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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold** all your shares in **APEX CAPITAL LIMITED**, you should at once hand this circular and the accompanying proxy form to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**APEX CAPITAL LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 905)**

**RE-ELECTION OF DIRECTORS AT THE AGM  
GENERAL MANDATES TO ISSUE SHARES  
AND  
REPURCHASE SHARES OF THE COMPANY**

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A notice convening an annual general meeting of Apex Capital Limited (“the Company”) to be held at Conference Room 204, 2/F, 4 Harbour Road, Wanchai, Hong Kong on Thursday, 21st June, 2007 at 2:30 p.m. is set out on pages 13 to 15 of this circular. Whether or not you propose to attend the annual general meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the principal place of business of the Company in Hong Kong at 19/F Beverly House, 93-107 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting.

Hong Kong, 28th May, 2007

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at Conference Room 204, 2/F, 4 Harbour Road, Wanchai, Hong Kong on Thursday, 21st June, 2007 at 2:30 p.m., notice of which is set out on pages 13 to 15 of this circular
“associate”	has the same meaning as defined in the Listing Rules
“Board/Directors”	directors of the Company
“Companies Law”	the Companies Law (2004 Revision) (Cap. 22) of the Cayman Islands
“Company”	Apex Capital Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Stock Exchange
“connected person”	has the same meaning as defined in the Listing Rules
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23rd May, 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	share(s) of HK\$0.025 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## LETTER FROM THE BOARD

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### **APEX CAPITAL LIMITED**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 905)**

*Executive Directors:*

Mr. MUNG Kin Keung (*Chairman*)

Mr. HA Wing Ho, Peter

Mr. LEONG Chi Wai

Mr. LEUNG King Yue, Alex

*Registered office:*

Ugland House

P.O. Box 309

George Town

Grand Cayman

Cayman Islands

*Independent Non-executive Directors:*

Mr. CHEE Man Sang, Eric

Mr. LO Tak Kin

Ms. YU Tin Yan, Winnie

*Principal place of business*

*in Hong Kong:*

19/F Beverly House,

93-107 Lockhart Road

Wanchai

Hong Kong,

Hong Kong, 28th May, 2007

*To the shareholders*

Dear Sir or Madam,

### **RE-ELECTION OF DIRECTORS AT THE AGM GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES OF THE COMPANY**

#### **INTRODUCTION**

The Board wishes to seek the approval of the Shareholders at the AGM for (i) re-election of directors; (ii) granting of the general mandate to issue Shares (referred to in resolution no. 4 of the notice of the AGM accompanying this circular); and (iii) granting of the general mandate to repurchase Shares (referred to in resolution no. 5 of the notice of AGM accompanying this circular).

The purpose of this circular is to (i) provide you details of the directors who are subject to re-election at the AGM; (ii) provide you with details of the general mandate to issue Shares; (iii) provide you with details of the general mandate to repurchase Shares; (iv) set out an explanatory statement regarding the general mandate to repurchase Shares as required under the Listing Rules; and (v) give you notice of the AGM.

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## LETTER FROM THE BOARD

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### **RE-ELECTION OF DIRECTORS**

The Board currently consists of seven directors, namely Mr. MUNG Kin Keung, Mr. HA Wing Ho, Peter, Mr. LEONG Chi Wai, Mr. LEUNG King Yue, Alex, Mr. CHEE Man Sang, Eric, Mr. LO Tak Kin and Miss YU Tin Yan, Winnie.

In accordance with Article 157 of the Articles of Association, one third directors shall retire from office by rotation at the AGM. Mr. LEUNG King Yue, Alex, Ms. LO Tak Kin and Ms. YU Tin Yan, Winnie who were appointed by the Directors after the 2006 AGM of the Company will in accordance with Article 157 of the Articles of Association, retire by rotation at the AGM and being eligible, offer themselves for re-election at the AGM.

Mr. MUNG Kin Keung, Mr. HA Wing Ho, Peter, Mr. LEONG Chi Wai and Mr. CHEE Man Sang, Eric who were appointed by the Directors after the 2006 annual general meeting of the Company will in accordance with Article 123 of the Articles of Association, retire by rotation at the AGM and being eligible, offer themselves for re-election at the AGM.

Details of the above named Directors who are subject to re-election in the AGM are set out in Appendix I of this circular in accordance with the relevant requirements of the Listing Rules.

