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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)**
**(Warrant Code: 2478)**

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the special general meeting of APAC Resources Limited (the "**Company**") will be held at Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 8 January 2026 at 10:00 a.m. for the following purposes:

### SPECIAL RESOLUTION

The following resolution will be proposed to be considered as special business and, if thought fit, passed with or without amendments, as special resolution of the Company:

1. "**THAT**:

   (a) subject to the obtaining of all necessary governmental and regulatory consents, the change of the domicile of the Company from Bermuda to Hong Kong ("**Change of Domicile**") by way of application to the Companies Registry in Hong Kong as a public company limited by shares in accordance with the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) ("**Companies Ordinance**") under the laws of Hong Kong, and discontinuation of the Company as an exempted company under the laws of Bermuda be and is hereby approved;

   (b) conditional upon the registration of the Company as a public company limited by shares under section 820C(1) of the Companies Ordinance, the articles of association set out in Appendix I to the circular of the Company dated 18 December 2025 (the "**Circular**") and in the form produced to this meeting marked "A" and initialled by the Chairman of this meeting for the purpose of identification, be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the

* *For identification purpose only*

existing memorandum of association and existing bye-laws of the Company, with effect from the date ("**Date of Re-domiciliation**") on which the Company is registered under section 820C(1) of the Companies Ordinance ("**Adoption of the New Articles of Association**");

(c) conditional upon the registration of the Company as a public company limited by shares under section 820C(1) of the Companies Ordinance, the Chinese name "**亞太資源有限公司**" be adopted as the Chinese name of the Company with effect from the Date of Re-domiciliation ("**Adoption of Chinese Name**"); and

(d) any one of the Directors or the Company Secretary of the Company be and is hereby authorised to do all such acts and things and execute all documents on behalf of the Company necessary to effect or expedient to give effect to or in connection with the implementation of the Change of Domicile, the Adoption of the New Articles of Association and the Adoption of Chinese Name, and to make relevant registrations and filings in accordance with the requirements of the applicable laws in Bermuda and Hong Kong."

## ORDINARY RESOLUTION

The following resolution will be proposed to be considered as special business and, if thought fit, passed with or without amendments, as ordinary resolution of the Company:

2. "**THAT** conditional upon resolution number 1 above as set out in this notice being passed and the registration of the Company as a public company limited by shares under section 820C(1) of the Companies Ordinance:

(a) the contributed surplus account of the Company, as it shall stand at the close of the date immediately prior to the Date of Re-domiciliation, be eliminated and that such amount be transferred, credited and applied to the profit and loss appropriation account of the Company on the Date of Re-domiciliation ("**Elimination and Application of Contributed Surplus**"); and

(b) any one of the Directors or the Company Secretary of the Company be and is hereby authorised to do all such acts and things and execute all documents on behalf of the Company necessary to effect or expedient to give effect to or in connection with the implementation of the Elimination and Application of Contributed Surplus, and if required, to make relevant registrations and filings in accordance with the requirements of the applicable laws in Bermuda and Hong Kong."

For and on behalf of the Board
**APAC Resources Limited**
**Andrew Ferguson**
*Executive Director*

Hong Kong, 18 December 2025

*Notes:*

1. Any member of the Company 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment or postponement thereof.

3. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the meeting convened or any adjournment or postponement 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 registered 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. For determining the entitlement to attend and vote at the meeting, the register of members and the register of warrant holders of the Company will be closed from Monday, 5 January 2026 to Thursday, 8 January 2026, both days inclusive, during which period no transfer of shares and warrants of the Company will be effected. In order to qualify to attend and vote at the meeting, (i) in the case of shareholders, all transfers of share ownership, accompanied by the relevant share certificates; or (ii) in the case of warrant holders, all subscription forms accompanied by the relevant warrant certificates and exercise money, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 2 January 2026.

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

*Executive Director:*
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:*
Mr. Wang Hongqian
Mr. Kelvin Chau Kwok Wing
Mr. Li Chak Hung