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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 2019 ANNUAL GENERAL MEETING
RETIREMENT OF DIRECTOR
AND
CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board announces that:

1. all resolutions proposed at the AGM held on 26 April 2019 were duly passed by way of poll;
2. Tan Sri Sheikh Fadzir retired as an independent non-executive director of the Company and ceased to be the chairman and a member of each of the Remuneration Committee and the Nomination Committee, a member of the Audit Committee and a member of the Independent Board Committee at the conclusion of the AGM;
3. Mr. Michael Lai Kai Jin has been appointed as the chairman of each of the Remuneration Committee and the Nomination Committee with effect from the conclusion of the AGM; and
4. Mr. Leong Choong Wah has been appointed as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from the conclusion of the AGM.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The board of directors (the “**Board**”) of NagaCorp Ltd. (the “**Company**”) is pleased to announce that all the resolutions proposed at the annual general meeting of the Company (the “**AGM**”) held on 26 April 2019 as set out in the notice of the AGM dated 22 March 2019 (the “**Notice**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll.

As at the date of the AGM, there were a total of 4,341,008,041 issued shares of the Company (the “**Shares**”) entitling the holders to attend and vote for or against all the proposed resolutions at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

There were no Shares requiring the holders to abstain from voting on the proposed resolutions at the AGM under the Listing Rules. No Shareholders have stated their intention in the Company's circular dated 22 March 2019 to vote against or abstain from voting on any of the proposed resolutions at the AGM.

The branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed and acted as the scrutineer for the vote-taking at the AGM.

The poll results in respect of all the resolutions proposed at the AGM are set out as follows:

Ordinary Resolutions		Number of Votes (approximate %) ^(Note 1)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor for the year ended 31 December 2018 (the "Year").	3,422,700,141 (100%)	0 (0%)
2.	To approve the payment of a final dividend in respect of the Year.	3,422,701,141 (100%)	0 (0%)
3.	To re-elect the retiring directors of the Company:		
	i. Tan Sri Dr Chen Lip Keong as an executive director of the Company.	3,348,547,775 (97.8335%)	74,153,366 (2.1665%)
	ii. Mr. Chen Yiy Fon as an executive director of the Company.	3,364,541,753 (98.3008%)	58,159,388 (1.6992%)
	iii. Mr. Michael Lai Kai Jin as an independent non-executive director of the Company.	3,417,627,799 (99.8518%)	5,073,342 (0.1482%)
	iv. Mr. Leong Choong Wah as an independent non-executive director of the Company.	3,422,127,141 (99.9832%)	574,000 (0.0168%)
4.	To approve the directors' remuneration for the Year and to authorise the Board to fix the directors' remuneration for the year ending 31 December 2019.	3,422,421,115 (100%)	0 (0%)
5.	To re-appoint BDO Limited as the independent auditor of the Company and to authorise the Board to fix its remuneration.	3,422,301,115 (99.9883%)	400,000 (0.0117%)
6(A).	To give a general mandate to the directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares. ^(Note 2)	3,022,991,303 (88.3290%)	399,429,838 (11.6710%)
6(B).	To give a general mandate to the directors to repurchase Shares not exceeding 10% of the total number of the issued Shares. ^(Note 2)	3,422,421,141 (100%)	0 (0%)
6(C).	Subject to the passing of Ordinary Resolution Nos. 6(A) and (B), to extend the authority given to the directors pursuant to Ordinary Resolution No. 6(A) to issue Shares by adding the number of issued Shares repurchased under Ordinary Resolution No. 6(B). ^(Note 2)	3,119,195,778 (91.1326%)	303,505,363 (8.8674%)

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

Notes:

- 1. The number of votes and approximate percentage of total votes as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the AGM in person, by authorised representative or by proxy.*
- 2. The summary herein is for reference only. For details, please refer to the full text of the relevant resolution set out in the Notice.*

RETIREMENT OF DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board announces that as Tan Sri Datuk Seri Panglima Abdul Kadir Bin Haji Sheikh Fadzir (“**Tan Sri Sheikh Fadzir**”) did not offer himself for re-election due to his other business commitments, he retired as an independent non-executive director of the Company and ceased to be the chairman and a member of each of the Remuneration Committee and Nomination Committee and a member of the Audit Committee of the Board at the conclusion of the AGM.

In addition, the Board would like to make reference to the Company’s announcement dated 14 April 2019, whereby it provides (among other things) information on the establishment of an independent committee of the Board (the “**Independent Board Committee**”) comprising all the then independent non-executive directors of the Company, namely Tan Sri Sheikh Fadzir, Mr. Lim Mun Kee, Mr. Michael Lai Kai Jin and Mr. Leong Choong Wah for the purpose of considering and advising the independent Shareholders on the terms of the subscription agreement dated 14 April 2019 entered into between the Company and ChenLipKeong Fund Limited and the transactions contemplated thereunder. Following the retirement of Tan Sri Sheikh Fadzir as an independent non-executive director of the Company, he ceased to be a member of the Independent Board Committee at the conclusion of the AGM. Accordingly, the Independent Board Committee comprises all existing independent non-executive directors of the Company, namely Mr. Lim Mun Kee, Mr. Michael Lai Kai Jin and Mr. Leong Choong Wah with effect from the conclusion of the AGM.

Tan Sri Sheikh Fadzir has confirmed that he has no disagreement with the Board and there is no other matter in relation to his retirement that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to thank Tan Sri Sheikh Fadzir for his valuable contributions to the Company during his tenure of office as an independent non-executive director and board committee members of the Company.

The Board further announces that:

1. Mr. Michael Lai Kai Jin has been appointed as the chairman of each of the Remuneration Committee and the Nomination Committee of the Board with effect from the conclusion of the AGM; and

2. Mr. Leong Choong Wah has been appointed as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Board with effect from the conclusion of the AGM.

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

Hong Kong, 26 April 2019

As at the date of this announcement, the Board comprises:

Executive Directors

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

Non-executive Director

Timothy Patrick McNally

Independent Non-executive Directors

Lim Mun Kee, Michael Lai Kai Jin and Leong Choong Wah

This poll results announcement is published on the Company's website at www.nagacorp.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.