

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Nan Hai Corporation Limited**, you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**REQUISITION FOR A SPECIAL GENERAL MEETING
FOR APPOINTMENT OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

Capitalised terms used in this cover page shall bear the same meanings as those defined in the section headed “Definitions” in this circular. A notice convening a special general meeting of the Company to be held at Crystal Room IV, 3/F, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, Hong Kong on Friday, 29 September 2023 at 11:00 a.m. is set out on pages 15 to 16 of this circular. A form of proxy for use at the special general meeting is also enclosed. Whether or not you are able to attend and vote at the special general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the special general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the special general meeting or any adjourned meetings should you so wish.

* For identification purpose only

CONTENTS

	<i>Page</i>
DEFINITIONS	1-2
LETTER FROM THE BOARD	3-7
APPENDIX — BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS	8-14
NOTICE OF SPECIAL GENERAL MEETING	15-16

DEFINITIONS

In this circular, unless the contents otherwise requires, the following expressions have the meanings as set out below:

“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company as may be amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Nan Hai Corporation Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed and traded on the Stock Exchange (stock code: 680)
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Resolutions”	the proposed ordinary resolutions set out in the Requisition Notice in relation to the appointment of Directors as referred to in this circular
“Requisition”	the requisition contained in the Requisition Notice relating to the appointment of Directors as referred to in this circular
“Requisition Notice”	a letter to the Company dated 28 July 2023 and deposited at the registered office of the Company in Bermuda on 10 August 2023 from HKSCC Nominees Limited, as the nominee of the Requisitionist, in respect of the Requisition
“Requisitionist”	Pippen Limited
“SGM”	the special general meeting of the Company to be held at Crystal Room IV, 3/F, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, Hong Kong on Friday, 29 September 2023 at 11:00 a.m. or any adjournment thereof, notice of which is set out on pages 15 to 16 of this circular
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company, or if there has been a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company

DEFINITIONS

“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



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

Directors:

Mr. YU Pun Hoi (*Chairman*)
Ms. LIU Rong (*Chief Executive Officer*)
Mr. LAM Bing Kwan[#]
Mr. LAU Yip Leung*
Mr. XIAO Sui Ning*
Mr. HO Yeung Nang*

Principal place of business

in Hong Kong:
12/F., The Octagon,
No. 6 Sha Tsui Road,
Tsuen Wan,
New Territories,
Hong Kong

Registered office:

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

[#] *Non-executive Director*

* *Independent non-executive Directors*

25 August 2023

To the Shareholders

Dear Sir or Madam,

**REQUISITION FOR A SPECIAL GENERAL MEETING
FOR APPOINTMENT OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with (i) the information in relation to the Proposed Resolutions as set out in the Requisition; and (ii) the notice of SGM.

* *For identification purpose only*

LETTER FROM THE BOARD

REQUISITION BY A SHAREHOLDER

The Company received the Requisition Notice deposited at its registered office in Bermuda on 10 August 2023 from HKSCC Nominees Limited, as the nominee of the Requisitionist which is interested in approximately 19.26% shareholding interest in the Company as at the date of the Requisition Notice, requesting the Board to convene the SGM for considering and, if thought fit, passing the following ordinary resolutions:

1. **THAT** Mr. Ng Man Fung Walter be and he is hereby appointed as an executive director of the Company with immediate effect upon passing of this ordinary resolution;
2. **THAT** Mr. Choi, Clifford Wai Hong be and he is hereby appointed as an executive director of the Company with immediate effect upon passing of this ordinary resolution;
3. **THAT** Mr. Chan, Chi Fai David be and he is hereby appointed as a non-executive director of the Company with immediate effect upon passing of this ordinary resolution;
4. **THAT** Mr. Yau, Pak Yue be and he is hereby appointed as an independent non-executive director of the Company with immediate effect upon passing of this ordinary resolution;
5. **THAT** Mr. Chung, Wai Man be and he is hereby appointed as an independent non-executive director of the Company with immediate effect upon passing of this ordinary resolution;
6. **THAT** Mr. Tam, Ho Tak Nick be and he is hereby appointed as an independent non-executive director of the Company with immediate effect upon passing of this ordinary resolution;
7. **THAT** Ms. Hau, Wing Jyun be and she is hereby appointed as an independent non-executive director of the Company with immediate effect upon passing of this ordinary resolution.

Biographical details of the above persons proposed to be appointed as Directors were provided by the Requisitionist in the Requisition Notice and are reproduced in the Appendix to this circular. Shareholders should note that such details have not been verified by the Board.

