



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: 00195)

PROXY FORM

**Form of proxy for use by shareholders at the annual general meeting to be held at
Suite No. 1B on 9/F., Tower 1, China Hong Kong City,
33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on 27 May 2016 at 11:00 a.m.**

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) ordinary shares of HK\$0.005 each in the 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 annual 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, Kowloon, Hong Kong on 27 May 2016 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf on the undermentioned resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(note d).

ORDINARY RESOLUTIONS		For ^(note d)	Against ^(note d)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the "Directors") and the auditors of the Company for the year ended 31 December 2015		
2.	2.1 To re-elect Dr. Shi Simon Hao as executive Director and to authorise the board of Directors to fix his remuneration		
	2.2 To re-elect Mr. Wang Chuanhu as executive Director and to authorise the board of Directors to fix his remuneration		
	2.3 To re-elect Mr. Chi Chi Hung, Kenneth as independent non-executive Director and to authorise the board of Directors to fix his remuneration		
3.	To appoint Deloitte Touche Tohmatsu as the Company's auditors and to authorise the board of directors to fix their remuneration		
4.	To grant a general mandate to the Directors to allot, issue and otherwise deal with the shares of the Company (the "Shares") not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution		
5.	To grant a general mandate to the Directors to repurchase the Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution		
6.	To extend the general mandate granted to the Directors to issue new Shares as set out in ordinary resolution number 6 as set out in the notice of the meeting		

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 any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any of the resolutions, please tick ("✓") the boxes 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 or attorney 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 notarially 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 resolutions in this form is by way of summary only. Please refer to the notice of the Meeting dated 27 April 2016 for the full text of these resolutions.