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

FORM OF PROXY

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 Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 3 June 2013 at 10:45 a.m. or any adjournment thereof

I/We ^(Note a), _____

of _____,

being the registered holder(s) of _____ shares^(Note b) of HK$0.01 each in the capital of the Company, HEREBY APPOINT **THE CHAIRMAN OF THE MEETING** or ^(Note c) _____

of _____,

as my/our proxy to vote and act for me/us at the Meeting of the Company to be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 3 June 2013 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 ^(Note d).

		FOR ^(Note d)	AGAINST ^(Note d)
1.	To receive and adopt the audited financial statements and the reports of the directors and auditor for the year ended 31 December 2012.		
2.	(a) To re-elect Mr. Lau Yip Leung as director of the Company.		
	(b) To authorize the board of directors of the Company to fix the remuneration of directors.		
3.	To re-appoint the retiring auditor 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.		

Dated this _____ day of _____ 2013.   Signature ^(note e): _____

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 form of proxy 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 FORM OF PROXY MUST BE INITIALLED 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 form of proxy 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, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.

g. 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 thereof, must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the form of proxy 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 form of proxy, the form of proxy 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.

*   *For identification purpose only*