### **GENERAL MANDATE TO ISSUE SHARES**

It will be proposed at the AGM two ordinary resolutions respectively granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution and adding to such general mandate so granted to the Directors any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the general mandate to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing such resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised 240,000,000 shares.

Subject to the passing of relevant resolution to approve the general mandate to repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the said general mandate to repurchase a maximum of 24,000,000 Shares.

### **GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 23rd June, 2006, a general mandate was given by the Company to the Directors to exercise the powers of the Company to repurchase shares. Such mandate will be lapsed at the conclusion of the forthcoming AGM to be held on Thursday, 21st June, 2007. The Directors propose to seek your approval of an ordinary resolution regarding general mandate to repurchase Shares to be proposed at the forthcoming AGM.

An explanatory statement as required under the Listing Rules concerning the general mandate to repurchase Shares is set out in the Appendix II to this circular.

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## LETTER FROM THE BOARD

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### AGM

At the Annual General Meeting, resolutions will be proposed to the shareholders in respect of the ordinary business of the Company to be considered at the AGM, being the approval and adoption of the audited financial statements, the directors' report and the auditors' report for the year ended 31st December, 2006, the re-election of Directors and authorisation of the board to fix the remuneration of directors, and the re-appointment of auditors and fixing their remuneration, and the special business of the Company to be considered at the AGM, being the proposed grant of the Repurchase Proposal and the general mandate for Directors to issue new Shares. The notice of AGM is set out on pages 13 to 15 of this circular

You will find enclosed a proxy form for use at the AGM. Whether or not you are able to attend the AGM, you are required to complete the proxy form and return it to the principal place of business of the Company in Hong Kong at 19/F Beverly House, 93-107 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM. Completion and return of the proxy form will not prevent you from attending and voting at the AGM if you so wish.

### RIGHT TO DEMAND A POLL

Pursuant to Article 100 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is required under the Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. A poll may be demanded by:

- (a) the Chairman of the meeting; or
- (b) at least five members present in person or by proxy and entitled to vote; or
- (c) any member or members present in person or by proxy (or in the case of a corporation, by its duly authorized representative) and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (d) any member or members present in person or by proxy (or in the case of a corporation, by its duly authorized representative) and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

### RECOMMENDATION

The Directors consider that the re-election of Directors, the granting of the general mandates to Directors to issue Shares and repurchase Shares are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions set out in the notice of AGM.

Yours faithfully  
For and on behalf of the Board  
**MUNG Kin Keung**  
*Director*

Hong Kong, 28th May, 2007

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM to be held on Thursday, 21st June, 2007.

**Mr. MUNG Kin Keung** (“Mr. Mung”), aged 46, has been appointed as an executive director of the Company with effect from 9th March, 2007. Mr. Mung holds a Master Degree in Business Administration from the Asia International Open University in Macau and has over 10 years’ experience in areas of business management, strategic planning and development. Since 1995, he has invested 30% in Banana Leaf (Asia Pacific) Catering Group Company Limited, a private company operating catering business, which has more than 30 restaurants in 12 major cities in China, Philippines and Indonesia. He is also the controlling shareholder and director of Hong Kong Airlines Limited (previously known as CR Airways Limited prior to 22nd September, 2006). The airline is designated to operate scheduled flights to cities in China, including Tianjin, Changsha, Guilin, Nanning, Kunming, Haikou and Sanya.

Mr. Mung has not entered into any service contract with the Company. The appointment of Mr. Mung is of a term of one year commencing from the date of appointment and shall continue unless and until terminated by either Mr. Mung or the Company by one month’s notice. The remuneration of Mr. Mung comprises of an annual salary of HK120,000, which will be reviewed annually by the Board, and discretionary bonus. The amount of remuneration of Mr. Mung is determined with reference to his experiences and efforts to be contributed to the Company.

As at the Latest Practicable Date, Mr. Mung is not connected with any directors, senior management, substantial or controlling shareholders of the Company. 中國天地行物流控股集團有限公司 is holding 132,933,200 shares in the Company. Since Mr. Mung is interested in 99.99% of the entire issued share capital of 中國天地行物流控股集團有限公司, he is deemed to be interested in 132,933,200 shares in the Company under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), representing approximately 55.39% of the total issued share capital of the Company. Save as disclosed above and his directorship in the Company, Mr. Mung does not hold any positions with the Company and other members of the Company, and did not hold any directorships in other listed public companies in the last three years.

In relation to the re-election of Mr. Mung as an executive director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of Shareholders of the Company.

