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APEX CAPITAL LIMITED

(incorporated in the Cayman Islands with limited liability)
(Stock code: 905)

- (1) OPEN OFFER IN THE PROPORTION OF TWO OFFER SHARES FOR EVERY ONE SHARE HELD ON THE RECORD DATE;**
- (2) INCREASE IN AUTHORIZED SHARE CAPITAL;**
- (3) CHANGE OF COMPANY NAME;**
- (4) TERMINATION OF EXISTING SHARE OPTION SCHEME AND ADOPTION OF NEW SHARE OPTION SCHEME; AND**
- (5) RESUMPTION OF TRADING**

Financial Adviser to the Company

UPBEST SECURITIES COMPANY LIMITED

Underwriter

UPBEST SECURITIES COMPANY LIMITED

OPEN OFFER

The Company proposes to raise approximately HK\$33,360,000 before expenses by issuing 480,000,000 Offer Shares at the Subscription Price of HK\$0.0695 per Offer Share on the basis of two Offer Shares for every one existing Share in issue on the Record Date.

The Directors intend to use the net proceeds of the Open Offer, being approximately HK\$31,700,000, for general working capital in accordance with the Company's business policy of investing in listed and unlisted companies in Hong Kong and PRC to achieve capital appreciation of its assets.

The Open Offer will not be available to the Prohibited Shareholders. The last day of dealings in Shares on a cum-rights basis is Thursday, 2 October 2008. The Shares will be dealt with on an ex-rights basis from Friday, 3 October 2008. To qualify for the Open Offer, any transfer of Shares must be lodged for registration with the Company's branch share registrar in Hong Kong by 4:00 p.m. on 6 October 2008.

As at the date of this announcement, the Controlling Shareholder is the legal and beneficial owner of 132,933,200 Shares. Mr. Mung is the beneficial owner of 99.99% of the entire issued share capital of the Controlling Shareholder. Pursuant to the Underwriting Agreement, the Controlling Shareholder has undertaken to subscribe or procure to subscribe 265,866,400 Offer Shares to which the Controlling Shareholder is entitled pursuant to the Open Offer.

The Underwriter has conditionally agreed to take up all the Offer Shares (other than the Offer Shares agreed to be taken up by the Controlling Shareholder) which have not been taken up, being not more than 214,133,600 Offer Shares. The Open Offer is fully underwritten.

The Open Offer is conditional upon the fulfillment of the conditions set out under the paragraph headed "Conditions of the Open Offer" below. In particular, it is subject to the Underwriting Agreement not being terminated in accordance with its terms (see the paragraph headed "Termination of the Underwriting Agreement" below). If the Underwriter terminates the Underwriting Agreement, or the conditions of the Open Offer are not fulfilled, the Open Offer will not proceed.

Any persons contemplating buying or selling Shares from the date of this announcement up to the date on which all the conditions of the Open Offer are fulfilled, bear the risk that the Open Offer may not become unconditional or may not proceed.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Offer Shares.

INCREASE IN AUTHORISED SHARE CAPITAL

To cater for the Open Offer, the Company proposes to increase its authorised share capital from HK\$10,000,000 divided into 400,000,000 Shares to HK\$50,000,000 divided into 2,000,000,000 Shares by creating an additional 1,600,000,000 unissued Shares.

CHANGE OF COMPANY NAME

A special resolution will be proposed at the EGM to approve the change of the Company's name from "Apex Capital Limited" to "Mastermind Capital Limited" and upon the name change becoming effective, the new Chinese name "慧德投資有限公司" will be adopted to replace "鼎洋投資有限公司" for identification purpose only.

TERMINATION OF EXISTING SHARE OPTION SCHEME AND ADOPTION OF NEW SHARE OPTION SCHEME

The Existing Share Option Scheme was adopted by the Company on 23 May 2002. A resolution will be proposed at EGM 2 to approve the adoption of the New Share Option Scheme and simultaneously the termination of the Existing Share Option Scheme.

GENERAL

The Company has established an Independent Board Committee to advise the Independent Shareholders on the Open Offer. The Company has appointed Hertford and CMB as the joint independent financial advisers to advise the Independent Board Committee and the Independent Shareholders on the Open Offer.

