



APAC RESOURCES LIMITED

亞太資源有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1104)

FORM OF PROXY FOR ANNUAL GENERAL MEETING (OR ANY ADJOURNED MEETING)

I/We¹ _____
of _____
being the registered holder(s) of ² _____
shares of HK\$0.10 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 annual general meeting and at any adjourned meeting thereof (the "Meeting") of the Company to be held at Falcon Room II, Basement of Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Tuesday, 29 June 2010 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the under-mentioned resolutions as set out in the notice convening the Meeting (the "Notice") in the manner as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and adopt the audited consolidated financial statements and the reports of directors and auditors of the Company for the year ended 31 December 2009.		
2.	(a) To re-elect the following persons:		
	i. Ms. Chong Sok Un as Executive Director		
	ii. Mr. Andrew Charles Ferguson as Executive Director		
	iii. Mr. Peter Anthony Curry as Executive Director		
	iv. Mr. Kong Muk Yin as Executive Director		
	v. Mr. Yue Jialin as Executive Director		
	vi. Mr. Lee Seng Hui as Non-executive Director		
	vii. Mr. So Kwok Hoo as Non-executive Director		
	viii. Mr. Chang Chu Fai, Johnson Francis as Independent Non-executive Director		
	ix. Mr. Robert Moyses Willcocks as Independent Non-executive Director		
(b) To authorise the board of directors of the Company to fix the remuneration of the directors.			
3.	To re-appoint Graham H.Y. Chan & Co. as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors to issue securities.		
5.	To grant a general mandate to the directors to repurchase shares.		
6.	To extend the general mandate to the directors to issue shares by the number of shares of the Company repurchased.		
7.	To refresh the 10 per cent. general limit on grant of options under the share option scheme of the Company.		
8.	(a) To approve the grant of options to Ms. Chong Sok Un and Mr. Andrew Charles Ferguson to subscribe for 150,000,000 and 250,000,000 ordinary shares of the Company (the "Directors' Options") respectively at the exercise price of HK\$1.00 per share.		
	(b) To approve and authorise the directors of the Company to allot and issue up to a maximum of not more than 150,000,000 and 250,000,000 shares of par value of HK\$0.10 each in the share capital of the Company to Ms. Chong Sok Un and Mr. Andrew Charles Ferguson respectively in accordance with the terms and conditions of the Directors' Options.		
9.	To approve the increase of the authorised share capital of the Company from HK\$800,000,000 to HK\$2,000,000,000 of HK\$0.1 each in the capital of the Company.		

Dated this _____ day of _____ 2010. Signature(s)⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- 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 FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY 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 notice convening the Meeting.
- This 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.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notorially certified copy of such power or authority, must be deposited at the branch share registrar of the Company, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally 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, personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- 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. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and deposit of the 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.

* For identification purpose only