



# NAGACORP

金界控股有限公司

## NAGACORP LTD.

(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, 28/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 20 April 2016 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		For (see Note 3)	Against (see Note 3)
1.	To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and independent auditor for the year ended 31 December 2015 (the "Year").		
2.	To declare the final dividend in respect of the Year.		
3.	To re-elect the retiring directors of the Company:-		
	i. Tan Sri Dr Chen Lip Keong as an executive director of the Company.		
	ii. Mr. Philip Lee Wai Tuck as an executive director of the Company.		
	iii. Mr. Chen Yiy Fon as an executive director of the Company.		
	iv. Mr. Michael Lai Kai Jin as an independent non-executive director of the Company.		
4.	To approve the directors' remuneration for the Year and to authorise the board of directors to fix directors' remuneration for the year ending 31 December 2016.		
5.	To re-appoint BDO Limited as independent auditor of the Company and to 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 total number of issued shares of the Company.		
	(B) To give a general mandate to the directors to repurchase shares not exceeding 10% of the total number of issued shares 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 the number of issued shares of the Company repurchased under Ordinary Resolution No. 6(B).		
	(D) To approve and adopt a new share option scheme.		
Special Resolution			
7.	To approve the adoption of "金界控股有限公司" as the dual foreign name of the Company.		

Signature(s) \_\_\_\_\_ (see Note 5)

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2016

#### 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 Hong Kong share registrar of Company, 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.