



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

(Incorporated in Bermuda with limited liability)
(Stock code: 1104)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the "Meeting") of APAC Resources Limited (the "Company") will be held at 7th Floor, Board Room, The Dynasty Club, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Friday, 27th July 2007 at 10:30 a.m. for the purpose of considering and if thought fit, passing with or without amendments, the following ordinary resolutions of the Company and no shareholder of the Company shall abstain from voting:

ORDINARY RESOLUTIONS

1. **"THAT** the agreement for sale and purchase dated 29th May, 2007 (the "Siberian Agreement") entered into between (i) Siberian Worldwide Ltd. ("Siberian"), as the vendor; (ii) Charlie Lam Leung Seng as the guarantor; and (iii) Super Grand Investments Limited ("Super Grand"), a direct wholly-owned subsidiary of the Company, as the purchaser in relation to the sale and purchase of 304,290,200 ordinary shares (the "CPR Shares") in China Primary Resources Holdings Limited ("CPR"), representing approximately 4.46 per cent. interest in the issued share capital of CPR as at 29th May, 2007 at an aggregate consideration of HK\$115,630,275.24, a copy of which has been produced at the Meeting marked "A" and signed by the chairman of the Meeting for identification purpose, be and is hereby approved, confirmed and ratified, and **THAT** all the transactions contemplated under the Siberian Agreement be and are hereby approved, confirmed and ratified, and **THAT** the directors of the Company ("Directors") be and are hereby authorised to do such acts and execute such other documents with or without amendments and affix the common seal of the Company thereto (if required) as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Siberian Agreement."
2. **"THAT** the agreement for sale and purchase dated 29th May, 2007 (the "Asia Bright Agreement") entered into between (i) Asia Bright International Limited ("Asia Bright"), as the vendor; (ii) Zhang Yuhong as the guarantor; and (iii) Super Grand, as the purchaser in relation to the sale and purchase of 286,123,640 CPR Shares in CPR, representing approximately 4.20 per cent. interest in the issued share capital of CPR as at 29th May, 2007 at an aggregate consideration of HK\$108,726,982.44, a copy of which has been produced at the Meeting marked "B" and signed by the chairman of the Meeting for identification purpose, be and is hereby approved, confirmed and ratified, and **THAT** all the transactions contemplated under the Asia Bright Agreement be and are hereby approved, confirmed and ratified, and **THAT** the Directors be and are hereby authorised to do such acts and execute such other documents with or without amendments and affix the common seal of the Company thereto (if required) as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Asia Bright Agreement."
3. **"THAT** the agreement for sale and purchase dated 29th May, 2007 (the "First South Agreement") entered into between (i) First South International Limited ("First South"), as the vendor; (ii) Mai Wei Liang as the guarantor; and (iii) Super Grand, as the purchaser in relation to the sale and purchase of 272,498,680 CPR Shares in CPR, representing approximately 4.00 per cent. interest in the issued share capital of CPR as at 29th May, 2007 at an aggregate consideration of HK\$103,549,498.00, a copy of which has been produced at the Meeting marked "C" and signed by the chairman of the Meeting for identification purpose, be and is hereby approved, confirmed and ratified, and **THAT** all the transactions contemplated under the First South Agreement be and are hereby approved, confirmed and ratified, and **THAT** the Directors be and are hereby authorised to do such acts and execute such other documents with or without amendments and affix the common seal of the Company thereto (if required) as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the First South Agreement."
4. **"THAT** subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares (as defined below) either unconditionally or subject to such condition as may be reasonably acceptable to the Company, the Directors be and are hereby authorised to allot and issue 101,430,066, 95,374,546 and 90,832,893 shares (the "Consideration Shares") of par value of HK\$0.10 each in the share capital of the Company respectively to Siberian, Asia Bright and First South in accordance with the terms and conditions of the Siberian Agreement, Asia Bright Agreement and First South Agreement respectively, and **THAT** the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may in their discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the allotment and issue of the Consideration Shares."

By Order of the Board
APAC Resources Limited
Cao Zhong
Chairman

Hong Kong, 22nd June, 2007

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Rooms 2808-10, 28/F.,
Wing On House
71 Des Voeux Road
Central Hong Kong

* *For identification purpose only*

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf.
2. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the branch share registrar of the Company in Hong Kong, Secretaries Limited, 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 at the date of this announcement, the board of Directors comprises Mr. Cao Zhong (Chairman), Mr. Lau Yau Cheung (Chief Executive Officer), Mr. Yue Jialin being the executive Directors, Mr. Liu Yongshun, Mr. Zhou Luyong being the non-executive Directors, and Mr. Wong Wing Kuen, Albert, Mr. Tsui Robert Che Kwong and Mr. Yang Weiming being the independent non-executive Directors.