



**Monthly Return of Equity Issuer on Movements in Securities**

**For the month ended (dd/mm/yyyy) :** 31/08/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer NagaCorp Ltd. 金界控股有限公司

Date Submitted 04/09/2017

**I. Movements in Authorised Share Capital**

**1. Ordinary Shares**

(1) Stock code : <u>3918</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value (US\$)	Authorised share capital (US\$)
Balance at close of preceding month	<u>8,000,000,000</u>	<u>0.0125</u>	<u>100,000,000.00</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>8,000,000,000</u>	<u>0.0125</u>	<u>100,000,000.00</u>
(2) Stock code : _____ Description : _____			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 2. Preference Shares

Stock code : _____	Description : _____		
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 3. Other Classes of Shares

Stock code : _____	Description : _____		
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*US\$*) : 100,000,000.00

## II. Movements in Issued Share Capital

	No. of ordinary shares		No. of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>2,459,988,875</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>1,881,019,166</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Balance at close of the month	<u>4,341,008,041</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme adopted at the annual general meeting of the Company held on 20/04/2016 Ordinary shares	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
(Note 1)						
2.   ( / / ) shares						
(Note 1)						
3.   ( / / ) shares						
(Note 1)						
			Total A. (Ordinary shares)		<u>Nil</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>Nil</u>		

Warrants to Issue Shares of the Issuer which are to be Listed (Not Applicable)

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____	_____	( / / )	_____	_____	_____	_____
2. _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____	_____	( / / )	_____	_____	_____	_____
3. _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____	_____	( / / )	_____	_____	_____	_____
4. _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____	_____	( / / )	_____	_____	_____	_____
Total B. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____						

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <u>Convertible Bonds</u> <u>issued on 17/05/2016</u> (Please refer to the Remarks on pages 10 and 11)	US\$	94,000,000	94,000,000	Nil	479,175,614* <sup>#</sup>	Nil
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary					
Subscription price	HK\$1.5301 per share* <sup>#</sup> (as adjusted but may be subject to further adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	(30/01/2012)					
2. <u>Convertible Bonds</u> <u>issued on 30/12/2016</u> (Please refer to the Remarks on pages 10 and 11)	US\$	275,000,000	275,000,000	Nil	1,401,843,552 *	Nil
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary					
Subscription price	HK\$1.5301 per share* (as adjusted but may be subject to further adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	(30/01/2012)					
3.						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4.						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
				Total C. (Ordinary shares)	1,881,019,166	
				(Preference shares)	N/A	
				(Other class)	N/A	

\* The number of shares and conversion price as indicated are subject to such adjustments in accordance with the terms and conditions of the convertible bonds set out in the Company's circular dated 30/12/2011.

<sup>#</sup> The conversion price and the number of conversion shares have been adjusted as a result of the placing of existing shares and the top-up subscription of new shares under the Company's general mandate. Please refer to the announcements of the Company dated 01/09/2016 and 09/09/2016.



## Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares _____ issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	Nil	Nil
2.	Open offer	At price : State currency _____	Class of shares _____ issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	Nil	Nil
3.	Placing	At price : State currency _____	Class of shares _____ issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) AGM approval date: (dd/mm/yyyy) ( / / )	Nil	Nil
4.	Bonus issue		Class of shares _____ issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	Nil	Nil

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	Nil Nil
6.	Repurchase of shares		Class of shares repurchased ( <i>Note 1</i> ) _____ Cancellation date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	Nil Nil
7.	Redemption of shares		Class of shares redeemed ( <i>Note 1</i> ) _____ Redemption date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	Nil Nil
8.	Consideration issue	At price : State currency _____	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	Nil Nil



Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	Nil	Nil
10. Other (Please specify)	At price : State currency _____ Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	Nil	Nil
Total E.		(Ordinary shares) Nil	Nil
		(Preference shares) Nil	Nil
		(Other class) Nil	Nil

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	1,881,019,166
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

Unless stated otherwise, the capitalized terms used herein shall have the same meanings of those defined in the Company's Supplemental Circular dated 19 July 2017.

On 28 March 2017, the Company received a notice from the bondholder (the "**Bondholder**") 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 in full will result in the issue of 1,401,843,552 Conversion Shares.

On 23 June 2017, the Company received the Revised Notice of Intention from the Bondholder that after careful consideration of the market responses, he (i) had decided to concurrently exercise the conversion rights in respect of both the TSCLK Complex Convertible Bonds in full in the outstanding aggregate principal amount of US\$275,000,000 and the NagaCity Walk Convertible Bonds in full in the outstanding aggregate principal amount of US\$94,000,000; and (ii) agreed to voluntarily waive his entitlement to the adjusted conversion price under the NagaCity Walk Convertible Bonds as a result of the conversion of the TSCLK Complex Convertible Bonds which would otherwise apply under the relevant bond instruments, such that the conversion price under the NagaCity Walk Convertible Bonds would also be HK\$1.5301 (same as the conversion price under the TSCLK Complex Convertible Bonds) instead of a conversion price of HK\$0.6582 which would otherwise apply under the relevant bond instruments. The currently proposed concurrent conversions of the TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds in full will lead to issuance of 1,881,019,166 Conversion Shares to the Bondholder.

The concurrent conversions of the TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds are 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 proposed concurrent conversions of the TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds in full (the "**Proposed Concurrent Conversions**") and the Whitewash Waiver by way of poll at the New EGM.

The above conditions to the concurrent conversions of the TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds are not waivable. If any of the conditions is not fulfilled, the conversions of the TSCLK Complex Convertible Bonds and the NagaCity Walk Convertible Bonds will not take place and the Revised Notice of Intention and the previous notice of intention from the Bondholder dated 28 March 2017 will be deemed to be withdrawn. The Bondholder has indicated to the Company that upon the fulfilment of the above conditions, he will immediately deliver to the Company the relevant unconditional notices of conversion and the other requisite documents in accordance with the terms of the instrument dated 17 May 2016 constituting the NagaCity Walk Convertible Bonds and 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 relevant unconditional notices of conversion and the other requisite documents.

The ordinary resolution to approve, among other things, the Proposed Concurrent Conversions and the Whitewash Waiver was duly passed by the Independent Shareholders by way of poll at the New EGM held on 4 August 2017. Following the delivery by the Bondholder 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.

Please refer to the Company's announcements dated 28 March 2017, 18 April 2017, 12 May 2017, 9 June 2017, 23 June 2017, 5 July 2017, 14 July 2017, 18 July 2017, 19 July 2017, 21 July 2017, 4 August 2017 and 8 August 2017, and circulars dated 9 June 2017 and 19 July 2017 for more details.

---

Submitted by : Lam Yi Lin

Title : Secretary  
(Director, Secretary or other duly authorised officer)

---

*Notes :*

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*