RELEVANT PROVISIONS UNDER THE COMPANIES ACT

Pursuant to section 74(1) of the Companies Act, the directors of a company, notwithstanding anything in its bye-laws shall, on the requisition of members of the company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the company as at the date of the deposit carries the right of voting at general meetings of the company, or, in the case of a company not having a share capital, members of the company representing not less than one-tenth of the total voting rights of all the members

LETTER FROM THE BOARD

having at the said date a right to vote at general meetings of the company, forthwith proceed duly to convene a special general meeting of the company. Section 74(3) of the Companies Act further provides that if the directors do not within twenty-one (21) days from the date of deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

REASONS FOR THE PROPOSED RESOLUTIONS

The Requisition Notice did not set out any reasons and/or grounds for the Proposed Resolutions. Accordingly, the Board is not able to provide the Shareholders with any reasons and/or grounds in respect of the Proposed Resolutions for consideration.

SPECIAL GENERAL MEETING

The Board has resolved to convene the SGM to consider and, if thought fit, by the Shareholders, to approve the proposed resolutions as set out in the notice of SGM on pages 15–16 of this circular. Whether or not you are able to attend and vote at the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the SGM or any adjourned meetings should you so wish.

In order to determine the eligibility of Shareholders who are entitled to attend and vote at the SGM, the register of members will be closed from Tuesday, 26 September 2023 to Friday, 29 September 2023, both days inclusive, during which period no transfer of Shares will be effected. In order to register the transfers, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 25 September 2023.

PROCEDURES BY WHICH A POLL MAY BE DEMANDED

Pursuant to bye-law 70 of the Bye-Laws, a resolution put to the vote of a general meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll) demanded by:

- (i) the chairman of the meeting; or
- (ii) at least three members present in person (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy for the time being entitled to vote at the meeting; or

LETTER FROM THE BOARD

- (iii) any member or members present in person (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) a member or members present in person (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Pursuant to the Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll (except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands). Accordingly, the chairman of the SGM will request all the proposed resolutions set out in the notice of SGM to be voted on by poll. On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he/she/it is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on a share. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way. The poll results will be published on the websites of the Company and the Stock Exchange on the day of the SGM.

CONTINUED SUSPENSION OF TRADING

Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2022 and will remain suspended until the Company fulfils the Resumption Guidance (as defined in the Company's announcement dated 13 July 2022).

Shareholders and potential investors should exercise caution when dealing in the Shares.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

GENERAL

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

Yours faithfully,
By order of the Board
Nan Hai Corporation Limited
Liu Rong
Executive Director and Chief Executive Officer

The biographical details of the persons proposed to be appointed as Directors at the SGM as set out in the Requisition Notice are reproduced below:

EXECUTIVE DIRECTORS

Ng Man Fung Walter

Mr. Ng Man Fung Walter (“**Mr. Ng**”), obtained a Degree in Economics from University of Oregon. He has over 25 years of experience in financial markets, business administration and business management.

Mr. Ng is currently an executive director of Mingfa Group (International) Company Limited (stock code: 846), and an independent non-executive director of Shougang Concord Grand Group Ltd. (stock code: 730), the securities of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Mr. Ng was the Chief Financial Officer (“**CFO**”) of DoDoPal Holdings Limited from September 2017 to February 2020, the CFO of MEML Holdings Limited from March 2015 to September 2017, and the Head of Corporate Finance of the Company from July 1999 to January 2015.

As at the date of this letter, Mr. Ng does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein and as at the date of this letter, Mr. Ng has not held any directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed herein and as at the date of this letter, Mr. Ng has not held any other positions with the Company and its subsidiaries.

Save as disclosed herein and as at the date of this letter, Mr. Ng does not have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the shareholders of the Company and there is no information relating to Mr. Ng which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

Choi Clifford Wai Hong

Mr. CHOI, Clifford Wai Hong, Clifford (“**Mr. Choi**”), obtained a finance degree in finance and accounting from The Victoria University of Manchester, United Kingdom, in 1982. Mr. Choi is a member of (i) The Hong Kong Institute of Certified Public Accountants; (ii) The Institute of Chartered Accountants in England and Wales; (iii) The Association of Chartered Certified Accountants; and (iv) The Taxation Institute of Hong Kong. Mr. Choi currently holds the HKICPA Practising Certificate.

Mr. Choi joined Pricewaterhouse (currently known as PricewaterhouseCoopers) in Hong Kong since January 1983 and departed in July 1992 with his last position as manager. He was subsequently a general manager in DCH MSC (China) Limited, NHK Distribution Company Limited and Porsche Centre Hangzhou from July 1992 to June 1999, July 1999 to December 2003 and January 2004 to August 2012, respectively. He then joined Princess Yacht Southern China Limited as a chief executive officer from September 2012 to November 2012 and later on as a director in the NHK Yacht Services division of NHK Distribution Company Limited from December 2012 to August 2017. Mr. Choi then joined Beijing Glory Star Centre Automotive Sales and Service Company Limited (北京極光星徽汽車銷售服務有限公司) as its general manager from September 2017 to January 2018. He re-joined NHK Distribution Company Limited since 2003 and currently serves as its director.

