



香港交易所

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

For the month ended (dd/mm/yyyy) : 31 December 2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer NagaCorp Ltd.

Date Submitted 3 January 2012

#### 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 shares
	(1)	(2)		
Balance at close of preceding month	<u>2,082,078,875</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Balance at close of the month	<u>2,082,078,875</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) (**Not Applicable**)

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

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) **(Not Applicable)**

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 ( <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 C. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____						

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 13 June 2011, the Company entered into a Share Purchase Agreement with Tan Sri Dr. Chen Lip Keong to acquire the TSC Inc. and City Walk Inc. (companies that are in the process of developing hotel, entertainment, retail and tourist garden facilities in Phnom Penh, Cambodia, adjacent to the Company's existing operations).</p> <p>The agreed consideration for the transaction is US\$369,000,000, divided as to US\$275,000,000 for TSC Inc and US\$94,000,000 for City Walk Inc. The consideration will be settled, at the option of Dr. Chen, in the form of consideration shares (being new ordinary shares of the Company), to be allotted and issued at a price of HK\$1.8376 per consideration share; or in the form of convertible bonds issued by the Company and convertible at the option of the bondholder into conversion shares (being new ordinary shares in the Company), also to be allotted and issued at a conversion price of HK\$1.8376 per conversion share; or through a combination of consideration shares and convertible bonds, to an aggregate value of US\$369,000,000. Thus, the total number of new ordinary shares of the Company that stand to be allotted and issued as consideration shares or on exercise of the convertible bonds is 1,566,282,107 shares.</p> <p>The EGM of the Company to approve the transaction (including as regards the proposed allotment of new ordinary shares by the Company – as consideration shares and/or conversion shares) will be held on a date to be announced. The shares and/or convertible bonds themselves will not be issued until the respective completion applicable to each of the target companies. The deadline for the fulfillment of the conditions precedent in respect of the purchases of each target company is 12 June 2016.</p> <p>Please refer to the Company's announcements dated 13 June 2011, 22 June 2011, 19 August 2011, 4 October 2011, 26 October 2011, 17 November 2011, 28 December 2011 and Circular dated 30 December 2011 for more details.</p> <p>The Extraordinary General Meeting will be held on 30 January 2012.</p> <p style="text-align: right;">( / / )</p> <p style="text-align: right;">Ordinary Shares (Note 1)</p>	Nil	1,566,282,107
<p>2.</p> <p style="text-align: right;">( / / )</p> <p style="text-align: right;">shares (Note 1)</p>		
<p>3.</p> <p style="text-align: right;">( / / )</p> <p style="text-align: right;">shares (Note 1)</p>		
<p style="text-align: right;">Total D. (Ordinary shares)</p> <p style="text-align: right;">(Preference shares)</p> <p style="text-align: right;">(Other class)</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 _____ <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) ( / / ) EGM 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

## For Main Board and GEM listed issuers

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	<p>Class of shares issuable <u>Ordinary</u> (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>AGM approval date: ( / / ) (dd/mm/yyyy)</p>	<p>Nil</p> <p>Nil</p>
6.	Repurchase of shares	<p>Class of shares repurchased (Note 1) <u>Ordinary</u></p> <p>Cancellation date : (dd/mm/yyyy)</p> <p>AGM approval date: (dd/mm/yyyy)</p>	<p>Nil</p> <p>Nil</p>
7.	Redemption of shares	<p>Class of shares redeemed (Note 1) _____</p> <p>Redemption date : ( / / ) (dd/mm/yyyy)</p> <p>EGM approval date: ( / / ) (dd/mm/yyyy)</p>	<p>Nil</p> <p>Nil</p>
8.	Consideration issue At price : State currency	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: ( / / ) (dd/mm/yyyy)</p>	<p>Nil</p> <p>Nil</p>



For Main Board and GEM listed issuers

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	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>	Nil	Nil
10. Other (Please specify)	<p>At price : State currency _____</p> <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>	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

*(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)*

Remarks (if any):

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Submitted by: Ng Tien Che Margaret

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

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*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.*