



SEAPOWER RESOURCES INTERNATIONAL LIMITED

凱暉國際實業有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code 269)

Form of Proxy for Annual General Meeting (or at any adjournment thereof)

I/We, / _____ (name)
of _____ (address)

being the registered holder(s) of³ _____

shares of HK\$0.01 each in the capital of Seapower Resources International Limited ("Company"), **HEREBY APPOINT** the Chairman of the meeting, or⁴ _____ (name)
of _____ (address)

as my/our proxy to attend the Annual General Meeting (or any adjournment thereof) of the Company to be held at Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on 16 July 2004 at 10:30 a.m. and vote and act for me/us and on my/our behalf in respect of the undermentioned resolutions as indicated:

	RESOLUTIONS	FOR ⁵	AGAINST ⁵
1.	To approve ordinary resolution — to receive and consider the audited financial statements and the reports of directors and of the auditor for the year ended 31 March 2004.		
2.	To approve ordinary resolution: (a) To re-elect Mr. Tsang Kam Ching, David as director. (b) To re-elect Mr. Zhao Ming as director. (c) To re-elect Mr. Lee Kwan Hung, Eddie as director. (d) To re-elect Mr. Yau Sui Ki, Christie as director.		
3.	To approve ordinary resolution — to authorise the board of directors of the Company to fix directors' remuneration.		
4.	To approve ordinary resolution — to re-appoint the retiring auditors for the ensuing year and authorise the board of directors of the Company to fix their audit fee.		
5.	To approve special resolution — to adopt the new Memorandum and Articles Association of the Company.		
6.	To approve ordinary resolution — to adopt the Proposed Share Option Scheme and terminate the Share Option Scheme.		
7.	To approve ordinary resolution — to grant an unconditional mandate to directors to allot shares.		
8.	To approve ordinary resolution — to grant an unconditional mandate to repurchase the Company's own shares.		
9.	To approve ordinary resolution — to include nominal amount of shares repurchased by the Company to the mandate granted to the directors under resolution No 7.		

Signature⁷: _____

Dated this _____ day of _____ 2004

Notes:

- Please insert your full name and address in **BLOCK CAPITALS** in the space provided. Only one of joint holders should be mentioned (but see Note 2 below).
- Where there are joint registered holders of any share, any one of such persons may vote at the 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 the 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 shares shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect hereof.
- Please insert the number of shares of HK\$0.01 each in the Company to which this proxy relates and 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 Company registered in your name(s).
- A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent you. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- Please indicate with a tick in the relevant box which way you wish your votes to be cast, if no indication is given, the proxy will vote or abstain at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised on its behalf.
- 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 of authority, **MUST** be deposited at the Company's Hong Kong branch share registrars, Progressive Registration Limited at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.
- Any alteration made in this form should be initialled.

* For identification purpose only