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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 CIRCULAR IN RELATION TO
THE PROPOSED CONVERSION OF
THE TSCLK COMPLEX CONVERTIBLE BONDS AND
APPLICATION FOR WHITEWASH WAIVER**

We refer to (a) the announcement of NagaCorp Ltd. (the “**Company**”) dated 28 March 2017 in relation to the proposed conversion of the TSCLK Complex Convertible Bonds and the application for the Whitewash Waiver (the “**Announcement**”) and (b) the announcements of the Company dated 18 April 2017 and 12 May 2017 in respect of the delay in despatch of the Whitewash Circular (as defined below). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The circular containing, among other things: (a) information about the proposed 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; (d) a valuation report on the properties of the Group; and (e) a notice convening the EGM (the “**Whitewash Circular**”), has been despatched to the Shareholders on 9 June 2017.

The EGM will be held at Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Friday, 21 July 2017 at 2:30 p.m., details of which are set out in the notice of the EGM contained in the Whitewash Circular.

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.

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

Hong Kong, 9 June 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.