



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)

Director nomination procedure

The members of the Company may by ordinary resolution elect any person to be a Director. The resolutions for election of the Directors of the Company shall be voted by separate resolutions put forward for members' consideration at general meetings.

According to Article 88 of the Articles of Association of the Company (the "Articles"), any member who is duly qualified to attend and vote at the general meeting convened to deal with appointment/election of Director(s) who wishes to propose a person ("Candidate") (other than the member himself/herself) for election as a Director should observe the following nomination procedure:

1. Prepare a signed notice of intention to propose a Candidate for election. The notice has to be signed by a member other than the Candidate being proposed.
2. Obtain a notice signed by the Candidate stating his willingness to be elected.
3. Both notices, completed in accordance with listing rules 13.51(2), are to be submitted to head office or the Registration Office at least seven (7) days before the dispatch of the notice of the annual general meeting.
4. Should the notice of the general meeting appointed for such election has been sent out, the period for lodgement of such notices shall commence on the day after the dispatch of the notice of such general meeting and end no later than seven (7) days before such general meeting. A former partner of the Company's existing auditing firm should be prohibited from acting as a member of the Audit Committee for a period of two years from the date of his ceasing (a) to be a partner of the firm or (b) to have any financial interest in the firm, whichever is the later.

Shareholder(s) requisition to convene a general meeting

Pursuant to the Article 58 of the Company's Articles, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meeting of the Company shall all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a results of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.