



金界控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

Stock code: 3918

**FORM OF PROXY FOR USE AT
THE EXTRAORDINARY GENERAL MEETING TO BE HELD
ON MONDAY, 30 JANUARY 2012, AT 2:30 P.M.
(OR AT ANY ADJOURNMENT THEREOF)**

I/We¹ (Name) _____
of (Address) _____
being holder(s) of _____² 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 meeting³ as my/our proxy to act for me/us and on my/our behalf at the Extraordinary General Meeting
(or at any adjournment thereof) (the “EGM”) of the Company, to be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88
Queensway, Admiralty, Hong Kong on Monday, 30 January 2012 at 2:30 P.M. and at any adjournment thereof on any resolution or motion which
is proposed thereat. My/our proxy is authorised and instructed to vote as indicated⁴ in respect of the undermentioned resolutions, with or without
amendment, as set out in full in the Notice of EGM:

	ORDINARY RESOLUTION	FOR⁴	AGAINST⁴
1	(i) To approve, confirm, ratify the entering into of the Share Purchase Agreement, the Acquisition and the transactions contemplated thereunder		
1	(ii) To approve the creation and issue by the Company of the Convertible Bonds to the Seller in an aggregate principal amount of up to US\$369,000,000		
1	(iii) To approve the allotment and issue of new shares of the Company upon the Convertible Bonds being converted at the conversion price of HK\$1.8376		
1	(iv) To approve the allotment and issue of up to 1,566,282,107 Consideration Shares to the Seller at the issue price of HK\$1.8376		
1	(v) To authorize any one director to execute documents and undertake all acts necessary including variation of the terms of the Share Purchase Agreement as he/she may consider necessary or desirable for the purpose of the Share Purchase Agreement, the Acquisition and the transactions contemplated thereunder		

Dated this _____ day of _____ 2011 Signature(s)⁵ _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- 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 those 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) and address(es) 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 THE RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN 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 that referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised. In 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 registered 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 are 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 in respect of such shares shall alone be entitled to vote in respect thereof.
- In order to be valid, this form of proxy duly completed and signed in accordance with the instructions printed hereon together with the power of attorney or other authority, if any, under which it is signed (or a certified copy thereof) must be delivered to the Company’s Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed 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 adjournment thereof).
- A proxy need not be a shareholder of the Company.

* for identification purposes only