



NagaCorp Ltd.

金界控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3918)

**FORM OF PROXY
ANNUAL GENERAL MEETING**

I/We (Name) _____ (Block capitals, please)

of (Address) _____

being the holder(s) of _____ (see Note 1) shares of US\$0.0125 each in the capital of NagaCorp Ltd.

(the "Company") hereby appoint (Name) _____

of (Address) _____

or failing him/her (Name) _____

of (Address) _____

or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Suite 2806, 28th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 24 May 2013 at 10:00 a.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:-

Ordinary Resolutions (see Note 3)		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2012 (the "Year End").		
2.	To declare a final dividend in respect of the Year End.		
3.	To re-elect the directors who have retired by rotation in accordance with Article 87(1) of the articles of association of the Company:-		
	i. Tan Sri Dr Chen Lip Keong as an executive director of the Company.		
	ii. Tan Sri Datuk Seri Panglima Abdul Kadir Bin Haji Sheikh Fadzir as an independent non-executive director of the Company.		
	iii. Mr. Lim Mun Kee as an independent non-executive director of the Company.		
4.	To approve the directors' remuneration for the Year End and to authorize the board of directors to fix directors' remuneration for the year ending 31 December 2013.		
5.	To re-appoint BDO Limited as auditor and authorise the board of directors to fix its remuneration.		
6.	(A) To give a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company.		
	(B) To give a general mandate to the directors to repurchase shares not exceeding 10% of the issued share capital of the Company.		
	(C) Subject to the passing of Ordinary Resolution Nos. 6(A) and (B), to extend the authority given to the directors pursuant to Ordinary Resolution No. 6(A) to issue shares by adding to the issued share capital of the Company the number of shares repurchased under Ordinary Resolution No. 6(B).		

Signature(s) _____ (see Note 5)

Dated this _____ day of _____, 2013

Notes:

- 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 capital of the Company registered in your name(s).
- A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in the space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK (✓) THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK (✓) THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated.
Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as 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.
- To be valid, this form of proxy must be completed, signed and deposited at the Company's share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or any other authority under which it is signed (or a certified copy thereof), no less than 48 hours before the time for holding the meeting. The completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof).
- A proxy need not be a member of the Company.

* For identification purpose only