



**南海控股有限公司\***  
**NAN HAI CORPORATION LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 680)**

**REVISED FORM OF PROXY**

**Revised Form of Proxy for use by shareholders at the annual general meeting (the “Meeting”) of Nan Hai Corporation Limited (the “Company”) to be held at Atrium, 39/F, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 6 June 2016 at 10:45 a.m. or any adjournment thereof**

I/We <sup>(Note a)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note b)</sup> of HK\$0.01 each in the capital of the Company,  
**HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or <sup>(Note c)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to vote and act for me/us at the Meeting of the Company to be held at Atrium, 39/F, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 6 June 2016 at 10:45 a.m. for the purposes of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below <sup>(Note d)</sup>.

|    | <b>ORDINARY RESOLUTIONS</b>  | <b>FOR <sup>(Note d)</sup></b> | <b>AGAINST <sup>(Note d)</sup></b> |
|----|--|--------------------------------|------------------------------------|
| 1. | To receive, consider and approve the audited financial statements and the reports of the directors and independent auditors for the year ended 31 December 2015.                                       |                                |                                    |
| 2. | (a) To re-elect Mr. Wang Gang as a non-executive director of the Company.  |                                |                                    |
|    | (b) To re-elect Mr. Lam Bing Kwan as a non-executive director of the Company.  |                                |                                    |
|    | (c) To authorize the board of directors of the Company to fix the remuneration of the directors of the Company.  |                                |                                    |
|    | (d) To re-elect Mr. Xiao Sui Ning as an independent non-executive director of the Company.   |                                |                                    |
| 3. | To re-appoint Messrs. BDO Limited as auditors of the Company until the conclusion of the next annual general meeting and to authorize the board of directors of the Company to fix their remuneration. |                                |                                    |
| 4. | To grant a general mandate to the directors to issue additional shares.  |                                |                                    |
| 5. | To grant a general mandate to the directors to repurchase shares.  |                                |                                    |
| 6. | To extend the general mandate granted to directors to issue additional shares of the Company by the aggregate number of the shares repurchased by the Company.   |                                |                                    |

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2016. Signature <sup>(Note e)</sup>: \_\_\_\_\_

**Notes:**

- a. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- b. Please insert the number of shares registered in your name(s). If no number is inserted, this revised form of proxy (the “**Revised Proxy Form**”) will be deemed to relate to all the shares in the Company registered in your name(s).
- c. If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS REVISED PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- d. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick any box will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.
- e. This Revised Proxy Form must be signed by you or your attorney duly authorized 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 authorized.
- f. Where there are joint registered holders of any share of the Company, any one of such holders 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, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- g. To be valid, the Revised Proxy Form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the Revised Proxy Form will not preclude any member from attending and voting in person should you so wish. In the event that you attend the Meeting after having lodged the Revised Proxy Form, the Revised Proxy Form will be deemed to have been revoked.
- h. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.

**IMPORTANT: A SHAREHOLDER OF THE COMPANY (“SHAREHOLDER”) WHO HAS ALREADY LODGED THE PROXY FORM WHICH WAS SENT TOGETHER WITH THE NOTICE OF THE MEETING DATED 25 APRIL 2016 (THE “INITIAL PROXY FORM”) SHOULD NOTE THAT:**

- (i) If no Revised Proxy Form is lodged with the branch share registrar of the Company, the Initial Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the Initial Proxy Form, and in respect of the resolution as set out in the supplemental notice of the Meeting and the Revised Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.
- (ii) If the Revised Proxy Form is lodged with the branch share registrar of the Company not less than 48 hours prior to the time appointed for holding the AGM (the “**Closing Time**”), the Revised Proxy Form will revoke and supersede the Initial Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.
- (iii) If the Revised Proxy Form is lodged with the branch share registrar of the Company after the Closing Time, the Revised Proxy Form will be invalid. However, it will revoke the Initial Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the Initial Proxy Form or the Revised Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Revised Proxy Form after the Closing Time. If such Shareholders wish to vote at the Meeting, they will have to attend in person and vote at the Meeting themselves.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Abacus Limited (the address stated in note g above).

\* For identification purpose only