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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

**DESPATCH OF THE SUPPLEMENTAL CIRCULAR IN RELATION TO
THE REVISED NOTICE OF INTENTION
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, and (f) the Company's announcement dated 14 July 2017 in relation to the further delay in despatch of the Supplemental Circular ("**Supplemental Circular Delay in Despatch Announcement**"). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as defined in the Supplemental Circular Delay in Despatch Announcement.

The Supplemental Circular containing, among other things: (a) information about the proposed concurrent conversions of the TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds, (b) the revised letter from the Independent Board Committee and (c) the revised recommendations from the Independent Financial Adviser, together with a revised notice of the New EGM setting out the revised resolution and the New Proxy Form, has been despatched to the Shareholders on 19 July 2017. The New EGM will be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 4 August 2017 at 2:30 p.m., details of which are set out in the notice of the New EGM contained in the Supplemental Circular.

Warning: The Whitewash Waiver may or may not be granted by the Executive and, if granted, is subject to the approval of the Independent Shareholders at the New EGM. The Independent Shareholders may or may not approve the Whitewash Waiver. The TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds may or may not be converted depending on whether the Whitewash Waiver is granted and approved. Shareholders and investors are advised to exercise caution when dealing in the securities of the Company, and are recommended to consult their professional advisers if they are in any doubt about their position and actions that they should take.

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

Hong Kong, 19 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.