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南海控股有限公司*
NAN HAI CORPORATION LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 680)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 15 OCTOBER 2013

The Board is pleased to announce that the ordinary resolutions were duly passed by way of poll at the SGM held on 15 October 2013.

Reference is made to the announcement of Nan Hai Corporation Limited (the “Company”) dated 28 June 2013 and the circular of the Company dated 24 September 2013 (the “Circular”). Unless the context otherwise requires, terms used in this announcement shall have the same meanings as defined in the Circular.

POLL RESULTS OF SGM

The Board is pleased to announce that at the SGM held on 15 October 2013, the proposed resolutions as set out in the notice of the SGM and the Circular were duly passed by the Shareholders or Independent Shareholders (as the case may be) by way of poll.

The poll results in respect of the resolutions are as follows:

Ordinary Resolutions		No. of votes (%)	
		For	Against
1.	To approve, ratify and confirm the SP Agreement (as defined in the Notice) and the transactions contemplated thereunder	13,843,873,772 (100%)	0 (0%)
2.	To approve the Transaction Documents (as defined in the Notice) to be entered into on the date of completion of the SP Agreement (as defined in the Notice)	13,843,873,772 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of the resolutions no. 1 and 2, the ordinary resolutions were therefore duly passed at the SGM.

** For identification purpose only*

As at the date of the SGM:

- (1) the total number of issued Shares was 68,645,535,794;
- (2) the Purchaser shall become a 27% shareholder of Listar and thus be regarded as a connected person of the Company under the Listing Rules upon Completion. The Purchaser does not hold any Share, but Staverley holds 4,893,197,974 Shares, representing approximately 7.13% of the total issued share capital of the Company. The Purchaser and Staverley are fellow subsidiaries as both of them are subsidiaries of CITIC Group, and Staverley is considered as an Associate of the Purchaser who will be a connected person of the Company upon Completion. Therefore, Staverley would be required to abstain from voting at the SGM on the resolution to approve the ordinary resolution in connection with the Transaction Documents;
- (3) the total number of Shares entitling the holders to attend and vote for or against the resolutions no. 1 and 2 at the SGM was 68,645,535,794 Shares and 63,752,337,820 Shares respectively; and
- (4) Apart from the above, there was no Share entitling the holder(s) thereof to attend and abstain from voting in favour of any resolution at the SGM as set out in Rule 13.40 of the Listing Rules and no Shareholder was required to abstain from voting at the SGM under the Listing Rules. No parties were indicated in the Circular that they intended to vote against or to abstain from voting on any resolutions at the SGM.

Tricor Abacus Limited, branch share registrar of the Company in Hong Kong, acted as the scrutineer at the SGM.

By order of the Board
Nan Hai Corporation Limited
Chen Dan
Executive Director

Hong Kong, 15 October 2013

As at the date of this announcement, the directors of the Company are as follows:

<i>Executive directors:</i>	<i>Non-executive directors:</i>	<i>Independent non-executive directors:</i>
Mr. Yu Pun Hoi	Mr. Wang Gang	Prof. Jiang Ping
Ms. Chen Dan	Mr. Lam Bing Kwan	Mr. Hu Bin
Ms. Liu Rong		Mr. Lau Yip Leung