

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 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, 26 February 2021 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendment the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** (a) the grant of an award pursuant to the Share Award Scheme adopted by the board of directors of the Company (“**Directors**”) on 28 January 2021 (the “**Share Award Scheme**”) in respect of 6,000,000 new shares in the Company (the “**Shares**”) to Mr. Timothy Patrick McNally in accordance with the terms of the Share Award Scheme, subject to all applicable laws, rules and regulations and applicable award document(s), be approved and (b) authority be given to the Directors to exercise the powers of the Company to give effect to such grant of Shares.”
2. “**THAT** (a) the grant of an award pursuant to the Share Award Scheme in respect of 1,166,667 new Shares to Tan Sri Dr Chen Lip Keong in accordance with the terms of the Share Award Scheme, subject to all applicable laws, rules and regulations and applicable award document(s), be approved and (b) authority be given to the Directors to exercise the powers of the Company to give effect to such grant of Shares.”
3. “**THAT** (a) the grant of an award pursuant to the Share Award Scheme in respect of 3,000,000 new Shares to Mr. Philip Lee Wai Tuck in accordance with the terms of the Share Award Scheme, subject to all applicable laws, rules and regulations and applicable award document(s), be approved and (b) authority be given to the Directors to exercise the powers of the Company to give effect to such grant of Shares.”

4. “**THAT** (a) the grant of an award pursuant to the Share Award Scheme in respect of 30,000 new Shares to Mr. Lim Mun Kee in accordance with the terms of the Share Award Scheme, subject to all applicable laws, rules and regulations and applicable award document(s), be approved and (b) authority be given to the Directors to exercise the powers of the Company to give effect to such grant of Shares.”

5. “**THAT** (a) the grant of an award pursuant to the Share Award Scheme in respect of 20,000 new Shares to Mr. Michael Lai Kai Jin in accordance with the terms of the Share Award Scheme, subject to all applicable laws, rules and regulations and applicable award document(s), be approved and (b) authority be given to the Directors to exercise the powers of the Company to give effect to such grant of Shares.”

6. “**THAT** (a) the grant of an award pursuant to the Share Award Scheme in respect of 10,000 new Shares to Mr. Leong Choong Wah in accordance with the terms of the Share Award Scheme, subject to all applicable laws, rules and regulations and applicable award document(s), be approved and (b) authority be given to the Directors to exercise the powers of the Company to give effect to such grant of Shares.”

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

Hong Kong, 5 February 2021

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
Suite 2806, 28/F., Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her 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. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM.
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 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 members of the Company from attending and voting in person at the above meeting (or any adjourned meeting 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 Tuesday, 23 February 2021 to Friday, 26 February 2021, 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, 22 February 2021.
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.
 - (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 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 notice, the Directors 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 notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text.