

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

For the month ended  
(dd/mm/yyyy) :

30/04/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer

NagaCorp Ltd. 金界控股有限公司

Date Submitted

03/05/2019

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 (State currency)	Authorised share capital (State currency)
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 (State currency)	Authorised share capital (State currency)
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	4,341,008,041	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	Nil	Nil	Nil
Balance at close of the month	4,341,008,041	N/A	N/A	N/A

## 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	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
2. _____ _____ _____ ( / / ) shares						
(Note 1)						
3. _____ _____ _____ ( / / ) shares						
(Note 1)						
			Total A. (Ordinary shares)		Nil	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)				Nil		

Warrants to Issue Shares of the Issuer which are to be Listed

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 (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
2. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
3. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
4. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
Total B. (Ordinary shares) _____					N/A	
(Preference shares) _____					N/A	
(Other class) _____					N/A	

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. _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
2. _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
3. _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
4. _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
				Total C. (Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	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
<p>1. On 14 April 2019, NagaCorp Ltd. (the "Company") as an issuer entered into a subscription agreement (the "Subscription Agreement") with a special purpose vehicle called ChenLipKeong Fund Limited, which is a Cayman Islands incorporated company wholly owned by Tan Sri Dr Chen Lip Keong (the "Controlling Shareholder"), as the subscriber (the "Subscriber").</p> <p>Amongst other things, 1,142,378,575 shares of the Company (the "Settlement Shares") are to be issued at the issue price of HK\$12.00 per share to the Subscriber as per the terms of the Subscription Agreement and under a specific mandate to be approved as an ordinary resolution by the shareholders of the Company (except for the Controlling Shareholder and his associates) at the extraordinary general meeting of the Company to be convened to approve (among others) the Subscription Agreement and the transaction contemplated thereunder.</p> <p>The Subscriber's obligation to subscribe for the Settlement Shares (subject to adjustment as per the terms of the Subscription Agreement) shall be subject to the conditions precedent as set out in the Subscription Agreement.</p> <p>Subject to all relevant statutory approval, the date of the issuance of the Settlement Shares will take place as soon as practicable after the completion of the proposed development and construction of the Naga 3 project. Application will be made by the Company to The Stock Exchange of Hong Kong Limited for the listing of and permission to deal in the Settlement Shares. The Settlement Shares shall be allotted and issued under a specific mandate of the Company.</p> <p>The Settlement Shares, when issued and allotted, will rank pari passu in all respects with all the shares of the Company then in issue. There will be no restriction on the subsequent sale of the Settlement Shares.</p> <p>Please refer to the announcements of the Company dated 3 April 2019, 14 April 2019 and 24 April 2019 for more details.</p> <p>_____</p> <p>_____ ( / / )</p> <p>_____ shares (Note 1)</p>		
<p>2. _____</p> <p>_____ ( / / )</p> <p>_____ shares (Note 1)</p>		
<p>3. _____</p> <p>_____ ( / / )</p> <p>_____ shares (Note 1)</p>		
<p>_____ Total D. (Ordinary shares)</p> <p>_____ (Preference shares)</p> <p>_____ (Other class)</p>	<p>N/A</p> <p>N/A</p> <p>N/A</p>	

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 (Note 1) _____ 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 (Note 1) _____ 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 (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	Nil	Nil
4.	Bonus issue		Class of shares issuable (Note 1) _____ 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 (Note 1) Issue and allotment date : ( dd / mm / yyyy ) EGM approval date: ( dd / mm / yyyy )	Nil	Nil
6.	Repurchase of shares		Class of shares _____ repurchased (Note 1) Cancellation date : ( dd / mm / yyyy ) EGM approval date: ( dd / mm / yyyy )	Nil	Nil
7.	Redemption of shares		Class of shares _____ redeemed (Note 1) Redemption date : ( dd / mm / yyyy ) EGM approval date: ( dd / mm / yyyy )	Nil	Nil
8.	Consideration issue	At price : State currency _____	Class of shares _____ issuable (Note 1) 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 (Note 1) _____ ( / / ) 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 (Note 1) _____ ( / / ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	Nil	Nil
Total E. (Ordinary shares)		Nil	
(Preference shares)		Nil	
(Other class)		Nil	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil
	(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>		



*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *“Identical” means in this context:*
  - *the securities are of the same nominal value with the same amount called up or paid up;*
  - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
  - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
4. *If there is insufficient space, please append the prescribed continuation sheet.*