**Mr. HA Wing Ho, Peter** (“Mr. Ha”), aged 44, has been appointed as an executive director of the Company with effect from 9th March, 2007. Mr. Ha obtained LLB from the University of Wales in 1984 and PCLL from The University of Hong Kong in 1985. He is a partner of Messrs. Kok and Ha, Solicitors which was founded in 1989. He is also a director of Hong Kong Express Airways Limited.

Mr. Ha has not entered into any service contract with the Company. The appointment of Mr. Ha is of a term of 1 year commencing from the date of appointment and shall continue unless and until terminated by either Mr. Ha or the Company by one month's notice. The remuneration of Mr. Ha comprises of an annual salary of HK\$120,000, which will be reviewed annually by the Board. There will be no discretionary/fixed bonus. The amount of remuneration of Mr. Ha is determined with reference to her experiences and efforts to be contributed to the Company.

As at the Latest Practicable Date, Mr. Ha is not connected with any directors, senior management, substantial or controlling shareholders of the Company, nor has he has any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Ha does not hold any positions with the Company and other members of the Company and did not hold any directorship in other listed public companies in the last three years.

In relation to the re-election of Mr. Ha as an executive director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of Shareholders of the Company.

**Mr. LEONG Chi Wai** ("Mr. Leong"), aged 31, has been appointed as an executive director of the Company with effect from 9th March, 2007. Mr. Leong holds a Bachelor Degree in Business Administration from the University of Hong Kong and has 10 years' experience in managing listed and unlisted direct investments, property investments and corporate finance activities. He was a senior manager of Yu Ming Investment Management Company Limited, a licensed corporation permitted to engage in types 1, 4, 6, 9 regulated activities under the SFO. Mr. Leong is licensed under the SFO to carry out securities advisory, corporate finance advisory and asset management activities. Mr. Leong has agreed to invest in Hua Yu Investment Management Limited ("**Hua Yu**") and will become a substantial shareholder of Hua Yu, the investment manager of the Company pursuant to an investment management agreement entered into between the Company and Hua Yu on 12th May, 2005. The process is still in progress.

The appointment of Mr. Leong is of a term of one year commencing from the date of appointment and shall continue unless and until terminated by either Mr. Leong or the Company by one month's notice. The remuneration of Mr. Leong comprises of an annual salary of HK\$120,000, which will be reviewed by the Board annually. There will be no discretionary/fixed bonus. The amount of remuneration of Mr. Leong is determined with reference to his experiences and efforts to be contributed to the Company.

As at the Latest Practicable Date, Mr. Leong is not connected with any directors, senior management, substantial or controlling shareholders of the Company, nor has he has interest or deemed interest in the shares or underlying shares of the Company within the meaning of part XV of the Securities and Futures Ordinance.

In relation to the re-election of Mr. Leong as an executive director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of Shareholders of the Company.

**Mr. CHEE Man Sang, Eric** (“Mr. Chee”), aged 45, has been appointed as an independent non-executive director of the Company with effect from 9th March, 2007. Mr. Chee is a practising Certified Public Accountant in Hong Kong and a senior partner of Chan Chee Cheng & Co., a firm of certified public accountants. Mr. Chee holds a Bachelor Degree in Commerce (majoring in Accounting) from Birmingham University. He had worked in two international accounting firms in Canada and Hong Kong. Mr. Chee is an associate member of the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants of Ontario, Canada. Mr. Chee was appointed as an independent non-executive director of Hop Fung Group Holdings Limited, a listed company in Hong Kong, on 4th September, 2003.

As at the Latest Practicable Date, Mr. Chee has not entered into any service contract with the Company. The appointment of Mr. Chee is of a term of 1 year commencing from the date of appointment and shall continue unless and until terminated by either Mr. Chee or the Company by one month’s notice. The remuneration of Mr. Chee comprises of an annual salary of HK\$60,000, which will be reviewed annually by the Board. There will be no discretionary/fixed bonus. The amount of remuneration of Mr. Chee is determined with reference to his experiences and efforts to be contributed to the Company. Mr. Chee is not connected with any directors, senior management, substantial or controlling shareholders of the Company, nor has he has any interest or deemed interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above and his directorship in the Company, Mr. Chee does not hold any positions with the Company and other members of the Company.

In relation to the re-election of Mr. Chee as an independent non-executive director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of Shareholders of the Company.

