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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**

**COMPLETION OF THE CONCURRENT CONVERSIONS OF  
THE TSCLK COMPLEX CONVERTIBLE BONDS  
AND THE NAGACITY WALK CONVERTIBLE BONDS**

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 Whitewash Circular dated 9 June 2017, (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, (f) the Company's announcement dated 14 July 2017 relating to the delay in despatch of the Supplemental Circular, (g) the supplemental circular dated 19 July 2017 (the "**Supplemental Circular**") and the Company's announcement dated 19 July 2017 in relation to the despatch of the Supplemental Circular, (h) the Company's announcement dated 21 July 2017 in relation to the adjournment of the Original EGM held on 21 July 2017 and (i) the announcement dated 4 August 2017 in relation to poll results of the extraordinary general meeting held on 4 August 2017. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as defined in the Supplemental Circular.

Following the delivery by Dr. Chen of the relevant unconditional notices of conversion and the other requisite documents to the Company, the conversions of the TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds in full and the issuance of the Conversion Shares were completed after trading hours on 8 August 2017.

The following table sets out the shareholding structure of the Company immediately before and upon the concurrent conversions of the TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds in full:

Shareholder	Immediately before the concurrent conversions of the TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds in full		Upon the concurrent conversions of the TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds in full	
	<i>Number of issued Shares</i>	<i>Approximate % of the issued share capital of the Company</i>	<i>Number of issued Shares</i>	<i>Approximate % of the issued share capital of the Company</i>
Dr. Chen and parties acting in concert with him	958,945,297	38.98	2,839,964,463	65.42
Public Shareholders	<u>1,501,043,578</u>	<u>61.02</u>	<u>1,501,043,578</u>	<u>34.58</u>
<b>Total:</b>	<u>2,459,988,875</u>	<u>100.00</u>	<u>4,341,008,041</u>	<u>100.00</u>

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

Hong Kong, 8 August 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.*