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APAC RESOURCES

APAC RESOURCES LIMITED

亞太資源有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1104)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of APAC Resources Limited (the “**Company**”) will be held at Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 20 July 2021 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as the ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the sale and purchase agreement dated 14 May 2021 (the “**Sale and Purchase Agreement**”) entered into between Genuine Legend Limited as purchaser (the “**Purchaser**”) and Allied Properties Overseas Limited as vendor (the “**Vendor**”), pursuant to which:
 - (i) the Purchaser shall acquire and the Vendor shall sell one ordinary share of par value of US\$1.00 in the capital of Allied Properties Resources Limited (the “**Target Company**”), representing the entire issued share capital of the Target Company; and
 - (ii) the shareholder’s loan in the principal amount of HK\$412,260,336 due to the Vendor by the Target Company (subject to adjustment by reducing such amount due from a broker and the bank balances of the Target Company provided that it shall not exceed HK\$412,260,336 at completion of the Transaction (as defined below)) shall be assigned by the Vendor to the Purchaser

* *For identification purpose only*

(collectively, the “**Transaction**”) on the terms and subject to the conditions therein (details of the Sale and Purchase Agreement are set out in the Company’s circular dated 25 June 2021 and a copy of the Sale and Purchase Agreement marked “A” has been produced to the SGM and initialled by the chairman of the SGM for the purpose of identification) and the Transaction be and are hereby approved, confirmed and ratified; and

- (b) any one of the directors of the Company be and is hereby authorised to do such acts and execute such other documents as he/she may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Sale and Purchase Agreement and the Transaction.”

By Order of the Board
APAC Resources Limited
Andrew Ferguson
Executive Director

Hong Kong, 25 June 2021

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 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 54, 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.
3. Completion and return of the 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.
4. 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.
5. To ascertain shareholders’ eligibility to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, 15 July 2021 to Tuesday, 20 July 2021, 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 14 July 2021.
6. In order to facilitate the prevention and control of the spread of the Novel Coronavirus epidemic and to safeguard the health and safety of the shareholders of the Company, the Company encourages its shareholders to consider appointing the chairman of the SGM as his/her proxy to vote on the relevant resolution at the SGM as an alternative to attending the SGM in person.

As at the date of this announcement, 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

Ms. Lam Lin Chu

Independent Non-Executive Directors:

Dr. Wong Wing Kuen, Albert

Mr. Chang Chu Fai, Johnson Francis

Mr. Wang Hongqian