A circular containing, among other things, details of the Open Offer, the increase in authorized share capital, change of the Company's name, termination of Existing Share Option Scheme and adoption of New Share Option Scheme, the recommendation of the Independent Board Committee and the letter from the Joint IFAs to the Independent Board Committee and Independent Shareholders together with notices for convening the EGM and EGM 2 respectively will be despatched to the Shareholders as soon as practicable.

The Prospectus Documents setting out details of the Open Offer will be despatched to the Qualifying Shareholders as soon as practicable, subject to the conditions of the Open Offer being satisfied.

SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 9:30 a.m. on 18 August 2008 pending the release of this announcement. The Company has applied to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 21 August 2008.

PROPOSED OPEN OFFER

Issue statistics

Basis of the Open Offer:	Two Offer Shares for every one existing Share held on the Record Date
Number of existing Shares in issue as at the date of this announcement:	240,000,000 Shares
Number of Offer Shares:	480,000,000 Offer Shares
Number of Offer Shares undertaken to be taken up by the Controlling Shareholder to take up	Pursuant to the Underwriting Agreement, the Controlling Shareholder has undertaken to subscribe for 265,866,400 Offer Shares to which the Controlling Shareholder is entitled pursuant to the Open Offer
Number of Offer Shares underwritten by the Underwriter	The Underwriter has conditionally agreed to take up all the Offer Shares (other than the Offer Shares agreed to be taken up by the Controlling Shareholder) which have not been taken up, being not more than 214,133,600 Offer Shares. The Open Offer is fully underwritten.

There are no outstanding share options under the Existing Share Option Scheme. The Company has no derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares as at the date of this announcement.

The aggregate number of Offer Shares to be issued pursuant to the terms of the Open Offer represents 200.0% of the Company's existing issued share capital as at the date of this announcement and approximately 66.7% of the Company's enlarged issued share capital immediately following the completion of the Open Offer.

Subscription Price

The Subscription Price for the Offer Shares is HK\$0.0695 per Offer Share, payable in full when a Qualifying Shareholder submits the application for the Offer Shares under the Open Offer.

The Subscription Price

- represents a discount of approximately 61.4% to the closing price of HK\$0.18 per Share as quoted on the Stock Exchange on the Last Trading Date;
- represents a discount of approximately 61.4% to the average closing price of HK\$0.18 per Share for the five (5) consecutive trading days up to and including the Last Trading Date;

- represents a discount of approximately 61.4% to the average closing price of HK\$0.18 per Share for the ten (10) consecutive trading days up to and including the Last Trading Date;
- represents a discount of approximately 41.0% to the theoretical ex-rights price of HK\$0.1063 per Share based on the closing price as quoted on the Stock Exchange on the Last Trading Date; and
- represents a premium of approximately 758.0% to the audited consolidated net tangible assets value per Share of approximately HK\$0.0081 (calculated by dividing the latest published audited net tangible assets value of the Group as at 31 December 2007 by the 240,000,000 Shares in issue as at the date of this announcement).

The Subscription Price was arrived at after arm's length negotiation between the Company and the Underwriter with reference to the then market environment, prevailing Share prices and the recent financial conditions of the Group. Taking into account the aforesaid, the theoretical ex-rights price per Share, and the discounts of the Subscription Price to the closing prices of the Shares in the recent trading days, Shareholders may be more interested in participating in the Open Offer without exerting excessive financial burden on their part, the Directors consider that the discount on the Subscription Price to the current market price of the Shares as proposed is appropriate. Each Qualifying Shareholder is entitled to subscribe for the Offer Shares at the same price in proportion to his/her/its shareholding in the Company held on the Record Date. The Directors consider that the terms of the Open Offer are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Status of the Offer Shares

The Offer Shares, when allotted and fully-paid, will rank pari passu in all respects with the then existing Shares in issue on the date of allotment of the Offer Shares in fully-paid form. Holders of such Offer Shares will be entitled to receive all future dividends and distributions which are declared after the date of allotment and issue of the Offer Shares.

No Application for excess Offer Shares

Under the Open Offer, no Qualifying Shareholder is entitled to apply for any Offer Shares which are in excess to his/her/its entitlements.

