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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**

**PROPOSED CONVERSION OF THE TSCLK COMPLEX  
CONVERTIBLE BONDS  
AND  
APPLICATION FOR WHITEWASH WAIVER**

**PROPOSED CONVERSION OF THE TSCLK COMPLEX CONVERTIBLE  
BONDS**

Before trading hours of the Stock Exchange on 28 March 2017, the Company received a notice from Dr. Chen of his intention to exercise the conversion rights in respect of the TSCLK Complex Convertible Bonds in full in the outstanding aggregate principal amount of US\$275,000,000.

The conversion of the TSCLK Complex Convertible Bonds is subject to the fulfilment of the following conditions:

- (a) the granting of the Whitewash Waiver by the Executive; and
- (b) the approval by the Independent Shareholders of the proposed resolution regarding the conversion of the TSCLK Complex Convertible Bonds in full and the Whitewash Waiver by way of poll at the EGM.

## **APPLICATION FOR THE WHITEWASH WAIVER**

As at the date of this announcement, Dr. Chen and parties acting in concert with him in aggregate are interested in 958,945,297 Shares, representing approximately 38.98% of the entire issued share capital of the Company.

Assuming there is no other change in the nominal value of the issued share capital of the Company and the shareholding structure of the Company following the date of this announcement, the conversion of the TSCLK Complex Convertible Bonds in full will result in the issue to Dr. Chen and parties acting in concert with him of 1,401,843,552 Conversion Shares, increasing the aggregate shareholding interest of Dr. Chen and parties acting in concert with him from approximately 38.98% to approximately 61.13% of the issued share capital of the Company as enlarged by the issue of the Conversion Shares pursuant to the conversion of TSCLK Complex Convertible Bonds.

Accordingly, Dr. Chen would, unless a waiver from strict compliance with Rule 26.1 of the Code is granted by the Executive, be obliged to make a mandatory general offer for all the issued Shares not already owned or agreed to be acquired by Dr. Chen pursuant to Rule 26.1 of the Code as a result of the issue of Conversion Shares pursuant to the proposed conversion of the TSCLK Complex Convertible Bonds in full.

An application has been made to the Executive for the Whitewash Waiver, the granting of which will be conditional upon, among other things, the approval of the Independent Shareholders of the proposed resolution regarding the Whitewash Waiver by way of poll at the EGM.

## **NAGACITY WALK CONVERTIBLE BONDS**

As at the date of this announcement, Dr. Chen has indicated to the Company that he does not intend to convert the NagaCity Walk Convertible Bonds.

Based on the issued share capital of the Company as at the date of this announcement and assuming the TSCLK Complex Convertible Bonds will be converted in full, the conversion price under the NagaCity Walk Convertible Bonds would be adjusted to HK\$0.6582 per Share, and 1,113,993,187 further Conversion Shares would be issued to Dr. Chen and parties acting in concert with him upon the conversion of the NagaCity Walk Convertible Bonds in full. Accordingly, Dr. Chen and parties acting in concert with him would hold approximately 69.83% of the then enlarged issued share capital of the Company (subject to any further adjustment to the conversion price and the number of Conversion Shares to be issued upon conversion of the NagaCity Walk Convertible Bonds in the event of any future Capital Restructuring(s)).

Assuming the Whitewash Waiver is granted by the Executive and the Conversion Shares are issued to Dr. Chen and parties acting in concert with him upon the conversion of the TSCLK Complex Convertible Bonds in full, Dr. Chen and the parties acting in concert with him will be interested in more than 50% of the total voting rights in the Company. Assuming that there is no other change in the shareholding structure of the Company, Dr. Chen may in future acquire further voting rights in the Company (including, without limitation, through the conversion of the NagaCity Walk Convertible Bonds) without triggering any further obligation under Rule 26.1 of the Code to make a mandatory general offer.

#### **OTHER INFORMATION**

An Independent Board Committee comprising the non-executive Director and all the independent non-executive Directors of the Company has been established to make recommendations to the Independent Shareholders in respect of the proposed conversion of the TSCLK Complex Convertible Bonds in full and the Whitewash Waiver.

