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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

ADJOURNMENT OF THE EGM HELD ON 21 JULY 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 circular to Shareholders dated 9 June 2017 in relation to the proposed conversion of the TSCLK Complex Convertible Bonds and the application for the whitewash waiver, (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 (the "**Adjournment Announcement**"), (f) the Company's announcement dated 14 July 2017 in relation to the further delay in despatch of the Supplemental Circular, (g) the Company's announcement dated 18 July 2017 in relation to the closure of books for the New EGM, (h) the Company's announcement

dated 19 July 2017 relating to the despatch of the Supplemental Circular and (i) the Supplemental Circular to Shareholders dated 19 July 2017. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as defined in the Supplemental Circular.

For the reasons set out in the Adjournment Announcement, at the Original EGM held today in which a quorum was present, the chairman of the Original EGM did not submit the resolution set out in the notice of the Original EGM for voting by the Shareholders at the Original EGM. Instead, it was proposed that the Original EGM be adjourned *sine die* (i.e. indefinitely) (the “**Adjournment Resolution**”).

Pursuant to Rule 13.39(4) of the Listing Rules, voting of the Adjournment 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 Original EGM.

The total number of Shares entitling the Shareholders to attend and vote for or against the Adjournment Resolution at the Original EGM was 2,459,988,875, representing the entire issued share capital of the Company as at the date of the Original EGM.

There were no Shares entitling the holders to attend and abstain from voting in favour of the Adjournment Resolution at the Original EGM as set out in Rule 13.40 of the Listing Rules. There were no Shares requiring the holders to abstain from voting on the Adjournment Resolution at the Original EGM under the Listing Rules.

The poll result on the Adjournment Resolution is as follows:

Ordinary Resolution	Number of Shares represented by votes (approximate percentage)	
	For	Against
To adjourn the Original EGM <i>sine die</i>	959,380,069 (99.9969%)	30,000 (0.0031%)

Accordingly, the Adjournment Resolution was duly passed by way of poll at the Original EGM.

As announced by the Company on 19 July 2017, the New EGM will be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong at 2:30 p.m. on Friday, 4 August 2017 for the purposes of considering and, if thought fit, approving the revised resolution in relation to the proposed concurrent conversions of the TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds in full and the Whitewash Waiver.

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

Hong Kong, 21 July 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.