**Mr. LEUNG King Yue, Alex** (“Mr. Leung”), aged 29, has been appointed as an executive director of the Company with effect from 9th March, 2007. Mr. Leung holds a Bachelor Degree in Commerce specializing in Economics and Finance from the University of Melbourne in Australia and is a Chartered Financial Analyst of the United States of America. Mr. Leung started his career in investment banking with Yu Ming Investment Management Limited in 2000 focusing on private equity projects, corporate finance advisory, merger and acquisition transactions and listed equities. Mr. Leung then joined MYM Capital Limited, a sister company of Yu Ming Investment Management Limited, in 2003 as a portfolio manager specializing in investments in global high yield fixed income securities and listed Chinese equities. He is licensed by the SFO to carry out securities advisory, corporate finance advisory and asset management activities. He is currently a Responsible Officer of both MYM Capital Limited and Asian Asset Management Limited.

The appointment of Mr. Leung is of a term of one year commencing from the date of appointment and shall continue unless and until terminated by either Mr. Leung or the Company by one month's notice. For termination of services, the Company is not required to give a period of notice of more than one year or to pay compensation or make other payments equivalent to more than one year's emoluments. He is entitled to receive an annual director's fee of HK\$96,000 which will be reviewed annually by the Board. There will be no discretionary/fixed bonus. The amount of remuneration of Mr. Leung is determined with reference to his experiences and efforts to be contributed to the Company.

Save as disclosed above Mr. Leung does not have any interest in shares of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance and Mr. Leung does not have any relationships with any other directors or senior management or substantial or controlling shareholders of the Company. Mr. Leung did not hold any directorships in other listed public companies in the last three years.

In relation to the re-election of Mr. Leung as an executive director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of Shareholders of the Company.

**Mr. LO Tak Kin** ("Mr. Lo"), aged 39, has been appointed as an independent non-executive director of the Company with effect from 9th March, 2007. Mr. Lo is a practicing Certified Public Accountant in Hong Kong and an associate member of the Hong Kong Institute of Certified Public Accountants and also a fellow member of the Association of Chartered Certified Accountants. Mr. Lo is currently a director of M Square CPA Limited, Certified Public Accountants and has extensive experience in auditing, tax planning and finance.

The appointment of Mr. Lo is of a term of one year commencing from the date of appointment and shall continue unless and until terminated by either Mr. Lo or the Company by one month's notice. For termination of services, the Company is not required to give a period of notice of more than one year or to pay compensation or make other payments equivalent to more than one year's emoluments. He is entitled to receive an annual director's fee of HK\$60,000 which will be reviewed annually by the Board. There will be no discretionary/fixed bonus. The amount of remuneration of Mr. Lo is determined with reference to his experiences and efforts to be contributed to the Company.

Save as disclosed above Mr. Lo does not have any interest in shares of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance and Mr. Lo does not have any relationships with any other directors or senior management or substantial or controlling shareholders of the Company. Mr. Lo did not hold any directorships in other listed public companies in the last three years.

In relation to the re-election of Mr. Lo as an independent non-executive director of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of Shareholders of the Company.

**Ms. YU Tin Yan, Winnie** (“Ms. Yu”), aged 32, has been appointed as an independent non-executive director of the Company with effect from 9th March, 2007. Ms. Yu was admitted as a Solicitor of the High Court of Hong Kong in 1999. Ms. Yu is currently an Associate of Messrs. Tong Kan & Co. Ms. Yu is also currently a Full Member and Director of the Association of Hong Kong Professionals Limited with which she serves as a Deputy General Secretary and Standing Committee Member.

The appointment of Ms. Yu is of a term of one year commencing from the date of appointment and shall continue unless and until terminated by either Ms. Yu or the Company by one month’s notice. For termination of services, the Company is not required to give a period of notice of more than one year or to pay compensation or make other payments equivalent to more than one year’s emoluments. She is entitled to receive an annual director’s fee of HK\$60,000 which will be reviewed annually by the Board. There will be no discretionary/fixed bonus. The amount of remuneration of Ms. Yu is determined with reference to her experiences and efforts to be contributed to the Company.

Save as disclosed above Ms. Yu does not have any interest in shares of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance and Ms. Yu does not have any relationships with any other directors or senior management or substantial or controlling shareholders of the Company. Ms. Yu did not hold any directorships in other listed public companies in the last three years.

In relation to the re-election of Ms. Yu as an independent non-executive director of the Company, there is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of Shareholders of the Company.

In the opinions of the Directors, other than the above said matters, there are no other matters need to be brought to the attention of the Shareholders of the Company in relation to the re-election of the above retiring directors.

