



## APEX CAPITAL LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 905)

### Proxy form for use at the Extraordinary General Meeting to be held on Monday, 15 December, 2008 at 10:00 a.m.

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup> of HK\$0.025 each  
in the capital of APEX CAPITAL LIMITED (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING  
or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_ as  
my/our proxy to attend the extraordinary general meeting of the Company to be held at 28th Floor, Bank of East Asia  
Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Monday, 15 December, 2008 at 10:00 a.m., and at any  
adjournment thereof, and vote for me/us as indicated below, and if no such indication is given, as my/our proxy thinks  
fit <sup>(Note 4)</sup>.

	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
<b>ORDINARY RESOLUTION</b>		
To approve the adoption of the new share option scheme and termination of the existing share option scheme.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2008 Shareholder's Signature <sup>(Note 5)</sup> \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares of HK\$0.025 each registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, please strike out "CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION. Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorised.
6. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed, or certified copy thereof, must be lodged 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 not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
8. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of the proxy form will not preclude you from attending and voting in the meeting if you so wish.