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NAGACORP LTD.

金界控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

Stock code: 3918

ANNOUNCEMENT

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 30 JANUARY 2012

The Board is pleased to announce that at the EGM of the Company held on Monday, 30 January 2012, all of the ordinary resolutions set out in the Notice of the EGM were duly passed by the Shareholders by way of poll.

Reference is made to the circular of NagaCorp Ltd (the “**Company**”) (the “**Circular**”) and the notice of the Extraordinary General Meeting (the “**EGM**”) of the Company both dated 30 December 2011 (the “**Notice of the EGM**”).

Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the Ordinary Resolutions (the “**Ordinary Resolutions**”) set out in the Notice of the EGM were duly passed by way of poll by the Independent Shareholders at the EGM held on Monday, 30 January 2012. The share registrar of the Company, Computershare Hong Kong Investor Services Limited, was appointed as scrutineer at the EGM for the purpose of vote-taking.

As at the date of the EGM, the total number of issued shares of the Company (the “**Shares**”) was 2,082,078,875 Shares. The total number of Shares entitling the Independent Shareholders to attend and vote for or against the Ordinary Resolutions at the EGM was 826,283,577 Shares, representing approximately 39.69% of the total issued share capital of the Company as at the date of the EGM. There was no Share entitling the holders to attend and vote only against the Ordinary Resolutions.

As stated in the Circular, Tan Sri Dr Chen Lip Keong (“**Dr Chen**”) is an executive Director and the Chief Executive Officer of the Company, and a substantial shareholder, of the Company interested in 1,255,795,298 Shares, representing approximately 60.31% of the issued share capital of the Company through (i) a direct interest of 385,617,532 Shares, representing 18.52%; (ii) an indirect interest of 707,917,323 Shares, representing 34.00% held through Fourth Star Finance Corporation; and (iii) an indirect interest of 162,260,433 Shares, representing 7.79% held through Cambodia Development Corporation. As connected persons under the Listing Rules to the transaction that is the subject matter of the Ordinary Resolutions, Dr. Chen and his associates, Fourth Star Finance Corporation and Cambodia Development Corporation were required to abstain and did abstain from voting on the Ordinary Resolutions. Accordingly, the total number of Shares represented by the votes cast at the EGM was 826,283,577 Shares.

The poll results were:

Ordinary Resolution		Number and percentage (approximate) of total number of votes cast		Total number of votes cast
		For	Against	
1(i)	To approve, confirm, ratify the entering into of the Share Purchase Agreement, the Acquisition and the transactions contemplated thereunder;	351,822,324 (85.79%)	58,287,167 (14.21%)	410,109,491 (100%)
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;	350,146,324 (85.38%)	59,963,167 (14.62%)	410,109,491 (100%)
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;	351,820,311 (85.79%)	58,289,180 (14.21%)	410,109,491 (100%)
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;	351,820,311 (85.79%)	58,289,180 (14.21%)	410,109,491 (100%)
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.	351,822,324 (85.79%)	58,287,167 (14.21%)	410,109,491 (100%)

As more than 50% of the votes were casted in favour of each of the above resolutions, all the resolutions were duly passed as Ordinary Resolutions.

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

Hong Kong, 30 January 2012

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

Executive Directors

Tan Sri Dr Chen Lip Keong, Philip Lee Wai Tuck 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

* *For identification purpose only*

Please also refer to the electronic version of this announcement on the Company website www.nagacorp.com, www.irasia.com and the website of The Stock Exchange of Hong Kong Limited.