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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)

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

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.