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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 2023 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 held on 21 April 2023 (the “**2023 AGM**”) as set out in the notice of the 2023 AGM dated 24 March 2023 (the “**Notice**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll.

As at the date of the 2023 AGM, there were a total of 4,382,136,354 issued shares of the Company (the “**Shares**”) entitling the holders to attend and vote for or against all the proposed resolutions at the 2023 AGM. There were no Shares entitling the holders to attend and abstain from voting in favour at the 2023 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**”).

No Shareholders were required to abstain from voting on the proposed resolutions at the 2023 AGM under the Listing Rules. No Shareholders have stated their intention in the Company’s circular dated 24 March 2023 to vote against or abstain from voting on any of the proposed resolutions at the 2023 AGM.

The branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the 2023 AGM.

The Company’s executive directors, Mr. Philip Lee Wai Tuck and Mr. Chen Yiy Fon; non-executive director, Mr. Timothy Patrick McNally; and independent non-executive directors, Mr. Lim Mun Kee, Mr. Michael Lai Kai Jin and Mr. Leong Choong Wah attended the 2023 AGM.

The poll results in respect of all the resolutions proposed at the 2023 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 of the Company (the “ Directors ”) and independent auditor for the year ended 31 December 2022 (the “ Year ”).	3,231,091,747 (99.989247%)	347,475 (0.010753%)
2.	To consider and approve the payment of a final dividend of US cents 0.75 (or equivalent to HK cents 5.81) per share of the Company for the Year to be satisfied wholly by way of scrip shares without offering any right to Shareholders to elect to receive such dividend in cash in lieu of such allotment.	3,228,574,713 (99.911355%)	2,864,509 (0.088645%)
3.	i. To re-elect Mr. Timothy Patrick McNally as a non-executive Director.	3,211,488,047 (99.382592%)	19,951,175 (0.617408%)
	ii. To re-elect Mr. Chen Yiy Fon as an executive Director.	3,217,675,122 (99.574057%)	13,764,100 (0.425943%)
4.	To re-elect Mr. Michael Lai Kai Jin, who has served the Company for more than nine years, as an independent non-executive Director.	3,143,492,423 (97.278402%)	87,946,799 (2.721598%)
5.	To authorise the Board to fix the Directors’ remuneration for the year ending 31 December 2023.	3,228,594,928 (99.911981%)	2,844,294 (0.088019%)
6.	To re-appoint BDO Limited as the independent auditor of the Company and to authorise the Board to fix its remuneration.	3,231,438,928 (99.999991%)	294 (0.000009%)
7(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)	3,118,113,265 (96.493019%)	113,325,957 (3.506981%)
7(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)	3,228,594,928 (99.911981%)	2,844,294 (0.088019%)
7(C).	Subject to the passing of Ordinary Resolution Nos. 7(A) and (B), to extend the authority given to the Directors pursuant to Ordinary Resolution No. 7(A) to issue Shares by adding the number of issued Shares repurchased under Ordinary Resolution No. 7(B). ^(Note 2)	3,116,356,124 (96.438643%)	115,083,098 (3.561357%)

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.

Special Resolution		Number of Votes (approximate %) ^(Note 1)	
		For	Against
8.	To approve the proposed amendments to the existing memorandum and articles of association and adoption of the amended and restated memorandum and articles of association. ^(Note 2)	3,205,543,910 (99.198738%)	25,892,275 (0.801262%)

As more than 75% of the votes were cast in favour of the above resolution, the above resolution was duly passed as a special resolution.

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 2023 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.

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

Hong Kong, 21 April 2023

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.