Any Offer Shares not taken up by the Qualifying Shareholders and the Offer Shares to which the Prohibited Shareholders would otherwise have been entitled under the Open Offer will be taken up by the Underwriter.

Share certificates for the Offer Shares

Subject to the fulfillment of the conditions of the Open Offer (details of which are set out in the section “**Conditions of the Open Offer**” below), certificates for all fully-paid Offer Shares are expected to be posted to the Qualifying Shareholders who have applied for, and paid for the Offer Shares by ordinary post at their own risk.

Qualifying Shareholders

The Company will send (i) the Prospectus Documents to the Qualifying Shareholders; and (ii) the Prospectus, for information only, to the Prohibited Shareholders. To qualify for the Open Offer, the Shareholder must be registered as a member of the Company on the Record Dates, and must not be a Prohibited Shareholder.

In order to be registered as a member of the Company on the Record Date, the Shareholders must lodge any transfers of Shares (with the relevant Share certificate(s)) with the Company’s branch share registrar in Hong Kong by 4:00 p.m. on 6 October 2008. The last day of dealings in Shares on a cum-rights basis is therefore expected to be 2 October 2008. The Shares will be dealt with on an ex-rights basis from 3 October 2008.

The Company’s branch share registrar in Hong Kong is Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong.

The right to apply for Offer Rights under Application Forms is not transferable or capable of renunciation and there will not be any trading in nil-paid entitlements of the Offer Shares on the Stock Exchange.

Closure of register of members

The Company’s register of members will be closed from 8 October 2008 to 13 October 2008, both dates inclusive, to determine entitlements to the Open Offer. No transfer of Shares will be registered during this period.

Prohibited Shareholders

If, based on enquiries made by the Company (which will be sought by the Company in case there is any Shareholders with registered addresses as shown in the register of members of the Company on the Record Date which are outside Hong Kong), the Directors consider that it is necessary or expedient not to extend the Open Offer to the Prohibited Shareholders on account either of the legal restrictions under the laws of the places of his/her/its registered addresses or the requirements of the relevant regulatory bodies or stock exchanges, the Open Offer will not be available to the Prohibited Shareholders. The Company will send the Prospectus to the Prohibited Shareholders for their information only. The Company will not send the Application Forms to the Prohibited Shareholders, but the Prohibited Shareholders will be entitled to attend and vote at the EGM. According to the register of members of the Company as at 13 August 2008, there are no Shareholders with registered addresses which are outside Hong Kong.

Application for listing of the Offer Shares on the Stock Exchange

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Offer Shares.

Conditions of the Open Offer

Pursuant to the Underwriting Agreement, the Open Offer is conditional upon the following conditions being fulfilled:

- (a) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly signed by the Director(s) (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the Listing Rules and the Companies Ordinance not later than the Prospectus Posting Date;
- (b) the posting of the Prospectus Documents to the Qualifying Shareholders on or before the Prospectus Posting Date;
- (c) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of and permission to deal in the Offer Shares;
- (d) the Underwriting Agreement not being terminated;
- (e) compliance with and performance of all the undertakings and obligations of the Company under the terms of the Underwriting Agreement;
- (f) compliance with and performance of the undertakings and obligations of the Controlling Shareholder under the terms of the Underwriting Agreement;
- (g) the passing by the Shareholders at the EGM of an ordinary resolution to approve the increase in the authorised share capital of the Company from HK\$10,000,000 to HK\$50,000,000; and
- (h) the passing by the Independent Shareholders at the EGM of an ordinary resolution (such vote shall be taken by way of poll) to approve the Open Offer.

None of the conditions specified above can be waived by the Underwriter.

If any of the conditions of the Open Offer are not fulfilled by the dates specified therein or if not so specified, by the Latest Time for Termination, the Underwriting Agreement shall terminate and no party shall have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches and the Open Offer will not proceed.

REASONS FOR THE OPEN OFFER AND THE USE OF THE PROCEEDS

The Company is an investment company listed under Chapter 21 of the Listing Rules and is principally engaged in investments in listed and unlisted companies in Hong Kong and the PRC.

