



利海資源
L'SEA RESOURCES

L'SEA RESOURCES INTERNATIONAL HOLDINGS LIMITED

利海資源國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 195)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting to be held at Suite No. 1B on 9/F, Tower 1, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Hong Kong on 18 May 2015 at 11 a.m.

I/We^(note a) _____ of _____ being the registered holder(s) of^(note b) _____ ordinary shares of HK\$0.005 each in the share capital of L'sea Resources International Holdings Limited (the "**Company**"), hereby appoint the Chairman of the Meeting or^(note c) _____ of _____ to

act as my/our proxy to attend, act and vote for me/us at the extraordinary general meeting (the "**Meeting**") of the Company to be held at Suite No. 1B on 9/F, Tower 1, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Hong Kong on 18 May 2015 at 11 a.m. and at any adjournment thereof and to vote on my/our behalf on the undermentioned resolution as indicated below or, if no such indication is given, as my/our proxy thinks fit.

I/We direct that my/our vote be cast on the resolution as indicated by a tick ("✓") in the appropriate box^(note d).

ORDINARY RESOLUTION	For ^(note d)	Against ^(note d)
(a) To approve, confirm and ratify the provisions for or in relation to the Additional Adjustment Events as contained in the terms and conditions of the Convertible Bonds; and to authorize the board of directors of the Company to, for and on behalf of the Company, make adjustment to the Conversion Price of the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds (including without limitation to adjust the Conversion Price from the Original Conversion Price to the New Conversion Price with retrospective effect from 22 February 2013 and may further adjust the Conversion Price from time to time as a result of any other Additional Adjustment Event), and to, for and on behalf of the Company, execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as they may in their absolute discretion consider necessary or desirable for the purpose of and in connection with implementation of such adjustment; and		
(b) to approve the allotment and issuance of the Conversion Shares to the relevant holder(s) of the Convertible Bonds at the Conversion Price as adjusted from time to time in accordance with the terms and conditions of the Convertible Bonds.		

Date _____ Signature^(notes e, f, g, h, i and j) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "**THE CHAIRMAN OF THE MEETING OR**" and insert the name and address of the person appointed proxy in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against". If this form is returned duly signed, but without any such indication, the proxy will vote or abstain 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.
- In the case of joint registered holders of any shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either 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 shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer, attorney or other person so authorised.
- To be valid, this form of proxy together with the 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 at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.
- The description of the resolution in this form is by way of summary only. Please refer to the notice of the Meeting dated 24 April 2015 for the full text of the resolution.