, 20 March 2019. The nil-paid Rights Shares will be dealt in from Tuesday, 2 April 2019 to Wednesday, 10 April 2019 (both dates inclusive).

Any dealings in the Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (or waived as applicable) (which is currently expected to be 4:00 p.m. on Tuesday, 16 April 2019), or in the nil-paid Rights Shares on the Stock Exchange during the period in which they may be traded in their nil-paid form, will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Investors who have any doubt about their position are recommended to obtain professional advice from their advisers regarding dealings in the Shares or nil-paid Rights Shares during these periods.

**THIS PAL IS NOT FOR PUBLICATION, RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES. THE RIGHTS SHARES (IN BOTH NIL-PAID AND FULLY-PAID FORMS), THIS PAL AND THE EAF HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OR UNDER ANY SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, AND MAY NOT BE OFFERED, SOLD, TAKEN UP, EXERCISED, RESOLD, RENOUNCED, TRANSFERRED OR DELIVERED, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN APPLICABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND IN COMPLIANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES.**

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day after the date of the transaction. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Dealings in the Shares and the Rights Shares in their nil-paid form and fully-paid form may be settled through CCASS and you should consult your stockbroker, other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

本暫定配額通知書必須整份交回，方為有效。

### 重要提示

茲提述亞太資源有限公司(「本公司」)於二零一九年三月二十九日就供股刊發的供股章程(「供股章程」)。除非文義另有所指，否則供股章程所界定的詞彙與本通知書所採用者具有相同涵義。

本暫定配額通知書(「暫定配額通知書」)乃有價值及可轉讓的表格，並應即時處理。本暫定配額通知書及隨附的額外申請表格(「額外申請表格」)所載的要約將於二零一九年四月十五日(星期一)下午四時正截止。

閣下如對本暫定配額通知書或應採取的行動有任何疑問或如閣下已出售閣下名下全部或部份本公司的股份，應諮詢閣下的股票經紀、其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

供股章程連同本暫定配額通知書、額外申請表格及供股章程附錄三「一般資料 — 14.送呈香港公司註冊處處長文件」一節內所指明的其他文件之副本，已遵照香港法例第32章《公司(清盤及雜項條文)條例》第342C條的規定送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及證監會對上文所述的任何文件的內容概不負責。

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本暫定配額通知書全部或任何部份內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

根據包銷協議，包銷商有權在包銷協議內所載的若干情況下，於最後終止時限前，隨時向本公司發出通知終止或撤銷包銷協議。包銷商有權終止或撤銷包銷協議的情況詳情載於供股章程「終止及撤銷包銷協議」一節內。

供股須待供股章程「董事會函件 — 包銷協議 — 供股的條件」一節所載條件獲達成或獲豁免(視乎情況而定)後，方可作實。倘若有關條件不獲達成(或獲豁免，如適用)或包銷協議按其條款被予以終止或撤銷，則供股將不會進行。倘供股並無成為無條件，則供股將不會進行。

股東務請注意，股份已由二零一九年三月二十日(星期三)起於聯交所按除權基準買賣。未繳股款供股股份將於二零一九年四月二日(星期二)至二零一九年四月十日(星期三)(包括首尾兩天)止期間內買賣。

截至供股的所有條件獲達成或獲豁免(如適用)當日(目前預期為二零一九年四月十六日(星期二)下午四時正)止的任何股份買賣，或於以未繳股款供股股份方式進行買賣的期間在聯交所買賣未繳股款供股股份將須承擔供股不一定能夠成為無條件或不一定進行的風險。

投資者如對彼等的狀況有任何疑問，應諮詢彼等顧問有關於該等期間買賣股份或未繳股款供股股份的專業意見。

本暫定配額通知書不可直接或間接在或向美國刊發、發放或派發。未繳股款及繳足股款供股股份、本暫定配額通知書及額外申請表格並無且不會根據《美國證券法》或美國任何州或者其他司法權區的證券法例進行登記。除根據《美國證券法》及美國任何州或者其他司法權區的適用證券法例的適用豁免登記要求以外，本暫定配額通知書不可在美國境內直接或間接進行要約、出售、接納、行使、轉售、放棄、轉讓或交付。

待供股股份獲准以未繳股款及繳足股款形式於聯交所上市及買賣，並符合香港結算的股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自未繳股款及繳足股款供股股份各自於聯交所開始買賣的日期或由香港結算釐定的其他日期起，在中央結算系統內寄存、結算及交收。聯交所參與者之間在任何交易日所進行交易的交收須在交易日期後第二個結算日在中央結算系統內進行。中央結算系統下的所有活動均須依據不時生效的中央結算系統一般規則及中央結算系統運作程序規則進行。

