



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)

FORM OF PROXY ANNUAL GENERAL MEETING

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

of (Address) _____

being the registered 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 the annual general meeting of the Company (the "AGM") to be held at Chamber Theatre, 22/F United Centre, 95 Queensway, Hong Kong on Friday, 21 April 2023 at 10:00 a.m. (or any adjournment thereof) for considering and, if thought fit, passing the following resolutions as set out in the notice convening the AGM and at the AGM to vote on behalf of me/us and in my/our name(s) in respect of the said resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit and to vote on behalf of me/us and in my/our name(s) on any resolutions duly proposed at the AGM.

Ordinary Resolutions		For (see Note 3)	Against (see Note 3)
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Directors") and independent auditor for the year ended 31 December 2022 (the "Year").		
2.	To consider and approve the payment of a final dividend of US cents 0.75 (or equivalent to HK cents 5.81) per share of the Company for the Year to be satisfied wholly by way of scrip shares without offering any right to shareholders of the Company to elect to receive such dividend in cash in lieu of such allotment.		
3.	i. To re-elect Mr. Timothy Patrick McNally as a non-executive Director.		
	ii. To re-elect Mr. Chen Yiy Fon as an executive Director.		
4.	To re-elect Mr. Michael Lai Kai Jin, who has served the Company for more than nine years, as an independent non-executive Director.		
5.	To authorise the board of Directors (the "Board") to fix Directors' remuneration for the year ending 31 December 2023.		
6.	To re-appoint BDO Limited as the independent auditor of the Company and to authorise the Board to fix its remuneration.		
7.	(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. 7(A) and (B), to extend the authority given to the Directors pursuant to Ordinary Resolution No. 7(A) to issue shares by adding the number of issued shares of the Company repurchased under Ordinary Resolution No. 7(B).*		
Special Resolution		For (see Note 3)	Against (see Note 3)
8.	To approve the proposed amendments to the existing memorandum and articles of association and adoption of the amended and restated memorandum and articles of association. *		

* For the full text of the proposed resolutions, please refer to the notice of the AGM.

Signature(s) _____ (see Note 5)

Dated this _____ day of _____, 2023

Notes:

1. 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).
2. 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 initialed by the person who signs it.
3. **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 AGM.
4. 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.
5. 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.
6. To be valid, this form of proxy must be completed, signed and deposited at the Company’s branch share registrar in Hong Kong, 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 later than 48 hours before the time for holding the AGM (or any adjournment thereof). 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 AGM (or any adjournment thereof).
7. A proxy need not be a member of the Company.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this proxy form has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 (the “PDPO”), which may include your and/or your proxy’s name and address.

Your and your proxy’s Personal Data provided in this form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the AGM. Your supply of your and your proxy’s Personal Data is on voluntary basis. However, the Company may not be able to process your request unless you provide us with such Personal Data.

Your and your proxy’s Personal Data will be disclosed or transferred to the Company’s share registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency’s request, and will be retained for such period as may be necessary for the Company’s verification and record purpose.

By providing your proxy’s Personal Data in this form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form and that you have informed your proxy of the purpose for and the manner in which his/her data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy’s Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy’s Personal Data should be addressed in writing to Personal Data Privacy Officer, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.