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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**

**INSIDE INFORMATION  
PROPOSED NOTES ISSUE BY THE COMPANY**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and Part XIVA of the SFO.

The Company proposes to conduct an international offering of the Notes to institutional investors in Asia, Europe and the United States and will commence a series of roadshow presentations beginning on or around 2 May 2018 to international investors. In connection with the Proposed Notes Issue, the Company will provide certain qualified institutional investors with recent corporate and financial information regarding the Group, which information may not previously have been made public, including, but not limited to, risk factors, management's discussion and analysis of financial condition and operational results, related party

transactions and indebtedness information. The completion of the Proposed Notes Issue is subject to, among others, market conditions and investors' interest and therefore may or may not proceed. The Company has appointed Credit Suisse and Morgan Stanley as the joint global coordinators, joint bookrunners and joint lead managers in respect of the Proposed Notes Issue.

If the Notes are issued, the Group intends to use the net proceeds from the Notes to:

- (1) promote gaming business growth, particularly in our VIP gaming segment, and
- (2) refurbish the hotel rooms in Nagal.

The Group may adjust the plans in response to changing market conditions and thus may reallocate the use of the proceeds.

Application will be made for the listing of the Notes on the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained herein. Admission of the Notes to the Official List of the SGX-ST is not to be taken as an indication of the merits of the Company or the Notes. No listing of the Notes has been, or will be, sought in Hong Kong.

**As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialize. The completion of the Proposed Notes Issue is subject to market conditions and investors' interest and therefore may or may not proceed. Investors, Shareholders and holders of securities of the Company are urged to exercise caution when dealing in the securities of the Company.**

Further announcement in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement in respect of the Proposed Notes Issue be signed.

## **PROPOSED NOTES ISSUE**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and Part XIVA of the SFO.

### ***Introduction***

The Company proposes to conduct an international offering of the Notes to institutional investors in Asia, Europe and the United States of America and will commence a series of roadshow presentations beginning on or around 2 May 2018

to international investors. In connection with the Proposed Notes Issue, the Company will provide certain qualified institutional investors with recent corporate and financial information regarding the Group, of which information may not previously have been made public, including, but not limited to, risk factors, management's discussion and analysis of financial condition and results of operations, related party transactions and indebtedness information. The completion of the Proposed Notes Issue is subject to market conditions and investors' interest and therefore may or may not proceed. The Company has appointed Credit Suisse and Morgan Stanley as the joint global coordinators, joint bookrunners and joint lead managers in respect of the Proposed Notes Issue.

Terms of the Notes, including the aggregate principal amount, the tenor, the offer price and the interest rate, will be determined through a book building exercise to be conducted by Credit Suisse and Morgan Stanley as joint global coordinators in respect of the Proposed Notes Issue. As at the date of this announcement, the amount, terms and conditions of the Proposed Notes Issue have yet to be determined. Upon finalising the terms of the Notes, it is expected that Credit Suisse, Morgan Stanley and the Company, among others, will enter into the Purchase Agreement.

The Notes have not been, and will not be, registered under the U.S. Securities Act. The Notes may not be offered or sold in the United States absent registration under the Securities Act or an exemption from registration under the U.S. Securities Act. There will be no public offer of the securities in the United States. None of the Notes will be offered to the public in Hong Kong nor will be initially placed to any connected persons of the Company.

### ***Reason for the Proposed Notes Issue***

The Group owns and operates the only integrated casino and hotel resort, known as the NagaWorld, in Phnom Penh, the capital city of Cambodia. The Proposed Notes Issue is being undertaken by the Group to enhance the quality and appeal of NagaWorld, and further develop its gaming business particularly in the VIP segment.

### ***Proposed use of net proceeds***

If the Notes are issued, the Group intends to use the net proceeds from the Notes to:

- (1) promote gaming business growth, particularly in our VIP gaming segment, and
- (2) refurbish the hotel rooms in Naga1.

The Group may adjust the plans in response to changing market conditions and thus may reallocate the use of the proceeds.

### *Listing*

Application will be made for the listing of the Notes on the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained herein. Admission of the Notes to the Official List of the SGX-ST is not to be taken as an indication of the merits of the Company or the Notes. No listing of the Notes has been, or will be, sought in Hong Kong.

### **GENERAL**

**As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialize. The completion of the Proposed Notes Issue is subject to, among others, market conditions and investors' interest and therefore may or may not proceed. Investors, Shareholders and holders of securities of the Company are urged to exercise caution when dealing in the securities of the Company.**

Further announcement in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement in respect of the Proposed Notes Issue be signed.

### **DEFINITIONS**

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

“Board”	the board of Directors
“Credit Suisse”	Credit Suisse (Hong Kong) Limited, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the offer and sale of the Notes
“Company”	NagaCorp Ltd., a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the main board of the Stock Exchange (Stock Code: 3918)
“connected person(s)”, “subsidiary(ies)”	each has the meaning ascribed to it under the Listing Rules

“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Morgan Stanley”	Morgan Stanley & Co. International plc, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the offer and sale of the Notes
“Naga1”	a casino and hotel resort which was opened in December 2006 and spread over a total floor area of approximately 113,307 square meters
“Notes”	the senior notes expected to be issued by the Company
“Proposed Notes Issue”	the proposed issue of the Notes
“Purchase Agreement”	the purchase agreement proposed to be entered into between, among others, the Company, Credit Suisse and Morgan Stanley in relation to the Proposed Notes Issue
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“SGX-ST”	the Singapore Exchange Securities Trading Limited
“Share(s)”	ordinary share(s) with par value of US\$0.0125 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction

“U.S. Securities Act”            the United States Securities Act of 1933, as amended  
“US\$”                                United States dollars, the lawful currency of the United States

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

Hong Kong, 30 April 2018

As at the date of this announcement, the Directors are:

*Executive Directors*

Tan Sri Dr Chen Lip Keong, Philip Lee Wai Tuck and Chen Yiy Fon

*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

*This announcement is published on the Company’s website at [www.nagacorp.com](http://www.nagacorp.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).*