In accordance with Rule 2.1 of the Code, the Board has approved the appointment of Anglo Chinese Corporate Finance, Limited as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed conversion of the TSCLK Complex Convertible Bonds in full and the Whitewash Waiver. Such appointment of the Independent Financial Adviser has been approved by the Independent Board Committee. Anglo Chinese Corporate Finance, Limited is a licensed corporation to carry out type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

A resolution will be proposed to the Independent Shareholders at the EGM to consider and approve the proposed conversion of the TSCLK Complex Convertible Bonds in full and the Whitewash Waiver. Dr. Chen and parties acting in concert with him and Shareholders who are otherwise involved in, or interested in, the proposed conversion of the TSCLK Complex Convertible Bonds in full and the Whitewash Waiver shall abstain from voting in respect of the resolution at the EGM.

A circular containing, among other things: (a) information about the conversion of the TSCLK Complex Convertible Bonds and the Whitewash Waiver; (b) the letter from the Independent Board Committee; (c) the recommendations from the Independent Financial Adviser on the proposed conversion of the TSCLK Complex Convertible Bonds in full and the Whitewash Waiver; and (d) a notice convening the EGM, is expected to be despatched to the Shareholders on or before 18 April 2017 in accordance with the Code.

**Warning: The Whitewash Waiver is subject to the approval of the Executive and the Independent Shareholders at the EGM. The Executive and the Independent Shareholders may or may not approve the Whitewash Waiver. The TSCLK Complex Convertible Bonds may or may not be converted depending on whether the Whitewash Waiver is 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.**

The Board refers to the Company's announcements dated 13 June 2011, 28 December 2011, 29 December 2015, 17 May 2016 and 30 December 2016 respectively, and the Circular in relation to the Company's acquisition of the NagaCity Walk Project and the TSCLK Complex Project. Unless otherwise defined herein, capitalised terms shall have the same meanings as defined in the Circular.

## **BACKGROUND**

On 13 June 2011, the Company entered into the Share Purchase Agreement with Dr. Chen, the Chief Executive Officer, an executive director and controlling shareholder of the Company, to purchase the entire issued share capital of two companies owned by Dr. Chen: TSC Inc. and City Walk Inc. Pursuant to the Share Purchase Agreement, the consideration payable for the Sale Shares was US\$369,000,000 divided into: (a) US\$275,000,000 in respect of the TSCLK Complex Project; and (b) US\$94,000,000 in respect of the NagaCity Walk Project (previously, the NagaCity Walk Project and the Tourist Garden Undertaking).

The terms and conditions of the Acquisition, details of the Target Companies and the two projects, the Listing Rules implications of the Acquisition and the completion of the Acquisition are set out in the Circular and the announcements of the Company dated 28 December 2011, 29 December 2015, 17 May 2016 and 30 December 2016, respectively. The Acquisition and the specific mandate to issue the Conversion Shares upon the conversion of the Convertible Bonds were approved by the independent shareholders of the Company at an extraordinary general meeting of the Company held on 30 January 2012.

Pursuant to the Share Purchase Agreement, Dr. Chen was entitled to elect for either the Split Completion (meaning the completion of the NagaCity Walk Project would take place in advance of completion of the TSCLK Complex Project) or the Combined Completion (meaning the NagaCity Walk Project and the TSCLK Complex Project would be completed at the same time).

On 17 May 2016, Dr. Chen notified the Company of his election for the Split Completion. On the same day, the sale and purchase of City Walk Inc., the company holding the NagaCity Walk Project, was completed and in accordance with the terms of the Share Purchase Agreement, the NagaCity Walk Convertible Bonds in the aggregate principal amount of US\$94,000,000 were issued to Dr. Chen as consideration for the City Walk Shares.

On 30 December 2016, the sale and purchase of TSC Inc., the company holding the TSCLK Complex Project, was completed and in accordance with the terms of the Share Purchase Agreement, the TSCLK Complex Convertible Bonds in the aggregate principal amount of US\$275,000,000 were issued to Dr. Chen as consideration for the TSC Inc. Shares.

## **PROPOSED CONVERSION OF THE TSCLK COMPLEX CONVERTIBLE BONDS**

Before trading hours of the Stock Exchange on 28 March 2017, the Company received a notice from Dr. Chen of his intention to exercise the conversion rights in respect of the TSCLK Complex Convertible Bonds in full in the outstanding aggregate principal amount of US\$275,000,000.

