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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 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 Thursday, 8 August 2019 at 10:00 a.m., for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as the ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the Guaranteed Maximum Sum Design and Build Agreement (as defined in the circular dated 22 July 2019 despatched to the shareholders of the Company (the “**Circular**”)) entered into between Naga 3 Company Limited and CCAG Asia Co., Ltd. dated 12 April 2019 of the contract sum up to US\$3,515,011,000 in relation to the development of the Naga 3 Project (as defined in the Circular), a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification, and all the transaction(s) contemplated thereunder be and hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he may in his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Guaranteed Maximum Sum Design and Build Agreement and the transaction(s) contemplated thereunder and to agree to such variations of the terms of the Guaranteed Maximum Sum Design and Build Agreement and the transaction documents contemplated thereunder as he may in his absolute discretion consider necessary or desirable.”

2. **“THAT:**

- (a) the Subscription Agreement (as defined in the Circular) entered into between the Company as an issuer and ChenLipKeong Fund Limited as the subscriber (the “**Subscriber**”) dated

14 April 2019 in relation to the subscription of such Settlement Shares or Adjusted Settlement Shares (as defined in the Circular) with par value of US\$0.0125 each at the price of HK\$12.00 per share (subject to adjustment as set out in the Subscription Agreement) for the Subscription Sum (as defined in the Circular), a copy of which has been produced to the EGM marked “B” and signed by the chairman of the EGM for the purpose of identification, and all the transaction(s) contemplated thereunder be and hereby approved, confirmed and ratified;

- (b) the allotment and issue of such Settlement Shares or Adjusted Settlement Shares (as defined in the Circular) at the issue price of HK\$12.00 per share (subject to adjustment as set out in the Subscription Agreement) to the Subscriber upon the relevant completion of the Naga 3 Project (as defined in the Circular) in accordance with the Subscription Agreement be and are hereby approved;
- (c) conditional upon, among others, the specific mandate to the directors of the Company to exercise the powers of the Company for the allotment and issue of such Settlement Shares or Adjusted Settlement Shares (as defined in the Circular) be and is hereby approved; and
- (d) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he may in his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Subscription Agreement and the transaction(s) contemplated thereunder and to agree to such variations of the terms of the Subscription Agreement and the transaction documents contemplated thereunder as he may in his absolute discretion consider necessary or desirable.”

By Order of the Board
NagaCorp Ltd.
Lam Yi Lin
Company Secretary

Hong Kong, 22 July 2019

Note:

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 needs 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 of members in respect of such share shall alone be entitled to vote in respect thereof.

3. In order to be valid, a form of proxy must be deposited at the Hong Kong share registrar of the 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 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 form of proxy 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 ascertaining the shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 5 August 2019 to Thursday, 8 August 2019, 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 Friday, 2 August 2019.
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 resolutions 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.
7.
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the above meeting, the above EGM will be postponed and Shareholders will be informed of the date, time and venue of the postponed of the EGM by a supplemental notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.
 - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours before the time appointed for holding the EGM and where conditions permit, the above meeting will be held as scheduled.
 - (c) The EGM will be held as scheduled when a tropical cyclone warning signal No. 3 or below or an amber or red rainstorm warning signal is in force.
 - (d) After considering their own situations, Shareholders should decide on their own whether or not they would attend the EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

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

Executive Directors:

Tan Sri Dr. Chen Lip Keong (*Chief Executive Officer*)
Mr. Philip Lee Wai Tuck (*Executive Deputy Chairman*)
Mr. Chen Yiy Fon

Non-executive Director:

Mr. Timothy Patrick McNally (*Chairman*)

Independent Non-executive Directors:

Mr. Lim Mun Kee
Mr. Michael Lai Kai Jin
Mr. Leong Choong Wah

This announcement is prepared in both English and Chinese. In the event of inconsistency, the English text of the announcement shall prevail over the Chinese text.

This announcement is published on the Company's website at www.nagacorp.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk