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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**

**DELAY IN DESPATCH OF THE SUPPLEMENTAL CIRCULAR  
ADJOURNMENT OF THE EGM TO BE HELD ON 21 JULY 2017**

**REVISED NOTICE OF INTENTION**

**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 (the "**Whitewash Circular**") and (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 (the "**Supplemental Announcement**"). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as defined in the Supplemental Announcement.

As set out in the Supplemental Announcement, a 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 EGM setting out the revised resolution and a revised form of proxy, is expected to be despatched to the Shareholders.

Since the resolution set out in the notice of extraordinary general meeting of the Company dated 9 June 2017 has to be amended in light of the Supplemental Announcement, such resolution is no longer valid or applicable. Further, Rule 13.73 of the Listing Rules requires a supplemental circular to be despatched to the Shareholders not less than 10 business days before the date scheduled for the relevant extraordinary general meeting. As the Company requires additional time to prepare and finalise the supplemental circular, the Company will not be able to send the supplemental circular to Shareholders in sufficient time to satisfy the requirements under Rule 13.73 of the Listing Rules so that the EGM can be held on the originally proposed date of 21 July 2017. Accordingly, it is proposed that the chairman of the extraordinary general meeting originally convened to be held at Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong at 2:30 p.m. on Friday, 21 July 2017 for the purposes of approving the proposed conversion of the TSCLK Complex Convertible Bonds and the corresponding whitewash waiver (the “**Original EGM**”) will, at the Original EGM, propose a resolution to adjourn the Original EGM *sine die*.

A new extraordinary general meeting (“**New EGM**”) will be convened for the purposes of approving the revised resolution in relation to the proposed concurrent conversions of the TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds in full and the Whitewash Waiver. It is currently expected that the supplemental circular together with a notice of the New EGM setting out the date, time and venue of the New EGM and the revised resolution as well as a new form of proxy (the “**New Proxy Form**”), will be sent to Shareholders by no later than Friday, 14 July 2017.

**In light of the above, if a Shareholder has already lodged the form of proxy accompanying the Whitewash Circular dated 9 June 2017 (the “Old Proxy Form”) with Computershare Hong Kong Investor Services Limited, such Old Proxy Form will be deemed to be invalid, cancelled and withdrawn, and the Shareholder should complete the New Proxy Form and return it to Computershare Hong Kong Investor Services Limited in accordance with the instructions to be set out 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, 5 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.*