The estimated net proceeds under the Open Offer are expected to be approximately HK\$31,700,000. The Company intends to use the proceeds for general working capital in accordance with the Company's business policy of investing in listed and unlisted companies in Hong Kong and the PRC so as to achieve capital appreciation of its assets.

The Board considers that it is prudent to finance the Company's long-term growth by long-term funding, preferably in the form of equity as it will not increase the Company's finance costs. Open Offer provides a good opportunity for the Group to strengthen its capital base and to enhance its financial position. Since the Open Offer will allow the Qualifying Shareholders to maintain their respective pro rata shareholdings in the Company, the Board considers that it is in the interests of the Company and the Shareholders as a whole to raise capital through the Open Offer.

To the best of the Director's knowledge, information and belief having made all reasonable enquiry, all parties to the Open Offer and the ultimate beneficial owners of all parties to the Open Offer are third parties independent of the Company and connected persons of the Company, except the Controlling Shareholder and Mr. Mung. Issue of new securities to the Controlling Shareholder constitutes a connected transaction but is exempted from all reporting, announcement and independent shareholder' approval requirements under Rule 14A.31(3)(a).

UNDERWRITING ARRANGEMENTS

Underwriting Agreement

Date: 15 August 2008

Underwriter: Upbest Securities Company Limited. To the best of the Directors' information and belief, the Underwriter and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules).

Number of Underwritten Shares: The Underwriter has conditionally agreed to take up all the Offer Shares (other than the Offer Shares agreed to be taken up by the Controlling Shareholder) which have not been taken up, being not more than 214,133,600 Offer Shares. The Open Offer is fully underwritten.

Commission: 2.50% of the aggregate Subscription Price of the maximum number of Offer Shares underwritten by the Underwriter. The rate of commission was determined after arms's length negotiation between the Company and the Underwriter with reference to principal factors such as market conditions, financial position of the Group, market price and liquidity of the Shares and is commensurate with market practices. The Directors consider that the commission is fair and reasonable in the circumstances.

If by the Latest Acceptance Time, any of the Offer Shares have not been accepted in accordance with the terms of the Prospectus Documents, the Company shall on or before 4:00 p.m. on the first Business Day after the Latest Acceptance Time notify or procure its branch share registrar in Hong Kong on behalf of the Company to notify the Underwriter in writing of the number of the Offer Shares not taken up and the Underwriter shall subscribe or procure subscription for the Offer Shares not taken up and pay the relevant subscription monies not later than 5:00 p.m. on the third Business Day after (but not including) the Latest Acceptance Time.

Undertaking by the Controlling Shareholder

As at the date of this announcement, the Controlling Shareholder is the legal and beneficial owner of 132,933,200 Shares. Mr. Mung is the beneficial owner of 99.99% of the entire issued share capital of the Controlling Shareholder. Pursuant to the Underwriting Agreement, the Controlling Shareholder has undertaken to subscribe or procure the subscription of 265,866,400 Offer Shares to which the Controlling Shareholder is entitled pursuant to the Open Offer.

Termination of the Underwriting Agreement

The Underwriting Agreement contains provisions granting the Underwriter, by notice in writing, the right to terminate the Underwriter's obligations thereunder on the occurrence of certain events. The Underwriter may terminate the Underwriting Agreement on or before the Latest Time for Termination if prior to the Latest Time for Termination:

- (a) in the reasonable opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:**
 - (i) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or**

- (ii) **the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic or other nature (whether or not ejusdem generic with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or**
- (b) **any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the reasonable opinion of the Underwriter is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or**
- (c) **there is any change in the circumstances of the Company or any member of the Group which in the reasonable opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any of member of the Group or the destruction of any material asset of the Group; or**
- (d) **any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than five consecutive business days, excluding any suspension in connection with the clearance of this announcement or the Prospectus Documents or other announcements or circulars in connection with the Open Offer.**

If the Underwriting Agreement is terminated by the Underwriter on or before the aforesaid deadline or does not become unconditional, the Underwriting Agreement shall terminate and neither no party shall have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches and the Open Offer will not proceed.