Mr. Choi served as an independent non-executive director of Samson Paper Holdings Limited (Provisional Liquidators Appointed)(For Restructuring Purposes Only), a company listed on the Main Board of the Stock Exchange (stock code: 731) from 16 July 2020 until 21 May 2021 when he has been redesignated as executive director. Mr. Choi is a non-executive director of Xinming China Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2699) from 16 April 2021; an independent non-executive director of South Shore Holdings Limited (Provisional Liquidators Appointed), a company listed on the Main Board of the Stock Exchange (stock code: 577) from 18 May 2021, and an independent non-executive director of DreamEast Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 593) from 10 December 2021.

Mr. Choi served as an executive director and an authorised representative of Arta TechFin Corporation Limited (formerly known as Freeman FinTech Corporation Limited), a company listed on the Main Board of the Stock Exchange (stock code: 279) from 19 November 2020 to 29 October 2021, and also served as a non-executive director of Silk Road Logistics Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 988) from 4 June 2021 to 14 December 2021. Mr. Choi had been an independent non-executive director of Bolina Holding Co., Ltd, which was incorporated in the Cayman Islands with limited liability and was delisted from the Main Board of the Stock Exchange on 10 March 2021, from 29 January 2021 to 10 March 2021.

As at the date of this letter, Mr. Choi does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein and as at the date of this letter, Mr. Choi has not held any directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed herein and as at the date of this letter, Mr. Choi has not held any other positions with the Company and its subsidiaries.

Save as disclosed herein and as at the date of this letter, Mr. Choi does not have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the shareholders of the Company and there is no information relating to Mr. Choi which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

NON-EXECUTIVE DIRECTOR

Chan Chi Fai David

Mr. CHAN Chi Fai David (“**Mr. Chan**”), obtained his Master of Business Administration from the University of Manchester. Mr. Chan is also a Certified Public Accountant and Fellow of the Hong Kong Institute of Certified Public Accountants. Mr. Chan has over 35 years of experience in accounting, finance, and business management.

Mr. Chan worked in the audit and assurance field from 1988 to 1995. From 1995 to 2017, that he joined various companies in Hong Kong, serving different roles as finance manager, group financial officer, financial controller, financial advisor, and company secretary.

From April 2019, Mr. Chan started serving as the chief financial officer of Tenwow International Holdings Limited, the shares of which were listed on the Stock Exchange (stock code: 1219) and subsequently delisted in 2020.

As at the date of this letter, Mr. Chan does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Save as disclosed herein and as at the date of this letter, Mr. Chan has not held any directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed herein and as at the date of this letter, Mr. Chan has not held any other positions with the Company and its subsidiaries.

Save as disclosed herein and as at the date of this letter, Mr. Chan does not have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the shareholders of the Company and there is no information relating to Mr. Chan which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Yau Pak Yue

Mr. YAU Pak Yue (“**Mr. Yau**”), obtained his Bachelor of Commerce (majoring in Accountancy) from the University of Wollongong in Australia. He was the chief knowledge officer of Guangzhou Chengfa Capital Company Limited, a state-owned fund management company, from May 2015 to January 2017. Prior to that, he was the chief executive officer of

Taiyang International Cold Chain (Group) Limited from March 2014 to July 2014, and a partner at one of the big four international accounting firms from 2005 to 2012. He has over 25 years of experience in mergers and acquisitions transaction supports and financial due diligence. Mr. Yau is currently the director of Ewin Advisory Company Limited.

Mr. Yau is also a certified public accountant in Hong Kong and a certified practising accountant in Australia. Mr. Yau currently serves as an independent non-executive director of Fullsun International Holdings Group Co., Limited (stock code: 627), an independent non-executive director of Hifood Group Holdings Co., Limited (currently renamed as Domaine Power Holdings Limited) (stock code: 442), an independent non-executive director of Xinhua News Media Holdings Limited (stock code: 309), a non-executive director of DreamEast Group Limited (stock code: 593), and a non-executive director of Daisho Microline Holdings Limited (stock code: 567).