This section includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the general mandate to repurchase Shares proposed to be granted to the Directors at the AGM.

### **1. STOCK EXCHANGE RULES FOR REPURCHASE OF SHARES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase Shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of Shares by a company with a primary listing on the Stock Exchange must be approved by Shareholders in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the Shares to be repurchased must be fully paid up.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 240,000,000 fully paid Shares of HK\$0.025 each.

Subject to the passing of relevant resolution to approve the general mandate to repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the said general mandate to repurchase a maximum of 24,000,000 Shares.

### **3. REASONS FOR REPURCHASE**

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

### **4. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association and the Companies Law. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Companies Law.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31st December, 2006) in the event that the power to repurchase Shares was to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the power to repurchase Shares if such general mandate will be granted to them to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
May 2006	0.090	0.050
June 2006	0.060	0.050
July 2006	0.060	0.050
August 2006	0.060	0.050
September 2006	0.080	0.060
October 2006	0.240	0.050
November 2006	0.220	0.100
December 2006	0.160	0.130
January 2007	0.140	0.110
February 2007	0.800	0.120
March 2007	0.630	0.290
April 2007	0.450	0.320
May 2007 (up to the latest practicable date)	0.465	0.400

## 6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company or its subsidiaries under the general mandate to repurchase Shares if such is approved by the Shareholders of the Company.

No other connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the general mandate to repurchase Shares is approved by the Shareholders of the Company.

## 7. EFFECT OF THE TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the general mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Codes. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Codes.

As at the Latest Practicable Date, the register maintained by the Company pursuant to Section 336 of the Securities and Future Ordinance shows the following Shareholder having interests in Shares of 5% or more of the issued Shares:

Name	No. of Shares	Percentage of issued capital
中國天地行物流控股集團有限公司 ( <i>note 1</i> )	132,933,200	55.39%

*Note:*

- (1) 132,933,200 shares are held by 中國天地行物流控股集團有限公司, a company in which Mr. MUNG Kin Keung holds 99.99% equity interests.

Based on such shareholdings and in the event that the Directors exercise in full the power to repurchase Shares pursuant to the general mandate, the shareholdings of 中國天地行物流控股集團有限公司 would be increased to approximately 61.5% of the issued share capital of the Company.

The Directors are not aware of any consequences which may arise under the Takeovers Codes as a result of any repurchases made under the general mandate. In the event that the general mandate to repurchase Shares is exercised in full, the number of Shares held by the public would not fall below 25%. The Company have no present intention to repurchase Shares.

## 8. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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### APEX CAPITAL LIMITED

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 905)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of the Company will be held at Conference Room 204, 2/F, 4 Harbour Road, Wanchai, Hong Kong on Thursday, 21st June, 2007 at 2:30 p.m. for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31st December, 2006.
2. To re-elect retiring directors and to fix the remuneration of directors.
3. To re-appoint auditors and to authorise the directors to fix their remuneration.

As special business, to consider and, if thought fit, pass the following resolutions, which will be proposed with or without amendments, as ordinary resolutions of the Company:

4. **“THAT:**
  - (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.025 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
  - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares as scrip dividends pursuant to the articles of association of the Company from time to time; or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for grant or issue of shares or rights to acquire shares of the Company; shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to the holders of shares of the Company on the register on fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.025 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (“the Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which the Directors of the Company is authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution; and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. **“THAT** subject to the passing of Resolutions No. 4 and No. 5 set out in the notice convening the meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to Resolution No. 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 5 set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said Resolution.”

By Order of the Board  
**CHAN Wai Man**  
*Company Secretary*

Hong Kong, 28th May, 2007

*Notes:*

- i. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend and vote for him. A proxy need not be a member of the Company.
- ii. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusions of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- iii. In order to be valid, a form of proxy must be deposited at the Company’s principal place of business in Hong Kong at 19/F Beverly House, 93-107 Lockhart Road, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for holding the above meeting or any adjournment thereof.
- iv. With regard to item no.2 in this notice, the board of directors of the Company proposes that the retiring directors, namely Messrs. MUNG Kin Keung, HA Wing Ho, Peter, LEONG Chi Wai, CHEE Man Sang, Eric, LEUNG King Yue, Alex, LO Tak Kin and YU Tin Yan, Winnie be re-elected as directors of the Company. Details of such retiring directors and set out in Appendix I of the circulars to shareholders on 28th May, 2007.