As disclosed in the Circular, under the Share Purchase Agreement, the Conversion Price was HK\$1.8376 per Conversion Share, which would have resulted in 1,167,283,413 Conversion Shares being issued if the TSCLK Complex Convertible Bonds were issued and converted in full then. However, the Conversion Price is subject to adjustments in the event of a Capital Restructuring, namely, any change from time to time in the nominal value of the issued share capital of the Company whether as a result of a sub-division, consolidation, re-classification, re-construction or otherwise.

The Conversion Price is adjusted, on the basis of the percentage change in the nominal value of the issued share capital of the Company as a result of a Capital Restructuring, by the corresponding percentage increase/decrease (as the case may be). Such adjustment shall become effective on the date the change in nominal value takes effect.

During the period from 13 June 2011 and up to the date of this announcement, the Company has completed two placings of new Shares (in March 2013 and September 2016) and effected on-market buy-backs of Shares (in December 2014 and January 2015, with all such Shares being cancelled in December 2015). Each of the above placings and buy-backs resulted in a change in the nominal value of the issued share capital of the Company and therefore, constituted a Capital Restructuring under the terms of the TSCLK Complex Convertible Bonds. The placing of new Shares in March 2013 increased the nominal value of the issued share capital of the Company by 9.61%, the on-market buy-backs of Shares in December 2014 and January 2015 decreased the nominal value of the issued share capital of the Company by 0.53%, and the placing of new Shares in September 2016 increased the nominal value of the issued share capital of the Company by 8.37%.

Applying the same percentage changes to the Conversion Price, the Conversion Price was adjusted to be HK\$1.5301 as a result of the various events outlined above and which each constituted a Capital Restructuring since 13 June 2011. The arithmetic calculation of such computation of adjustment to the Conversion Price was reviewed by the Company's auditors, BDO Limited, and is considered by the Directors to be a fair, reasonable and appropriate reflection of the terms of the Share Purchase Agreement.

The Conversion Price of HK\$1.5301 per Share for the TSCLK Complex Convertible Bonds represents:

- (a) a discount of approximately 65.0% to the closing price of HK\$4.37 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 65.9% to the average closing price of approximately HK\$4.49 per Share based on the daily closing prices as quoted on the Stock Exchange for the last five trading days up to and including the Last Trading Day;
- (c) a discount of approximately 66.0% to the average closing price of approximately HK\$4.50 per Share based on the daily closing prices as quoted on the Stock Exchange for the last 10 trading days up to and including the Last Trading Day; and
- (d) a discount of approximately 65.4% to the average closing price of approximately HK\$4.42 per Share based on the daily closing prices as quoted on the Stock Exchange for the last 30 trading days up to and including the Last Trading Day.

In light of the above, given that the consideration for the TSC Inc. Shares is US\$275,000,000, the proposed conversion of the TSCLK Complex Convertible Bonds in full will result in the issuance of 1,401,843,552 Conversion Shares

(assuming there is no other change in the nominal value of the issued share capital of the Company or any other Capital Restructuring following the date of this announcement and prior to the conversion of the TSCLK Complex Convertible Bonds).

## **CONDITIONS TO THE CONVERSION OF THE TSCLK COMPLEX CONVERTIBLE BONDS**

The conversion of the TSCLK Complex Convertible Bonds is subject to the fulfilment of the following conditions:

- (a) the granting of the Whitewash Waiver by the Executive; and
- (b) the approval by the Independent Shareholders of the proposed resolution regarding the conversion of the TSCLK Complex Convertible Bonds in full and the Whitewash Waiver by way of poll at the EGM.

The above conditions to the conversion of the TSCLK Complex Convertible Bonds are not waivable. If any of the conditions is not fulfilled, the conversion of the TSCLK Complex Convertible Bonds will not take place and the notice from Dr. Chen of his intention to exercise the conversion rights in respect of the TSCLK Complex Convertible Bonds will be deemed to be withdrawn. Dr. Chen has indicated to the Company that upon the fulfilment of the above conditions, he will immediately deliver to the Company the unconditional notice of conversion and the other requisite documents in accordance with the terms of the instrument dated 30 December 2016 constituting the TSCLK Complex Convertible Bonds in order for the Company to proceed to issue the Conversion Shares. Completion of the issuance of the Conversion Shares is expected to take place within 10 Business Days after receipt by the Company of the unconditional notice of conversion and the other requisite documents.

