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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 7 DECEMBER 2012**

The Board is pleased to announce that the Ordinary Resolutions were duly passed by the Independent Shareholders by way of poll at the SGM held on 7 December 2012.

Reference is made to the announcement of Nan Hai Corporation Limited (the “Company”) dated 31 October 2012 and the circular of the Company dated 21 November 2012 (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 the ordinary resolutions to approve (i) the Sale and Purchase Agreement and the transactions contemplated thereunder; (ii) the Letter Agreement and the transactions contemplated thereunder; and (iii) the Transactions Documents (the “Ordinary Resolutions”) were duly passed by the Independent Shareholders by way of poll at the SGM.

As at the date of the SGM, the issued share capital of the Company was 68,645,535,794 Shares. Mr. Yu Pun Hoi and his associates, which in aggregate held 35,015,052,603 Shares (representing approximately 51.01% of the total issued Shares as at the date of the SGM), had abstained from voting on the Ordinary Resolutions at the SGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the Ordinary Resolutions at the SGM was 33,630,483,191 Shares (representing approximately 48.99% of the total issued Shares as at the date of the SGM). No Independent Shareholder was entitled to attend and vote only against the Ordinary Resolutions at the SGM.

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

\* For identification purpose only

The poll results in respect of the Ordinary Resolutions are as follows:

Ordinary Resolutions		No. of votes (%)	
		For	Against
1.	To approve, ratify and confirm the Sale and Purchase Agreement (as defined in the Notice) and the transactions contemplated thereunder	5,680,712,418 (99.98%)	1,000,000 (0.02%)
2.	To approve, ratify and confirm the Letter Agreement (as defined in the Notice) and the transactions contemplated thereunder	5,680,712,418 (99.98%)	1,000,000 (0.02%)
3.	To approve the Transactions Documents (as defined in the Notice) to be entered into on the date of completion of the Sale and Purchase Agreement (as defined in the Notice)	5,680,712,418 (99.98%)	1,000,000 (0.02%)

As more than 50% of the votes were cast in favour of the Ordinary Resolutions, the Ordinary Resolutions were duly passed as ordinary resolutions at the SGM.

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

Hong Kong, 7 December 2012

*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	Mr. Huang Yaowen
Ms. Chen Dan	Mr. Lam Bing Kwan	Prof. Jiang Ping
Ms. Liu Rong		Mr. Lau Yip Leung