股份以及未繳股款及繳足股款供股股份的買賣可透過中央結算系統進行交收。閣下應諮詢閣下的股票經紀、其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問，以了解該等交收安排詳情以及該等安排可能對閣下權利及權益的影響。



APAC RESOURCES  
**APAC RESOURCES LIMITED**  
亞太資源有限公司\*

(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)

**(Stock Code: 1104)**  
(股份代號：1104)

*Hong Kong branch share registrar and transfer office:*

Tricor Secretaries Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

*香港股份登記及過戶分處：*

卓佳秘書商務有限公司  
香港  
皇后大道東183號  
合和中心22樓

*Registered office:*

註冊辦事處：  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Head office and principal place of business:*

Room 2304, 23rd Floor  
Allied Kajima Building  
138 Gloucester Road  
Wanchai, Hong Kong

*總辦事處及主要營業地點：*

香港灣仔  
告士打道138號  
聯合鹿島大廈  
23樓2304室

29 March 2019

二零一九年三月二十九日

**RIGHTS ISSUE OF 406,297,971 RIGHTS SHARES ON THE BASIS OF  
ONE RIGHTS SHARE FOR EVERY TWO EXISTING SHARES  
HELD ON THE RECORD DATE**

**AT THE SUBSCRIPTION PRICE OF HK\$1.10 PER RIGHTS SHARE**

按於記錄日期每持有兩股現有股份獲發一股供股股份的基準  
按認購價每股供股股份1.10港元以供股方式發行406,297,971股供股股份

**PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN**

**4:00 P.M. ON MONDAY, 15 APRIL 2019**

股款須於接納時(不遲於二零一九年四月十五日(星期一)下午四時正)繳足

**PROVISIONAL ALLOTMENT LETTER**

暫定配額通知書

Name(s) and address of Qualifying Shareholder(s)  
合資格股東姓名／名稱及地址

Provisional Allotment Letter No.  
暫定配額通知書編號

Total number of Shares registered in your name(s) on  
Thursday, 28 March 2019  
於二零一九年三月二十八日(星期四)登記於閣下  
名下的股份總數

BOX A  
甲欄

Number of Rights Shares provisionally allotted to you  
subject to payment in full on acceptance by no later than  
4:00 p.m. on Monday, 15 April 2019  
閣下獲暫定配發的供股股份數目，股款須於接  
納時(不遲於二零一九年四月十五日(星期一)  
下午四時正)繳足

BOX B  
乙欄

Total subscription monies payable on acceptance in full  
應繳認購股款總額，股款須於接納時繳足

BOX C  
丙欄

HK\$ 港元
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Name of bank on which cheque/banker's cashier order is drawn:

支票／銀行本票的付款銀行名稱：\_\_\_\_\_

Cheque/banker's cashier order number:

支票／銀行本票號碼：\_\_\_\_\_

Please insert your contact telephone number here:

請在此填上閣下的聯絡電話號碼：\_\_\_\_\_

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), AD VALOREM HONG KONG STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM HONG KONG STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM HONG KONG STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

如轉讓可認購供股股份的認購權，每項買賣均須繳付香港從價印花稅。除以出售形式外，饋贈或轉讓實益擁有的權益亦須繳付香港從價印花稅。在送交本文件以登記轉讓任何供股股份權益之前，須出示已繳付香港從價印花稅的證明。

Form B  
表格乙

## FORM OF TRANSFER AND NOMINATION 轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/their right(s) to subscribe for the Rights Shares set out in Box B of Form A)  
(只供擬轉讓彼/彼等載於表格甲內乙欄的全部供股股份認購權的合資格股東填寫及簽署)

To: The Directors  
APAC Resources Limited  
致：亞太資源有限公司  
列位董事

Dear Sirs,  
I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：  
本人/吾等茲將本暫定配額通知書所列本人/吾等的供股股份的認購權悉數轉讓予接受此權利並簽署下列登記申請表格(表格丙)的人士。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
Signature(s) of Qualifying Shareholder(s) (all joint Shareholders must sign)  
合資格股東簽署(所有聯名股東均須簽署)

Date: \_\_\_\_\_ 2019 日期：二零一九年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Hong Kong stamp duty of HK\$5.00 and ad valorem Hong Kong stamp duty is payable by the transferor(s) in connection with the transfer of your rights to subscribe for the Rights Shares if this form is completed.