## **EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY**

The following table sets out the shareholding structure of the Company: (a) as at the date of this announcement; (b) immediately after the issue of the Conversion Shares upon conversion of the TSCLK Complex Convertible Bonds in full; and (c) immediately after the issue of the Conversion Shares upon the conversion of the NagaCity Walk Convertible Bonds in full and subsequent to the conversion of the TSCLK Complex Convertible Bonds in full (for illustrative purposes only and assuming that the NagaCity Walk Convertible Bonds will be converted in full), in

each case assuming that there is no other change in the nominal value of the issued share capital of the Company or any other Capital Restructuring and/or the shareholding structure of the Company following the date of this announcement:

| Shareholder                                     | As at the date of this announcement |  | Upon conversion of the TSCLK Complex Convertible Bonds in full<br>(Note 1) |  | Upon conversion of the NagaCity Walk Convertible Bonds in full and subsequent to the conversion of the TSCLK Complex Convertible Bonds in full (for illustrative purposes only and assuming the NagaCity Walk Convertible Bonds will be converted in full)<br>(Note 2) |  |
|---|-------------------------------------|--|--|--|--|--|
|   | Number of issued Shares             | Approximate % of the issued share capital of the Company | Number of issued Shares  | Approximate % of the issued share capital of the Company | Number of issued Shares  | Approximate % of the issued share capital of the Company |
|   |                                     |  |  |  |  |  |
| Dr. Chen and parties acting in concert with him | 958,945,297                         | 38.98  | 2,360,788,849  | 61.13  | 3,474,782,036  | 69.83  |
| Public Shareholders                             | <u>1,501,043,578</u>                | <u>61.02</u>   | <u>1,501,043,578</u>   | <u>38.87</u>   | <u>1,501,043,578</u>   | <u>30.17</u>   |
| <b>Total: (Note 3)</b>                          | <u><u>2,459,988,875</u></u>         | <u><u>100.00</u></u>                                     | <u><u>3,861,832,427</u></u>  | <u><u>100.00</u></u>                                     | <u><u>4,975,825,614</u></u>  | <u><u>100.00</u></u>                                     |

Notes:

- (1) The total number of issued Shares will be increased by 1,401,843,552 Shares upon the conversion of the TSCLK Complex Convertible Bonds in full and the allotment and issue to Dr. Chen and parties acting in concert with him of 1,401,843,552 Conversion Shares.
- (2) The information is solely for illustrative purposes only in order to reflect the expected shareholding structure assuming that the NagaCity Walk Convertible Bonds will be converted in full. For the avoidance of doubt, the number of Shares to be issued to Dr. Chen and parties acting in concert with him upon the conversion of NagaCity Walk Convertible Bonds may be subject to further adjustments in the event of any future Capital Restructuring(s).
- (3) As at the date of this announcement, save for Dr. Chen, none of the Directors holds any Shares.

## APPLICATION FOR THE WHITEWASH WAIVER

As at the date of this announcement, Dr. Chen and parties acting in concert with him in aggregate are interested in 958,945,297 Shares, representing approximately 38.98% of the entire issued share capital of the Company.

Assuming there is no other change in the nominal value of the issued share capital of the Company or any other Capital Restructuring and/or the shareholding structure of the Company following the date of this announcement, the conversion of the TSCLK Complex Convertible Bonds in full will result in the issue to Dr. Chen and parties acting in concert with him of 1,401,843,552 Conversion Shares, increasing



the aggregate shareholding interest of Dr. Chen and parties acting in concert with him from approximately 38.98% to approximately 61.13% of the issued share capital of the Company as enlarged by the issue of the Conversion Shares pursuant to the conversion of TSCLK Complex Convertible Bonds.

Accordingly, Dr. Chen would, unless a waiver from strict compliance with Rule 26.1 of the Code is granted by the Executive, be obliged to make a mandatory general offer for all the issued Shares not already owned or agreed to be acquired by Dr. Chen pursuant to Rule 26.1 of the Code as a result of the issue of Conversion Shares pursuant to the proposed conversion of the TSCLK Complex Convertible Bonds in full.

