



## **APEX CAPITAL LIMITED**

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

(Stock Code: 905)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING NO. 2**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**Meeting**”) of Apex Capital Limited (“**Company**”) will be held at 10:00 a.m. on Monday, 15 December 2008 at 28/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolutions:

#### **ORDINARY RESOLUTIONS**

**“THAT:**

- (a) subject to the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of and permission to deal in the shares (“**Shares**”) in the capital of the Company with a par value of HK\$0.025 each to be issued and allotted by the Company under the proposed share option scheme of the Company (the “**Scheme**”), the rules of which are set out in a document submitted to the meeting marked “A” and signed for the purpose of identification by the Chairman, such Scheme be and is hereby approved and adopted as the Company’s share option scheme and the directors of the Company (“**Directors**”) be and are hereby authorised to take all such steps as they may deem necessary, desirable or expedient to carry into effect, waive or amend the Scheme subject to the terms of the Scheme and Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);
- (b) the Directors be and are hereby authorised to grant options to subscribe for Shares in accordance with the rules of the Scheme up to a maximum of 10% of the Shares in issue as at the date of passing of this resolution, to issue and allot Shares pursuant to the exercise of the options so granted, to administer the Scheme in accordance with its terms and to take all necessary actions incidental thereto as the Directors deem fit; and

- (c) conditional upon the Scheme becoming unconditional, the existing share option scheme of the Company which was adopted by the Company on 23 May 2002 be terminated with effect from the date on which such resolution shall become unconditional.”

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

Hong Kong, 10 September 2008

*Head office and principal place of business  
in Hong Kong:*  
28/F, Bank of East Asia Harbour View Centre  
56 Gloucester Road  
Wanchai, Hong Kong

*Registered Office:*  
PO Box 309  
Ugland House  
George Town, Grand Cayman  
Cayman Islands

*Notes:*

1. Every shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a shareholder of the Company.
2. Where there are joint holders of any share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or 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.
3. In order 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 with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude the shareholders of the Company from attending and voting in person at the Meeting should it/he/she so desire.

*As at the date hereof, 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.*