

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



NAGACORP

金界控股有限公司

NAGACORP LTD.

(Incorporated in the Cayman Islands with limited liability)

Stock code: 3918

VOLUNTARY ANNOUNCEMENT

ELECTRONIC GAMING MACHINES

The board of directors (the “Board”) of NagaCorp Ltd. (the “Company”) is pleased to announce that, on 28 May 2015, NAGAWORLD LIMITED (“Naga”), an indirect wholly-owned subsidiary of the Company, entered into an Electronic Gaming Machines (EGM) Operation Agreement (the “Agreement”) with four independent third parties acting on a joint and several basis (together, the “Investors”), namely Top Summit Garment Inc., a company incorporated in the Kingdom of Cambodia, Jin He Tai Construction Co. Ltd, a company incorporated in the Kingdom of Cambodia, C.M.C Phnom Penh Import Export Co., Ltd (“CMC”, a company incorporated in the Kingdom of Cambodia) and an individual called Jinfu, the owner of China Central Asia Group. This agreement is subsequent to an earlier announcement made on 6 May 2015 relating to the Exclusive Negotiation Agreement between Naga and CMC concerning a right to negotiate for the operation of an EGM business in a designated area on the ground floor of NagaWorld.

Pursuant to this Agreement and the Exclusive Negotiation Agreement dated 4 May 2015 the Investors have paid, and Naga has received USD 40 million (US Dollars Forty Million), in respect of the on-going joint management and operation of about 300 electronic gaming machines within a prescribed area on the ground floor of NagaWorld (the “Prescribed Area”). In addition, the Investors have agreed to deposit another USD 10 million (US Dollars Ten Million) with Naga at a later date and in joint consultation with Naga, to purchase brand new, latest state-of-art EGMs to be placed in the Prescribed Area.

The Prescribed Area shall be a newly designed, refurbished area, under the master plan of Dalton Steelman Arias & Anderson, and shall form another life-style casino cell concept in NagaWorld comprising live entertainment, fine cuisine, life-style bars and display areas. Upon completion of NagaCity Walk (“NCW”), anticipated later this year, the Prescribed Area shall be located at the upgraded new main entrance of NagaWorld. It shall be further connected by a staircase to another life-style gaming premium mass market hall sited on a higher level, linked by passageway to NCW through another newly-designed entrance.

The Investors and Naga shall jointly manage and operate the EGM business, whereby Naga shall be entitled to 70% of the revenue generated by the business of EGM in the Prescribed Area and the Investors shall be entitled to the balance of 30%. The Investors have earlier expressed confidence in the investment climate in Cambodia, and in the prospects for the business of EGM to be operated within NagaWorld in collaboration with Naga. The Investors are understood to be interested by the potential for the growth of the EGM business as a result of prospective activity generated from customers attracted by the retail business owned and run by China Duty Free within NCW, 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 Agreement is for a term of ten years and shall be renewable upon expiry on mutual agreement basis.

The Board is of the view that the transaction is in the ordinary course of business. The Agreement has been entered on normal commercial terms that are fair, reasonable and in the interest of the Company and are beneficial to the shareholders of the Company as a whole.

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

Hong Kong, 28 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.