Mr. Yau was an independent non-executive director of KEE Holdings Company Limited (currently renamed as China Apex Group limited) (stock code: 2011) from July 2017 to November 2019 and Ascent International Holdings Limited (currently renamed as China International Development Corporation Limited) (stock code: 264) from September 2017 to August 2018. Mr. Yau was an executive director of Freeman FinTech Corporation Limited (currently renamed as Arta TechFin Corporation Limited) (stock code: 279) from July 2020 to October 2021. Mr. Yau was a non-executive director of Peking University Resources (Holdings) Company Limited (stock code: 618) from October 2021 to December 2021.

As at the date of this letter, Mr. Yau does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein and as at the date of this letter, Mr. Yau has not held any directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed herein and as at the date of this letter, Mr. Yau has not held any other positions with the Company and its subsidiaries.

Save as disclosed herein and as at the date of this letter, Mr. Yau does not have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the shareholders of the Company and there is no information relating to Mr. Yau which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

Chung Wai Man (Raymond)

Mr. CHUNG, Wai Man (“**Mr. Chung**”), holds a Diploma in Business Management from the Hong Kong Management Association and a Certificate of Bank of China Banking Course. He has over 24 years of experience in finance and business consulting.

Mr. Chung started working in The Kwangtung Provincial Bank in 1976, and his last position before leaving the bank in 1996 was a manager in charge of the Tai Po sub-branch. After his departure from The Kwangtung Provincial Bank, Mr. Chung established Raymond Chung Company in 1996, a finance and business consulting firm for corporations in Hong Kong. In 2004, he set up another consulting firm, Excel Linker Capital (Asia) Limited, to provide similar consultancy services. Due to duplicity of the business nature, Raymond Chung Company was closed in September 2006. In 2009, Mr. Chung applied to deregister Excel Linker Capital (Asia) Limited as he decided to quit the consultancy services market.

Mr. Chung acted as an independent non-executive director of United Gene High-Tech Group Limited (currently known as Innovative Pharmaceutical Biotech Limited), the shares of which are listed on the Stock Exchange (stock code: 399) from March 2007 to May 2009, FU JI Food and Catering Services Holdings Limited (currently known as Fresh Express Delivery Holdings Group Co., Limited), the shares of which are listed on the Stock Exchange (stock code: 1175) from June 2011 to July 2013, China Kingstone Mining Holdings Limited (stock code: 1380) from February 2013 to July 2015, Fuguiniao Co., Ltd. (stock code: 1819, the shares of which were delisted on 26 August 2019) from September 2017 to May 2018, China Taifeng Beddings Holdings Limited (stock code: 873, the shares of which were delisted on 21 February 2019) from November 2018 to February 2019 and Centron Telecom International Holding Ltd. (stock code: 1155, the shares of which were delisted on 1 December 2020) from April 2018 to February 2020. He acted as an independent non-executive director from January 2009 to August 2013 and a non-executive director from August 2013 to September 2014 of U-RIGHT International Holdings Limited (currently known as Fullsun International Holdings Group Co., Limited), the shares of which are listed on the Stock Exchange (stock code: 627). Mr. Chung was appointed as a non-executive director of Freeman FinTech Corporation Limited (stock code: 279) by the Provisional Liquidators with effect from December 2020 to October 2021.

Since June 2017, Mr. Chung has been an independent non-executive director of China Huishan Dairy Holdings Company Limited (stock code: 6863, the shares of which were delisted on 23 December 2019). He is also an independent non-executive director of Domaine Power Holdings Limited (stock code: 442) since May 2021, an executive director of Silk Road Logistics Holdings Limited (stock code: 988) since June 2021, and an independent non-executive director of Peking University Resources (Holdings) Company Limited (stock code: 618) since October 2021.

As at the date of this letter, Mr. Chung does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein and as at the date of this letter, Mr. Chung has not held any directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed herein and as at the date of this letter, Mr. Chung has not held any other positions with the Company and its subsidiaries.

Save as disclosed herein and as at the date of this letter, Mr. Chung does not have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the shareholders of the Company and there is no information relating to Mr. Chung which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

Tam Ho Tak Nick

Mr. TAM, Ho Tak Nick (“**Mr. Tam**”), has over 14 years of experience in the fields of audit and assurance, corporate finance, internal auditing and corporate governance practices. Mr. Tam joined Deloitte Touche Tohmatsu in Hong Kong since September 2008 and departed in February 2022 with his last position as senior manager. Mr. Tam is currently the executive director of Eterna Consulting Limited, a firm principally engaged in the provision of business advisory, consultancy and corporate finance services for clients ranging from private entities to listed companies in Hong Kong.

Mr. Tam is a fellow member of the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and currently holds the HKICPA Practising Certificate. Mr. Tam obtained a bachelor’s degree of business administration (accounting and finance) from The University of Hong Kong in November 2008.

