



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 30 November 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: NagaCorp Ltd. 金界控股有限公司

Date Submitted: 02 December 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	03918	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	8,000,000,000	USD	0.0125	USD	100,000,000	
Increase / decrease (-)	0			USD	0	
Balance at close of the month	8,000,000,000	USD	0.0125	USD	100,000,000	

Total authorised/registered share capital at the end of the month: USD 100,000,000

II. Movements in Issued Shares and/or Treasury Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	03918	Description				
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		4,422,990,160	0	4,422,990,160		
Increase / decrease (-)		0	0			
Balance at close of the month		4,422,990,160	0	4,422,990,160		

III. Details of Movements in Issued Shares and/or Treasury Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares		Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)			Yes	
Stock code (if listed)		03918		Description					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month			Number of share options outstanding at close of the month	Number of new shares issued during the month pursuant thereto (A1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (A2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	The total number of shares which may be issued or transferred out of treasury upon exercise of all share options to be granted under the scheme at close of the month
1). Share Option Scheme adopted on 20 April 2016	0				0	0	0	0	226,998,887
General Meeting approval date (if applicable) 20 April 2016									

Increase in issued shares (excluding treasury shares): _____ 0 Ordinary shares (AA1)

Decrease in treasury shares: _____ 0 Ordinary shares (AA2)

Total funds raised during the month from exercise of options: USD _____ 0

Remarks:

226,998,887 is the total number of shares available for grant under the Share Option Scheme.

(B). Warrants to Issue Shares of the Issuer

Not applicable

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes)

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	03918	Description				
Description of other agreements or arrangements			General Meeting approval date (if applicable)	Number of new shares issued during the month pursuant thereto (D1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (D2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1).	<p>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 with limited liability, as the subscriber (the "Subscriber"). The Subscriber is directly and wholly owned by SAKAI PRIVATE TRUST COMPANY PTE. LTD. ("The Sakai Trustee", in its capacity as the trustee of The Sakai Trust), which is in turn the controlling shareholder of the Company. The Sakai Trust is a family trust established by the late Tan Sri Dr. Chen Lip Keong ("Dr. Chen") as settlor for the purposes of succession planning and The Sakai Trustee is entrusted with legal title to the trust assets for the benefit of Dr. Chen and his family.</p> <p>Pursuant to the Subscription Agreement, inter alia, the Company has conditionally agreed to issue, and the Subscriber has conditionally agreed to subscribe for 1,142,378,575 Settlement Shares or such Adjusted Settlement Shares (both as defined in the circular of the Company dated 22 July 2019 (the "Circular")) at the issue price of HK\$12.00 per share (subject to adjustment as set out in the Subscription Agreement) upon the completion of the DBA (as defined in the Circular) and the Subscription Agreement.</p> <p>The Subscriber's obligation to subscribe for the Settlement Shares or the Adjusted Settlement Shares shall be conditional upon the fulfilment or waiver of the conditions precedent as set out in the Subscription Agreement.</p> <p>Subject to all relevant statutory approvals, the date of the issuance of the Settlement Shares or the Adjusted Settlement Shares will take place as soon as practicable after the completion of the proposed development and construction of the Naga 3 Project (as defined in the Circular). 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 or the Adjusted Settlement Shares. The Settlement Shares or the Adjusted Settlement Shares shall be allotted and issued under a specific mandate of the Company.</p> <p>The Settlement Shares or the Adjusted 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 or the Adjusted Settlement Shares.</p> <p>The Subscription Agreement and all the transaction(s) contemplated thereunder were approved by the then independent shareholders of the Company at the extraordinary general meeting held on 08 August 2019.</p> <p>Please refer to the Company's announcements dated 03 April 2019, 14 April 2019, 24 April 2019, 07 May 2019, 27 May 2019, 27 June 2019, 21 July 2019 and 08 August 2019, and the Circular for further details.</p>		08 August 2019	0	0	0
2).	Share Award Scheme adopted on 28 January 2021			0	0	0

Increase in issued shares (excluding treasury shares): _____ 0 Ordinary shares (DD1)

Decrease in treasury shares: _____ 0 Ordinary shares (DD2)

(E). Other Movements in Issued Shares and/or Treasury Shares

Not applicable

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	0	Ordinary shares
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Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	0	Ordinary shares
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IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations Not applicable

Submitted by: Lam Yi Lin

Title: Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.
2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".
In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".
3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
4. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
5. "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.