An application has been made to the Executive for the Whitewash Waiver, the granting of which will be conditional upon, among other things, the approval of the Independent Shareholders of the proposed resolution regarding the Whitewash Waiver by way of poll at the EGM.

## **NAGACITY WALK CONVERTIBLE BONDS**

As at the date of this announcement, Dr. Chen has indicated to the Company that he does not intend to convert the NagaCity Walk Convertible Bonds.

Based on the issued share capital of the Company as at the date of this announcement and assuming the TSCLK Complex Convertible Bonds will be converted in full, the conversion price under the NagaCity Walk Convertible Bonds would be adjusted to HK\$0.6582 per Share, and 1,113,993,187 further Conversion Shares would be issued to Dr. Chen and parties acting in concert with him upon the conversion of the NagaCity Walk Convertible Bonds in full. Accordingly, Dr. Chen and parties acting in concert with him would hold approximately 69.83% of the then enlarged issued share capital of the Company (subject to any further adjustment to the conversion price and the number of Conversion Shares to be issued upon conversion of the NagaCity Walk Convertible Bonds in the event of any future Capital Restructuring(s)).

Assuming the Whitewash Waiver is granted by the Executive and the Conversion Shares are issued to Dr. Chen and parties acting in concert with him upon the conversion of the TSCLK Complex Convertible Bonds in full, Dr. Chen and the parties acting in concert with him will be interested in more than 50% of the total voting rights in the Company. Assuming that there is no other change in the shareholding structure of the Company, Dr. Chen may in future acquire further voting rights in the Company (including, without limitation, through the conversion of the NagaCity Walk Convertible Bonds) without triggering any further obligation under Rule 26.1 of the Code to make a mandatory general offer.

## **OTHER INFORMATION**

Save as disclosed in the section headed “Effects on the Shareholding Structure of the Company” in this announcement and save for the transactions contemplated under the TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds, as at the date of this announcement, neither Dr. Chen nor any party acting in concert with him:

- (a) owns, controls or has direction over any Shares, options, warrants or securities that are convertible into Shares;
- (b) has entered into any outstanding derivative in respect of securities in the Company;
- (c) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Code) in the Company;
- (d) has any arrangement referred to in Note 8 to Rule 22 of the Code (whether by way of option, indemnity or otherwise) in relation to the relevant securities (as defined in Note 4 to Rule 22 of the Code) of the Company, which might be material to the Whitewash Waiver, with any other persons;
- (e) has any agreement or arrangement to which it is a party which relates to the circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Whitewash Waiver.
- (f) has received any irrevocable commitment from any Shareholder to vote in favour of the Whitewash Waiver at the EGM; or
- (g) has acquired or entered into any agreement or arrangement to acquire any voting rights in the Company during the period commencing on the date falling six months prior to the date of this announcement and ending on the date of this announcement.

An Independent Board Committee comprising the non-executive Director and all the independent non-executive Directors of the Company has been established to make recommendations to the Independent Shareholders in respect of the proposed conversion of the TSCLK Complex Convertible Bonds in full and the Whitewash Waiver.

In accordance with Rule 2.1 of the Code, the Board has approved the appointment of Anglo Chinese Corporate Finance, Limited as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed conversion of the TSCLK Complex Convertible Bonds in full

and the Whitewash Waiver. Such appointment of the Independent Financial Adviser has been approved by the Independent Board Committee. Anglo Chinese Corporate Finance, Limited is a licensed corporation to carry out type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

A resolution will be proposed to the Independent Shareholders at the EGM to consider and approve the proposed conversion of the TSCLK Complex Convertible Bonds in full and the Whitewash Waiver. Dr. Chen and parties acting in concert with him and Shareholders who are otherwise involved in, or interested in, the proposed conversion of the TSCLK Complex Convertible Bonds in full and/or the Whitewash Waiver shall abstain from voting in respect of the resolution at the EGM.