Pursuant to the Underwriting Agreement, the Underwriter is entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (a) any material breach of any of the warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or**
- (b) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered the warranties or representations contained in the Underwriting Agreement untrue or incorrect in any material aspect comes to the knowledge of the Underwriter.**

WARNING OF THE RISK OF DEALING IN THE SHARES

The Shares will be dealt in on an ex-rights basis from 3 October 2008. If any of the conditions of the Open Offer are not fulfilled on or before the Latest Time for Termination (or such other time and/or date as the Company and the Underwriter may agree), or the Underwriting Agreement is terminated by the Underwriter, the Open Offer will not proceed and the Open Offer will lapse.

Any persons contemplating buying or selling the Shares from the date of this announcement up to the date on which all the conditions of the Open Offer are fulfilled, bear the risk that the Open Offer may not become unconditional or may not proceed.

Any Shareholders or other persons contemplating dealing in the Shares are recommended to consult their own professional advisers.

CHANGES IN SHAREHOLDING STRUCTURE

Set out below is the shareholding structure of the Company as at the date of this announcement and immediately after completion of the Open Offer assuming that there is no change in the shareholding structure of the Company and no Share will be issued from the date of this announcement to the Record Date:

Shareholders	As at the date of this announcement		After completion of the Open Offer and assuming all Qualifying Shareholders take up the Offer Shares		After completion of the Open Offer and assuming no Qualifying Shareholders take up the Offer Shares except the Controlling Shareholder	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
中國天地行物流控股 集團有限公司 (For identification purpose, in English, China Tian Di Xing Logistics Holdings Limited)	132,933,200	55.39	398,799,600	55.39	398,799,600	55.39
Underwriter	0	0.00	0	0.00	214,133,600	29.74
Public Shareholders	107,066,800	44.61	321,200,400	44.61	107,066,800	14.87
Total	<u>240,000,000</u>	<u>100.00</u>	<u>720,000,000</u>	<u>100.00</u>	<u>720,000,000</u>	<u>100.00</u>

FUND RAISING EXERCISES OF THE COMPANY IN THE PAST TWELVE MONTHS

The Company has not conducted any fund raising exercises in the past 12 months immediately preceding the date of this announcement.

EXPECTED TIMETABLE

The expected timetable for the Open Offer set out below is indicative only and is subject to change. Any change will be announced in a separate announcement by the Company as and when appropriate.

2008

Despatch of the Company's circular with notice of EGM	Wednesday, 10 September
Last day of dealings in Shares on a cum-rights basis	Thursday, 2 October
First day of dealings in Shares on an ex-rights basis.	Friday, 3 October
Latest time for lodging transfer of Shares in order to qualify for the Open Offer.	4:00 p.m. on Monday, 6 October
Register of members of the Company closes (both dates inclusive)	Wednesday, 8 October to Monday, 13 October
Date of EGM.	10:00 a.m. on Monday, 13 October
Record Date	Monday, 13 October
Announcement of results of EGM.	by 11:00 p.m. on Monday, 13 October
Register of members re-opens.	Tuesday, 14 October
Despatch of the Prospectus Documents.	Thursday, 16 October
Latest time for payment and acceptance of Offer Shares	4:00 p.m. on Thursday, 30 October
Latest time for the Offer Shares to become unconditional	4:00 p.m. on Tuesday, 4 November
Announcement of results of acceptance of the Open Offer	Wednesday, 5 November
Despatch of certificates for Offer Shares on or before.	Friday, 7 November
Commencement of dealings in Offer Shares	Tuesday, 11 November

INCREASE IN AUTHORISED SHARE CAPITAL

To cater for the Open Offer, the Company proposes to increase its authorised share capital from HK\$10,000,000 divided into 400,000,000 Shares to HK\$50,000,000 divided into 2,000,000,000 Shares by creating an additional 1,600,000,000 unissued Shares. The Open Offer is conditional upon the said increase in authorised share capital of the Company, but the said increase in authorised share capital is not conditional upon the Open Offer.

CHANGE OF COMPANY NAME

A special resolution will be proposed at the EGM to approve the change of the Company's name from "Apex Capital Limited" to "Mastermind Capital Limited" and upon the change of name becoming effective, the new Chinese name "慧德投資有限公司" will be adopted to replace "鼎洋投資有限公司" for identification purpose only. The proposed change of name will take effect from the date on which the relevant special resolution is passed by the Shareholders.