填妥本表格後，轉讓人須就轉讓閣下供股股份的認購權繳付香港印花稅5.00港元及香港從價印花稅。

REGISTRATION APPLICATION FORM  
登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)  
(只供承讓供股股份認購權的人士填寫及簽署)

To: The Directors  
APAC Resources Limited  
致：亞太資源有限公司  
列位董事

Dear Sirs,  
I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the bye-laws of the Company.

敬啟者：  
本人／吾等謹請閣下將表格甲內乙欄所列的供股股份數目，登記於本人／吾等名下。本人／吾等同意按照本暫定配額通知書及供股章程所載條款，以及在貴公司的細則規限下，接納此等供股股份。

Existing Shareholder(s) Please mark "X" in this box 現有股東請在本欄內填上「X」號	
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<p>To be completed in BLOCK letters in ENGLISH. Joint applicants should give the address of the first-named applicant only. 請用英文正楷填寫。聯名申請人只須填報排名首位的申請人地址。 Names of applicants must be given both in English and in Chinese characters. 申請人須填寫中英文姓名。</p>				
Name in English 英文姓名	Family name or Company name 姓氏或公司名稱	Other names 名字	Name in Chinese 中文姓名	
Name continuation and/or name(s) of joint applicant(s) (if required) 續姓名及／或聯名申請人姓名 (如有需要)				
Address in English (joint applicants should give the address of the first-named applicant only) 英文地址 (聯名申請人僅須填寫排名首位的申請人地址)				
Occupation 職業			Tel. No. 電話號碼	
Dividend Instructions 股息指示				
Name and address of bank 銀行名稱及地址			Bank Account no. 銀行賬戶號碼	
			BANK 銀行	BRANCH 分行
			ACCOUNT 賬戶	
			Bank account type 銀行賬戶類型	

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
Signature(s) of applicant(s) (all joint applicants must sign)  
申請人簽署 (所有聯名申請人均須簽署)

Date: \_\_\_\_\_ 2019 日期：二零一九年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Ad valorem Hong Kong stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this PAL is completed.  
填妥本暫定配額通知書後，轉讓人及承讓人須就轉讓供股股份的認購權繳付香港從價印花稅。

**TO ACCEPT THE PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, TRICOR SECRETARIES LIMITED, AT LEVEL 22, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, HONG KONG TOGETHER WITH A REMITTANCE, BY CHEQUE OR BY BANKER'S CASHIER ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C OF FORM A SO AS TO BE RECEIVED BY THE REGISTRAR NO LATER THAN 4:00 P.M. ON MONDAY, 15 APRIL 2019. ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON A BANK ACCOUNT WITH, OR BY BANKER'S CASHIER ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "APAC Resources Limited – Rights Issue Account" AND CROSSED "Account Payee Only". NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.**

Each person accepting the provisional allotment specified in this PAL:

- confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the Prospectus and agrees to be bound by them; and
- agrees that this PAL, and the resulting contract, will be governed by and construed in accordance with Hong Kong law.

**A SEPARATE CHEQUE OR BANKER'S CASHIER ORDER MUST ACCOMPANY EACH ACCEPTANCE  
NO RECEIPT WILL BE GIVEN FOR REMITTANCE**

閣下如欲根據本暫定配額通知書接納供股股份的暫定配額，須將整份本暫定配額通知書連同表格甲丙欄所示的港元全數股款(以支票或銀行本票)送達股份過戶登記處卓佳秘書商務有限公司(地址為香港皇后大道東183號合和中心22樓)，並最遲於二零一九年四月十五日(星期一)下午四時正前交回股份過戶登記處，所有股款須以港元繳付，並以香港持牌銀行戶口開出的支票或以香港持牌銀行發出的銀行本票支付，並須註明抬頭人為「**APAC Resources Limited – Rights Issue Account**」，並以「只准入抬頭人賬戶」劃線方式開出。本公司將不另發股款收據。

接納本暫定配額通知書所載的暫定配額的每位人士均：

- 確認彼已閱讀供股章程所載的條款及條件以及接納手續，並同意受其約束；及
- 同意本暫定配額通知書及因此構成的合約須受香港法律規限及根據香港法律詮釋。

每份接納須隨附一張獨立開出的支票或銀行本票  
本公司將不另發股款收據