A circular containing, among other things: (a) information about the conversion of the TSCLK Complex Convertible Bonds and the Whitewash Waiver; (b) the letter from the Independent Board Committee; (c) the recommendations from the Independent Financial Adviser on the proposed conversion of the TSCLK Complex Convertible Bonds in full and the Whitewash Waiver; and (d) a notice convening the EGM, is expected to be despatched to the Shareholders on or before 18 April 2017 in accordance with the Code.

As at the date of this announcement, the Company does not believe that the proposed conversion of the TSCLK Complex Convertible Bonds in full gives rise to any concerns in relation to compliance with other applicable rules or regulations (including the Listing Rules). If a concern should arise after the release of this announcement, the Company will endeavour to resolve the matter to the satisfaction of the relevant authority as soon as possible but in any event before the despatch of the whitewash circular. The Company notes that the Executive may not grant the Whitewash Waiver if the proposed conversion of the TSCLK Complex Convertible Bonds in full does not comply with other applicable rules and regulations.

**Warning: The Whitewash Waiver is subject to the approval of the Executive and the Independent Shareholders at the EGM. The Executive and the Independent Shareholders may or may not approve the Whitewash Waiver. The TSCLK Complex Convertible Bonds may or may not be converted depending on whether the Whitewash Waiver is 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.**

## DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:

|                                 |   |
|---------------------------------|---|
| “acting in concert”             | has the meaning ascribed to it in the Code;   |
| “Circular”                      | the shareholders’ circular of the Company dated 30 December 2011;   |
| “Code”                          | the Hong Kong Code on Takeovers and Mergers and Share Buy-backs;  |
| “Dr. Chen”                      | Tan Sri Dr Chen Lip Keong;  |
| “EGM”                           | an extraordinary general meeting of the Company to be convened and held to consider, among other matters, the proposed conversion of the TSCLK Complex Convertible Bonds in full and the Whitewash Waiver;  |
| “Executive”                     | the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegates;   |
| “Independent Board Committee”   | the independent committee of the Board established to make recommendations to the Independent Shareholders in respect of the proposed conversion of the TSCLK Complex Convertible Bonds in full and the Whitewash Waiver;   |
| “Independent Financial Adviser” | the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed conversion of the TSCLK Complex Convertible Bonds in full and the Whitewash Waiver;              |
| “Independent Shareholders”      | the Shareholders other than: (a) Dr. Chen; (b) parties acting in concert with Dr. Chen; and (c) Shareholders who are otherwise involved in, or interested in, the proposed conversion of the TSCLK Complex Convertible Bonds in full and/or the Whitewash Waiver; |

|                                   |   |
|-----------------------------------|---|
| “Last Trading Day”                | 27 March 2017, being the last full trading day prior to the issuance of this announcement;  |
| “NagaCity Walk Convertible Bonds” | unsecured convertible bond(s) in the aggregate principal amount of US\$94,000,000 issued by the Company to Dr. Chen on the completion of the sale and purchase of the City Walk Shares;   |
| “Share Purchase Agreement”        | the share purchase agreement dated 13 June 2011, as supplemented by the supplemental agreements dated 28 December 2011 and 28 December 2015, entered into between the Company and Dr. Chen whereby the Company conditionally agreed to purchase the Sale Shares in the Target Companies and Dr. Chen conditionally agreed to sell the entire issued share capital in each of the Target Companies;  |
| “Target Companies”                | TSC Inc. and City Walk Inc.;  |
| “TSCLK Complex Convertible Bonds” | unsecured convertible bond(s) in the aggregate principal amount of US\$275,000,000 issued by the Company to Dr. Chen on the completion of the sale and purchase of the TSC Inc. Shares; and   |
| “Whitewash Waiver”                | the whitewash waiver pursuant to Note 1 on dispensations from Rule 26 of the Code in respect of any obligation of Dr. Chen to make a mandatory general offer for all the issued Shares not already owned or agreed to be acquired by Dr. Chen which might otherwise arise as a result of the allotment and issue to Dr. Chen and parties acting in concert with him of the Conversion Shares pursuant to the conversion of the TSCLK Complex Convertible Bonds. |

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

Hong Kong, 28 March 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 (other than that relating to Dr. Chen and parties acting in concert with him) 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.*

*Dr. Chen accepts full responsibility for the accuracy of the information contained in this announcement relating to himself and parties acting in concert with him, and confirms that having made all reasonable enquiries, to the best of his 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.*