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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)

PROFIT WARNING

This announcement is made pursuant to Rule 13.09 of the Listing Rules.

The Board wishes to inform the shareholders of the Company and potential investors that the Board expects the Group would record a significant consolidated loss for the year ended 31 December 2011. The Group had a consolidated loss of about HK\$428,600,000 for the year ended 31 December 2010.

This announcement is only based on the preliminary review on the consolidated management accounts of the Group, which has not yet been confirmed nor audited by the auditors of the Company.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Nan Hai Corporation Limited (the "**Company**", and together with its subsidiaries, the "**Group**") pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Exchange of Hong Kong Limited (the "**Listing Rules**").

The board of directors of the Company (the "**Board**") would like to inform the shareholders of the Company and potential investors that the Group may record a significant consolidated loss for the year ended 31 December 2011. The Group's consolidated loss for the year ended 31 December 2010 was about HK\$428,600,000.

The loss may be mainly attributable to the consolidated loss which may be recorded by the Company's listed subsidiary, Sino-i Technology Limited, whose main businesses including corporate IT application services.

Despite the significant consolidated loss is expected for the year ended 31 December 2011, the Board is of the view that the overall operations and financial position of the Group as a whole remain sound and solid.

This profit warning announcement is only based on the preliminary review on the consolidated management accounts which has not yet been confirmed nor audited by the auditors of the Company. The annual results of the Company for the year ended 31 December 2011 have not been finalized as at the date of this announcement, and will be announced as soon as practicable and the related 2011 annual report will be published subsequently.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
NAN HAI CORPORATION LIMITED
Watt Ka Po James
Company Secretary

Hong Kong, 29 February 2012

As at the date of this announcement, the directors of the Company are as follows:

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

** For identification purpose only*