



APEX CAPITAL LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the adjourned extraordinary general meeting (“**Meeting**”) of Apex Capital Limited (“**Company**”) will be held at 10:00 a.m. on Monday, 10 November 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

1. “**THAT** subject to and conditional upon: (i) the passing of ordinary resolution numbered 2 as set out in the notice convening this meeting; (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Offer Shares (as defined below) (in fully-paid form) and (iii) the obligation of the Underwriter (as defined in the Supplemental Circular) under the Underwriting Agreement (as defined in the Supplemental Circular) becoming unconditional and not being terminated in accordance with the terms of that agreement:
 - (a) the Underwriting Agreement and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;
 - (b) the issue by way of Amended Open Offer (“**Amended Open Offer**”) of 1,200,000,000 shares of HK\$0.025 each in the share capital of the Company (“**Offer Shares**”) to the shareholders of the Company (“**Shareholders**”) whose names appear on the register of members of the Company at 4:00 p.m. on 10 November 2008 in the proportion of five Offer Shares for every one existing share of HK\$0.025 each of the Company then held at the subscription price of HK\$0.025 per Offer Share and otherwise on the terms and conditions set out in a supplemental circular dated 24 October 2008 (“**Supplemental Circular**”, a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) be and is hereby approved;

- (c) the directors of the Company (“**Directors**”) be and are hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Amended Open Offer provided that in the case of Shareholders whose addresses as shown on the register of members of the Company on at 4:00 p.m. on 10 November 2008 are in any place outside Hong Kong and the Directors, based on the enquiry made by the Company, consider it necessary or expedient not to offer the Offer Shares to such Shareholders (“**Prohibited Shareholders**”) on account of either legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, the Offer Shares shall not be issued to the Prohibited Shareholders but shall form part of the Offer Shares underwritten by the Underwriter pursuant to the Underwriting Agreement;
 - (d) the arrangement that the Offer Shares not validly applied for by the Shareholders (other than the Prohibited Shareholders) are not available for application by the Shareholders in excess of their assured allotments be and is hereby approved;
 - (e) the sub-underwriting undertaking given by the Controlling Shareholder (as defined in the Supplemental Circular) to the Underwriter as set out in the Supplemental Circular be and is hereby approved;
 - (f) the Directors be and are hereby authorised to make such other exclusions or other arrangements in relation to the Prohibited Shareholders as they may deem necessary or expedient and generally to do such things or make such arrangements as they may think fit to effect the Amended Open Offer; and
 - (g) 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 absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Amended Open Offer and the Underwriting Agreement or any of the transactions contemplated thereunder.”
2. (a) “**THAT** the authorized share capital of the Company be increased from HK\$10,000,000 divided into 400,000,000 Shares of HK\$0.025 each to HK\$50,000,000 divided into 2,000,000,000 Shares of HK\$0.025 each by creating an additional 1,600,000,000 unissued Shares of HK\$0.025 each; and
- (b) any one or more of the Directors be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the proposed increase in authorised share capital of the Company.”

SPECIAL RESOLUTIONS

3. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be and is hereby changed from “Apex Capital Limited” to “Mastermind Capital Limited” and the Chinese name of “慧德投資有限公司” be and is hereby adopted in place of “鼎洋投資有限公司” for identification purpose only with effect from the date of entry of the new name on the register maintained by the Registrar of Companies in the Cayman Islands, and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company.”

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

Hong Kong, 24 October 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:
P.O. 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.