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**NAGACORP**

金界控股有限公司

**NAGACORP LTD.**

金界控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**Stock code: 3918**

## **NOTICE OF NEW EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of NagaCorp Ltd. (the “**Company**”) will be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 4 August 2017 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as ordinary resolution of the Company:

NOTED that (i) Tan Sri Dr Chen Lip Keong (“**Dr Chen**”) has notified the Company that he proposes to exercise the contractual rights to concurrently convert the unsecured convertible bonds in the aggregate principal amount of US\$275,000,000 (the “**TSCLK Complex Convertible Bonds**”) and the unsecured convertible bonds in the aggregate principal amount of US\$94,000,000 (the “**NagaCity Walk Convertible Bonds**”) issued by the Company to Dr Chen upon the completion of the sale and purchase of the entire issued share capital of TanSriChen Inc. and TanSriChen (Citywalk) Inc. respectively in full (together, the “**Concurrent Conversions**”); and (ii) in connection with the foregoing it is proposed that the Company obtain a whitewash waiver (the “**Whitewash Waiver**”) granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegates (the “**Commission**”) pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers and Share Buy-backs (the “**Takeovers Code**”) in respect of any obligation of Dr Chen to make a mandatory general offer for all the issued shares of the Company not already owned or agreed to be acquired by Dr Chen and parties acting in concert with him which might otherwise arise as a result of the allotment and issue to Dr Chen and parties acting in concert with him of an aggregate of 1,881,019,166 conversion shares pursuant to the Concurrent Conversions.

### **ORDINARY RESOLUTION**

“**THAT:**

- (a) the Concurrent Conversions and the Whitewash Waiver granted or to be granted by the Commission pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code in respect of any obligation of Dr Chen to make a mandatory general offer for all the issued shares of the Company not already owned or agreed to be acquired by Dr Chen and parties acting in concert with him which might otherwise arise as a result of the allotment and issue to Dr Chen and parties acting in concert with him of an aggregate of 1,881,019,166 conversion shares pursuant to the Concurrent Conversions be and are hereby approved; and

- (b) the directors of the Company be and are hereby authorised to execute all such documents with or without amendments and to do all such acts and things as they consider desirable, necessary or expedient in connection with, or to give effect to any matters relating to or in connection with, the Concurrent Conversions and the Whitewash Waiver.”

By Order of the Board  
**NagaCorp Ltd.**  
**Timothy Patrick McNally**  
*Chairman*

Hong Kong, 19 July 2017

*Notes:*

1. A shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and, on a poll, vote in accordance with the articles of association of the Company. A proxy need not be a shareholder of the Company.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s); and for this purpose seniority shall be determined as the person so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, a form of proxy accompanying the supplemental circular dated 19 July 2017 (the “**New Proxy Form**”) must be 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 other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof.
4. The completion and return of the New Proxy Form shall not preclude shareholders of the Company from attending in person and voting at the EGM (or any adjournment thereof) if they so wish.
5. For the purpose of ascertaining the shareholders’ entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 1 August 2017 to Friday, 4 August 2017, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the EGM, all completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 31 July 2017.

6. In accordance with Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolution will be put to vote at the EGM by way of poll. An explanation of the detailed procedures of voting by poll will be provided to the shareholders at the EGM.

As at the date of this notice, the directors of the Company are:

*Executive Directors*

Tan Sri Dr Chen Lip Keong, Philip Lee Wai Tuck, Chen Yiy Fon and Chen Yepern

*Non-executive Director*

Timothy Patrick McNally

*Independent Non-executive Directors*

Tan Sri Datuk Seri Panglima Abdul Kadir Bin Haji Sheikh Fadzir, Lim Mun Kee and Michael Lai Kai Jin