As at the date of this letter, Mr. Tam does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein and as at the date of this letter, Mr. Tam has not held any directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed herein and as at the date of this letter, Mr. Tam has not held any other positions with the Company and its subsidiaries.

Save as disclosed herein and as at the date of this letter, Mr. Tam does not have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the shareholders of the Company and there is no information relating to Mr. Tam which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

Hau Wing Jyun

Ms. HAU, Wing Jyun (“**Ms. Hau**”), holds a Bachelor of Business Administration (Hons) in Marketing from the Hang Seng University of Hong Kong. Ms. Hau is also a member of the Institute of Public Accountants and a member of the Institution of Certified Management Accountants.

Ms. Hau joined China Times Corporate Advisory Limited in 2014 and left in 2017 with her last position as deputy team head. From 2017 to 2020, Ms. Hau joined Chinese Arts and Crafts (H.K.) Limited as a marketing officer. From 2020 to 2021, Ms. Hau joined Han Empire Group as a business development senior manager.

Ms. Hau is currently a director of Finconnect Global Limited, and a project assistant at the Hong Kong Baptist University.

As at the date of this letter, Ms. Hau does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein and as at the date of this letter, Ms. Hau has not held any directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed herein and as at the date of this letter, Ms. Hau has not held any other positions with the Company and its subsidiaries.

Save as disclosed herein and as at the date of this letter, Ms. Hau does not have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the shareholders of the Company and there is no information relating to Ms. Hau which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

NOTICE OF SPECIAL GENERAL MEETING



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 a special general meeting of Nan Hai Corporation Limited (the “**Company**”) will be held at Crystal Room IV, 3/F, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, Hong Kong on Friday, 29 September 2023 at 11:00 a.m. (the “**Meeting**”) for considering and, if thought fit, passing the following ordinary resolutions:

ORDINARY RESOLUTIONS

Proposed Resolutions by the Requisitionist

1. **THAT** Mr. Ng Man Fung Walter be and he is hereby appointed as an executive director of the Company with immediate effect upon passing of this ordinary resolution;
2. **THAT** Mr. Choi, Clifford Wai Hong be and he is hereby appointed as an executive director of the Company with immediate effect upon passing of this ordinary resolution;
3. **THAT** Mr. Chan, Chi Fai David be and he is hereby appointed as a non-executive director of the Company with immediate effect upon passing of this ordinary resolution;
4. **THAT** Mr. Yau, Pak Yue be and he is hereby appointed as an independent non-executive director of the Company with immediate effect upon passing of this ordinary resolution;
5. **THAT** Mr. Chung, Wai Man be and he is hereby appointed as an independent non-executive director of the Company with immediate effect upon passing of this ordinary resolution;
6. **THAT** Mr. Tam, Ho Tak Nick be and he is hereby appointed as an independent non-executive director of the Company with immediate effect upon passing of this ordinary resolution;

* For identification purpose only

NOTICE OF SPECIAL GENERAL MEETING

7. **THAT** Ms. Hau, Wing Jyun be and she is hereby appointed as an independent non-executive director of the Company with immediate effect upon passing of this ordinary resolution.

By order of the Board
Nan Hai Corporation Limited
Liu Rong

Executive Director and Chief Executive Officer

Hong Kong, 25 August 2023

Notes:

1. A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote in his/her stead in accordance with the bye-laws of the Company. A proxy need not be a shareholder of the Company.
2. 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.
3. To be valid, the form of proxy, together with any 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

In order to determine the eligibility of shareholders of the Company who are entitled to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 26 September 2023 to Friday, 29 September 2023, both days inclusive, during which period no transfer of Shares will be effected. In order to register the transfers, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 25 September 2023.

4. All resolutions at the Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
5. If a tropical cyclone warning signal no. 8 or above is hoisted or black rainstorm warning signal is in force in Hong Kong at or after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed or adjourned. The Company will post an announcement on the HKEXnews website (www.hkexnews.hk) and the Company’s website (www.nanhaicorp.com) to notify shareholders of the date, time and venue of the rescheduled Meeting.
6. Trading in the shares of the Company on The Stock Exchange of Hong Kong Limited have been suspended with effect from 9:00 a.m. on 1 April 2022 and will remain suspended until the Company fulfils the Resumption Guidance (as defined in the Company’s announcement dated 13 July 2022). **Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.**
7. As at the date of this notice, the directors of the Company are Mr. Yu Pun Hoi, Ms. Liu Rong, Mr. Lam Bing Kwan, Mr. Lau Yip Leung, Mr. Xiao Sui Ning and Mr. Ho Yeung Nang.