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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: 195)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of L'sea Resources International Holdings Limited (the “**Company**”) will 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 11:00am or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as ordinary resolution of the Company:

ORDINARY RESOLUTION

THAT conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting or confirming the listing of, and permission to deal in, the Conversion Shares which may fall to be allotted and issued upon the conversion of the Convertible Bonds (including without limitation the Conversion Shares which may be issued at the adjusted Conversion Price resulting from the Additional Adjustment Events):

- (a) the provisions for or in relation to the Additional Adjustment Events (as defined in the circular of the Company dated 24 April 2015 (the “**Circular**”), as contained in the terms and conditions of the Convertible Bonds (as defined in the Circular) (a copy of the Circular marked “A” together with a copy of the terms and conditions of the Convertible Bonds marked “B” being tabled before the meeting and initialed by the chairman of the meeting for identification purpose) be and is hereby approved, confirmed and ratified and that the board of directors of the Company be and are hereby authorized 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 (as defined in the Circular) as a result of the Issue 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) 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, (including without limitation the issuance of Conversion Shares at the New Conversion Price (being the adjusted Conversion Price resulting from the Issue (as defined in the Circular)) or the Conversion Price as may be further adjusted from time to time as a result of any other Additional Adjustment Event), be and is hereby approved.

By Order of the Board
L'sea Resources International Holdings Limited
NIE Dong
Executive Director and Chief Executive Officer

Hong Kong, 24 April 2015

Registered office:
Cricket Square Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Suite No. 1B on 9/F, Tower 1
China Hong Kong City,
33 Canton Road,
Tsimshatsui, 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 member 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 Hong Kong branch share registrar of the Company, 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 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 12 May 2015 to 18 May 2015, 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 11 May 2015 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 share register in Hong Kong, Tricor Investor Services Limited, at level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, or registration not later than 4:30 pm on 11 May 2015.
- (6) As at the date of this announcement, the board of directors of the Company comprises four executive directors, namely, Mr. CHEUNG Wai Kuen, Mr. NIE Dong, Mr. WANG Chuanhu and Dr. SHI Simon Hao and three independent non-executive directors, namely, Mr. CHI Chi Hung, Kenneth, Mr. DENG Shichuan and Mr. James MUNN.