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NAGACORP

金界控股有限公司

NAGACORP LTD.

(Incorporated in the Cayman Islands with limited liability)

Stock code: 3918

VOLUNTARY ANNOUNCEMENT

ENTERING INTO OF EXCLUSIVE NEGOTIATION AGREEMENT

This announcement is made by the Company on a voluntary basis.

The board of directors (the “**Board**”) of NagaCorp Ltd. (the “**Company**”) is pleased to announce that NAGAWORLD LIMITED (“**Naga**”), an indirect wholly-owned subsidiary of the Company, entered into an exclusive negotiation agreement (the “**Agreement**”) with C.M.C Phnom Penh Import Export Co., Ltd (“**CMC**”) on 4 May 2015.

Pursuant to the Agreement, in consideration of the grant by Naga to CMC of rights to negotiate exclusively for the setting up of an electronic gaming business (“**EGB**”) in a designated area on the ground floor of NagaWorld for a prescribed period, CMC has agreed to pay to Naga an amount of US\$40 million (equivalent to approximately HK\$310 million) as a non-refundable negotiation fee (the “**Negotiation Fee**”) which shall be paid within 30 days of the date of the Agreement. If the negotiations fail for whatsoever reason, neither party shall have any claim against the other.

CMC is a company owned by a group of independent Chinese businessmen, referred by China Central Asia Group, which has had a working relationship with the Company for the past 20 years, and which built NagaWorld, and which is also the turnkey contractor for the building of Naga2 and the NagaCity Walk. To the best of the knowledge, information and belief of the directors of the Company after having made all reasonable enquiries, CMC and its ultimate beneficial owner(s) are third parties independent of and not connected with the Company and its connected persons.

CMC has expressed confidence in the investment climate in Cambodia, and in the prospects for an EGB to be operated within NagaWorld in collaboration with Naga. CMC is understood to be interested by the potential for the growth of the EGB as a result of prospective activity generated from customers attracted by the retail business owned and run by China Duty Free within the NagaCity Walk due to open later this year, and also as a result of the anticipated numbers of tourist arrivals from China brought in by China International Travel Services Ltd, acting as the general sales agent for Bassaka Air.

The Board is of the view that entering into of the Agreement is beneficial to the Company and has been entered into on normal commercial terms that are both fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

In the event that the Agreement leads to a formal agreement concerning the establishment of the EGB within NagaWorld, a further announcement, as applicable in compliance with the requirements for a notifiable transaction will be made in due course.

Shareholders and potential investors of the Company need to be aware that there is no certainty that the establishment of the EGB within NagaWorld will materialise or ultimately be consummated or that the Negotiation Fee will be collectible. Accordingly, shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 6 May 2015

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

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

For the purpose of this announcement, amounts denominated in US\$ have been converted to HK\$ at an exchange rate of US\$1.00 to HK\$7.75.