The Board considers that the new name Mastermind Capital Limited (慧德投資有限公司) will more accurately reflect the corporate strength and vision of the Company in investments and the new name will also improve its corporate image and identity as compared with the existing name which is commonly used. Moreover, the new English and Chinese names are self-explanatory which imply intelligent and brilliant investment decisions. The existing name "Apex Capital Limited" does not generate the public attention of the Company to a satisfactory standard. The Board hopes that such change of name will have a positive impact on the reputation and public awareness of the Company. The Board is therefore of the opinion that the proposed change of name of the Company is in the interests of the Company and the Shareholders as a whole.

EFFECTS OF CHANGE OF NAME

The proposed change of Company's name will not affect any rights of the existing Shareholders. All existing share certificates in issue bearing the present name of the Company shall continue to be evidence of title to such shares and valid for trading, settlement and registration purposes. There will not be any arrangement for exchange of the existing share certificates. Once the change of Company's name has become effective, new share certificates will be issued under the new name of the Company. Further announcement in respect of the trading arrangement and other related matters will be made upon the change of name becoming effective.

TERMINATION OF EXISTING SHARE OPTION SCHEME AND ADOPTION OF NEW SHARE OPTION SCHEME

The Existing Share Option Scheme was adopted by the Company on 23 May 2002 which will expire on 22 May 2012. The Directors consider that the New Share Option Scheme, which will be valid for 10 years from the date of its adoption, will provide the Company with more flexibility in long term planning of granting of the share options to eligible persons in a longer period in the future, e.g. considering granting share options after the expiry of the Existing Share Option Scheme. This can provide appropriate incentives or rewards to eligible persons for their contributions or potential contributions to the Group. There will be no material difference between the terms of the Existing Share Option Scheme and the proposed New Share Option Scheme. A resolution will be proposed at EGM 2, which will be held after completion of the Open Offer, to approve the adoption of the New Share Option Scheme and simultaneously the termination of the Existing Share Option Scheme. The principal terms of the New Share Option Scheme will be included in the circular to be despatched to the Shareholders.

GENERAL

An ordinary resolution will be proposed at the EGM to approve by way of poll the Open Offer. The Controlling Shareholder and Mr Mung and their respective associates will abstain from voting on the relevant resolution at the EGM.

A special resolution will be proposed at the EGM to approve the change of Company's name. An ordinary resolution will be proposed at the EGM to approve the increase in the authorised share capital.

An ordinary resolution will be proposed at EGM 2, which will be held after completion of the Open Offer, to approve the termination of the Existing Share Option Scheme and adoption of the New Share Option Scheme.

The Company has established an Independent Board Committee (which comprises the three independent non-executive Directors) to advise the Independent Shareholders as to whether the terms of the Open Offer are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

In this connection, the Company has appointed Hertford and CMB as the joint independent financial advisers to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Open Offer are fair and reasonable and in the interests of the Company and the Shareholders as a whole. The Independent Board Committee has approved the appointment of Hertford and CMB as the joint independent financial advisers.

A circular containing, among other things, details of the Open Offer, the increase in authorised share capital of the Company, the change of the Company's name, the termination of the Existing Share Option Scheme and adoption of the New Share Option Scheme, the recommendation of the Independent Board Committee and the letter from Joint IFAs to the Independent Board Committee and Independent Shareholders together with notices for convening the EGM and EGM 2 respectively will be despatched to the Shareholders as soon as practicable.

The Prospectus Documents setting out details of the Open Offer will be despatched to the Qualifying Shareholders as soon as practicable, subject to the conditions being satisfied.

SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 9:30 a.m. on 18 August 2008 pending for the release of this announcement. The Company has applied to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 21 August 2008.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Application Forms”	the application forms for use by the Qualifying Shareholders to apply for the Offer Shares
“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday or a day on which a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.) on which banks are generally open for business in Hong Kong
“CMB”	CMB International Capital Corporation Limited, a licensed corporation for Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), which has been appointed by the Company as one of the Joint IFAs

“Company”	Apex Capital Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Controlling Shareholder”	中國天地行物流控股集團有限公司(For identification purpose, in English, China Tian Di Xing Logistics Holdings Limited), a company incorporated in Hong Kong and the legal and beneficial owner of 132,933,200 Shares as at the date of this announcement
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purposes of considering and approving, among other things, the Open Offer, the increase in authorised share capital of the Company, the change of the Company’s name
“EGM 2”	the extraordinary general meeting of the Company to be convened after the EGM for the purpose of considering and approving the termination of the Existing Share Option Scheme and adoption of the New Share Option Scheme
“Existing Share Option Scheme”	the Company’s existing share option scheme adopted on 23 May 2002
“Group”	the Company and its subsidiaries from time to time
“Hertford”	Hertford Capital Limited, a licensed corporation for Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), which has been appointed by the Company as one of the Joint IFAs
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

“Independent Board Committee”	a committee of the Board, comprising Mr. Chee Man Sang, Eric, Mr. Lo Tak Kin and Ms. Yu Tin Yan, Winnie, all being the independent non-executive Directors, constituted to advise the Independent Shareholders on the Open Offer
“Independent Shareholders”	Shareholders other than (1) the Controlling Shareholder and Mr. Mung and their respective associates; (2) those who are involved in or interested in the Underwriting Agreement; and (3) those who are required to abstain from voting at the EGM
“Joint IFAs”	Hertford and CMB, which have been appointed by the Company as the joint independent financial advisers to the Independent Board Committee in respect of the Open Offer
“Last Trading Date”	15 August 2008, being the last trading day of the Shares prior to the release of this announcement
“Latest Acceptance Time”	4:00 p.m. on 30 October 2008 or such other time and date as may be agreed between the Company and the Underwriter, being the latest time for acceptance of the Offer Shares
“Latest Time for Termination”	4:00 p.m. on the third Business Day after the Latest Acceptance Time or such other time and date as may be agreed between the Company and the Underwriter
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“New Share Option Scheme”	the new share option scheme proposed to be adopted by the Company at the EGM 2
“Mr. Mung”	Mr. Mung Kin Keung, the chairman and an executive director of the Company and the beneficial owner of 99.99% of the issued share capital of the Controlling Shareholder
“Open Offer”	the proposed issue of Offer Shares by the Company on the basis of two Offer Shares for every one existing Share held on the Record Date to the Qualifying Shareholders at the Subscription Price, pursuant to the terms and conditions of the Open Offer

“Offer Share(s)”	480,000,000 new Shares to be issued by the Company pursuant to the Open Offer
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau and Taiwan for the purpose of this announcement
“Prohibited Shareholders”	the Shareholders to whom the Board, after having made enquiries, considers it necessary or expedient not to offer the Offer Shares, on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Prospectus”	the prospectus to be issued by the Company in relation to the Open Offer
“Prospectus Documents”	the Prospectus and the Application Forms
“Prospectus Posting Date”	16 October 2008, the date of posting the Prospectus Documents to Qualifying Shareholders and posting the Prospectus to Prohibited Shareholders for their information only
“Qualifying Shareholder(s)”	the Shareholder(s), other than the Prohibited Shareholders, whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date
“Record Date”	13 October 2008 or such other date as may be agreed between the Company and the Underwriter
“Share(s)”	ordinary shares with a par value of HK\$0.025 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	subscription price of HK\$0.0695 per Offer Share
“Underwriter”	Upbest Securities Company Limited, a licensed corporation for Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), whose ordinary course of business includes underwriting

“Underwriting Agreement” the underwriting agreement dated 15 August 2008 entered into between the Company, the Underwriter and the Controlling Shareholder in relation to the Open Offer

“%” per cent.

By order of the board of directors of
APEX CAPITAL LIMITED
Mung Kin Keung
Chairman

As at the date of this announcement, the board of directors comprises Mr. Mung Kin Keung, Mr. Ha Wing Ho, Peter, Mr. Leong Chi Wai and Mr. Leung King Yue, Alex as executive directors; Mr. Chee Man Sang, Eric, Mr. Lo Tak Kin and Ms. Yu Tin Yan, Winnie as independent non-executive directors.

Hong Kong, 20 August 2008

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.