南海控股有限公司*

NAN HAI CORPORATION LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 680)**

# NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the special general meeting (the "**SGM**") of Nan Hai Corporation Limited (the "**Company**") will be held at Queensway & Victoria, JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 23 November 2009 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following as an ordinary resolution of the Company:

## ORDINARY RESOLUTION

"**THAT**:

(a) the agreement dated 21 October 2009 (the "**Agreement**") made between the Company and the Vendors (as defined in the circular of the Company dated 6 November 2009 (the "**Circular**")), pursuant to which the Company agreed to make an early repayment to the Vendors at the Discounted Amount (as defined in the Circular) as full settlement of the amount of the Cash Portion (as defined in the Circular) (a copy of the Agreement has been produced to the meeting marked "A" and initialed by the chairman of the meeting for the purpose of identification), and the transaction contemplated under the Agreement be and are hereby approved, ratified and confirmed; and

(b) one or more directors of the Company be and is and are hereby authorized on behalf of the Company to do all such deeds, acts, matters and things, and execute further documents as they may in their opinion consider necessary, desirable or expedient for the purpose of or in connection with effecting and implementing the terms of the Agreement and the transactions contemplated under the Agreement."

By Order of the Board
**Watt Ka Po James**
*Company Secretary*

Hong Kong, 6 November 2009

* *For identification purposes only*

*Notes:*

1. Any shareholder entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf in accordance with the bye-laws of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.

2. In order to be valid, the 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 or authority, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event by not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.

3. Where there are joint registered holders of any share(s), any one of such joint holders may attend and vote at the SGM, either in person or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the SGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. 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.

4. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the SGM or any adjournment thereof if he/she so desires. If a shareholder attends the SGM after having deposited the form of proxy, his/her form of proxy will be deemed to have been revoked.

5. Voting of the ordinary resolution as set out in this notice will be by poll.

6. As at the date of this notice, the directors of the Company are:

| *Executive directors:* | *Non-executive directors:* | *Independent non-executive directors:* |
|---|---|---|
| Mr. Yu Pun Hoi | Mr. Qin Tian Xiang | Mr. Huang Yaowen |
| Mr. Wang Gang | Mr. Lam Bing Kwan | Prof. Jiang Ping |
| Ms. Chen Dan | | Mr. Lau Yip Leung |
| Ms. Liu Rong | | |