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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of L’sea Resources International Holdings Limited (the “**Company**”) will be held at Fuchsia and Ocher Room, 3/F, Gateway Hotel, 13 Canton Road, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 6 June 2017 at 9:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution of the Company.

ORDINARY RESOLUTION

“**THAT**

- (i) the conditional capitalisation agreement (the “**Capitalisation Agreement**”) dated 29 March 2017 and entered into between the Company and Cybernaut Greentech Investment Holding (HK) Limited (“**Cybernaut**”) in relation to the capitalisation of an outstanding principal sum of a loan in the amount of HK\$136,000,000 owed by the Company to Cybernaut by way of allotment and issue of 1,700,000,000 new shares of the Company (the “**Capitalisation Shares**”) to Cybernaut at the capitalisation price of HK\$0.08 per Capitalisation Share (copy of which is produced to the Meeting marked “A” and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (ii) subject to the satisfaction of the conditions precedent set out in the Capitalisation Agreement, the allotment and issue of the Capitalisation Shares in accordance with the terms and conditions of the Capitalisation Agreement be and are hereby approved;

- (iii) the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) to exercise the powers of the Company to allot and issue the Capitalisation Shares to Cybernaut in accordance with the terms and conditions of the Capitalisation Agreement, where such Capitalisation Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and
- (iv) any Director be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps as he may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Capitalisation Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

By Order of the board of Directors of
L’sea Resources International Holdings Limited
NIE Dong
Executive Director and Chief Executive Officer

Hong Kong, 22 May 2017

As at the date of this notice, the board of Directors comprises the following:

Executive Directors:

Mr. NIE Dong
Mr. CHEUNG Wai Kuen
Mr. WANG Chuanhu
Dr. SHI Simon Hao

Independent Non-Executive Directors:

Mr. CHI Chi Hung, Kenneth
Mr. DENG Shichuan
Mr. James MUNN

Registered Office:

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Cayman Islands

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in Hong Kong:*

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China Hong Kong City
33 Canton Road
Tsim Sha Tsui, Kowloon
Hong Kong

Notes:

- (1) A member of the Company entitled to attend and vote at the aforesaid meeting is entitled to appoint one or (if holding two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share, any one of such joint holders may vote, 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 holder who tenders a vote, whether in person or by 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) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority must be deposited with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (4) Pursuant to the articles of association of the Company, the Chairman of the meeting will demand a poll on the resolution(s) set out in this notice put to the vote at the meeting.
- (5) For the purpose of determining the entitlement of the members to attend and vote at the extraordinary general meeting, the register of members of the Company will be closed from Thursday, 1 June to Tuesday, 6 June 2017, both days inclusive, during which period no transfer of shares of the Company will be registered. Members whose names appear on the register of members of the Company at the close of business on Wednesday, 31 May 2017 will be entitled to attend and vote at the extraordinary general meeting. All transfers of shares accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 pm on Wednesday, 31 May 2017.