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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

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 4 AUGUST 2017**

**THE PROPOSED CONCURRENT CONVERSIONS OF
THE TSCLK COMPLEX CONVERTIBLE BONDS
AND THE NAGACITY WALK CONVERTIBLE BONDS**

AND

APPLICATION FOR WHITEWASH WAIVER

The Board refers to (a) the Company's announcements dated 13 June 2011, 28 December 2011, 29 December 2015, 17 May 2016, 30 December 2016, 28 March 2017, 18 April 2017 and 12 May 2017, respectively, (b) the 2011 Transaction Circular in relation to the Company's acquisition of the TSCLK Complex Project and the NagaCity Walk Project, (c) the Whitewash Circular dated 9 June 2017, (d) the Company's announcement dated 23 June 2017 in relation to the Revised Notice of Intention from Dr. Chen regarding the proposed concurrent conversions of the TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds and the application for the Whitewash Waiver, (e) the Company's announcement dated 5 July 2017 in relation to, among other things, the delay in despatch of the Supplemental Circular and the adjournment of the Original EGM, (f) the Company's announcement dated 14 July 2017 relating to the delay in despatch of the

Supplemental Circular, (g) the Supplemental Circular dated 19 July 2017 and the Company's announcement dated 19 July 2017 in relation to the despatch of the Supplemental Circular, and (h) the Company's announcement dated 21 July 2017 in relation to the adjournment of the Original EGM held on 21 July 2017. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as defined in the Supplemental Circular.

The Board announces that the ordinary resolution set out in the Notice of New EGM dated 19 July 2017 to approve, among other things, the concurrent conversions of the TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds in full and the Whitewash Waiver was duly passed by the Independent Shareholders by way of poll at the New EGM held on 4 August 2017.

Pursuant to Rule 13.39(4) of the Listing Rules, voting on the Resolution was taken by way of poll. Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer for the vote-taking at the New EGM.

As at the date of the New EGM, there were 2,459,988,875 issued Shares. Dr. Chen and parties acting in concert with him held 958,945,297 Shares, representing approximately 38.98% of the issued share capital of the Company. Dr. Chen and parties acting in concert with him were required under the Code to abstain, and had abstained, from voting on the Resolution at the New EGM. Accordingly, the total number of Shares held by the Independent Shareholders who were entitled to attend the New EGM and vote for or against the Resolution as set out in the Notice of New EGM was 1,501,043,578 Shares, representing approximately 61.02% of the total number of issued Shares of the Company as at the date of the New EGM.

Save as the Shareholders who were required to abstain from voting on the Resolution as stated in the Whitewash Circular and the Supplemental Circular, no other Shareholder had stated its intention in the Whitewash Circular or the Supplemental Circular that it would vote against the Resolution or that it would abstain from voting on the Resolution at the New EGM.

The poll results on the Resolution are as follows:

Ordinary Resolution	Number of Shares represented by votes (approximate percentage)	
	For	Against
To approve the Concurrent Conversions of the TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds in full and the Whitewash Waiver.*	775,834,685 (91.0752%)	76,027,128 (8.9248%)

* For the full text of the Resolution, please refer to the Notice of New EGM dated 19 July 2017.

As more than 50% of the votes were cast in favour of the ordinary resolution proposed at the New EGM, the ordinary resolution was duly passed by way of poll at the New EGM.

GRANT OF THE WHITEWASH WAIVER

Pursuant to a letter from the Securities and Futures Commission dated 3 August 2017, the Executive has waived the obligation of Dr. Chen to make a mandatory general offer for the issued Shares not already owned or agreed to be acquired by Dr. Chen, subject to the approval by the Independent Shareholders of the concurrent conversions of the TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds in full and the Whitewash Waiver at the New EGM and there being no acquisition or disposal of voting rights being made by Dr. Chen and parties acting in concert with him between the Announcement dated 28 March 2017 and the completion of the issuance of the Conversion Shares, unless with prior consent of the Executive.

CONVERSIONS OF THE TSCLK COMPLEX CONVERTIBLE BONDS AND THE NAGACITY WALK CONVERTIBLE BONDS

Dr. Chen has indicated to the Company that upon the fulfilment of the relevant conditions, he will immediately deliver to the Company the relevant unconditional notices of conversion and the other requisite documents in accordance with the terms of the instrument dated 17 May 2016 constituting the NagaCity Walk Convertible Bonds and the instrument dated 30 December 2016 constituting the TSCLK Complex Convertible Bonds in order for the Company to proceed to issue the Conversion Shares. Dr. Chen has delivered the relevant unconditional notices of conversion and the other requisite documents to the Company on the date of this announcement. Completion of the issuance of the Conversion Shares is expected to take place within 10 business days after the date of this announcement, on or before 18 August 2017.

The following table sets out the expected changes in the shareholding structure of the Company as a result of the issuance of the Conversion Shares upon the concurrent conversions of the TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds in full:

Shareholder	As at the date of this announcement		Upon the concurrent conversions of the TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds in full	
	<i>Number of issued Shares</i>	<i>Approximate % of the issued share capital of the Company</i>	<i>Number of issued Shares</i>	<i>Approximate % of the issued share capital of the Company</i>
Dr. Chen and parties acting in concert with him	958,945,297	38.98	2,839,964,463	65.42
Public Shareholders	<u>1,501,043,578</u>	<u>61.02</u>	<u>1,501,043,578</u>	<u>34.58</u>
Total:	<u>2,459,988,875</u>	<u>100.00</u>	<u>4,341,008,041</u>	<u>100.00</u>

By Order of the Board
NagaCorp Ltd.
Timothy Patrick McNally
Chairman

Hong Kong, 4 August 2017

As at the date of this announcement, the Directors are:

Executive Directors

Tan Sri Dr Chen Lip Keong, Philip Lee Wai Tuck, Chen Yiy Fon and Chen Yepern

Non-executive Director

Timothy Patrick McNally

Independent Non-executive Directors

Tan Sri Datuk Seri Panglima Abdul Kadir Bin Haji Sheikh Fadzir, Lim Mun Kee and Michael Lai Kai Jin

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.