

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31 January 2012						
To: Hong Kong Exchanges and Clearing Limited						
Name of Issuer NagaCorp	Ltd.					
Date Submitted 1 February	y 2012					
I. Movements in Authorised Share Ca	npital					
1. Ordinary Shares						
(1) Stock code : <u>3918</u> Desc	cription:	Ordinary	Shares			
	No. of ordinary shares	Par value (US\$)	Authorised share capital (US\$)			
Balance at close of preceding month	8,000,000,000	0.0125	100,000,000.00			
Increase/(decrease)	Nil		Nil			
Balance at close of the month	8,000,000,000	0.0125	100,000,000.00			
(2) Stock code :Desc	cription:					
	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 :Descri	ption:		
	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 :Descri	ption:		
	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	0,000.00

II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	shares
Balance at close of preceding month	2,082,078,875	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	Nil	Nil	Nil
Balance at close of the month	2,082,078,875	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under	Share Option	Schemes of the	Issuer) (Not Ap	oplicable)		
Particulars of share option scheme					No. of new shares of issuer issued during	No. of new shares of issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date					thereto	as at close of the month
(dd/mm/yyyy) and -		Wovement duri	ing the month		_	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.						
(/ /)						
shares						
(<i>Note 1</i>)						
2.						
(/ /)						
shares						
(Note 1)						
(11010-1)						
3.						
<u> </u>						
(/ /)						
shares						-
(Note 1)		T	مناس (۱ م			
		10	otai A. (Ordin	iary snares)		
		_		Other class)		
Total funds raised du		n from exercise of	of .			
options (State currence	ey)					

Warrants to Issue Shares of the Is Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal valu nominal close of value preceding mo	e at Exercised during the	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.	(/ /)	_			
	-				<u> </u>
(/ /) Stock code (if listed) Class of shares issuable (Note 1)					
C-1					
EGM approval date (if applicable)					
	(/ /)				
4.	-				
	_				
(/ /)	-				
Stock code (if listed) Class of shares					
issuphla (Note 1)					
Subscription price EGM approval date (if applicable)					
(dd/mm/yyyy)	(/ /)				
	,	Total B. (Ordin (Prefero	nary shares)		
		(Other class)		· -

For Main Board and GEM listed issuers

Class and description	amount	Amount at close of preceding	Converted during the	Amount at close of the	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.	outstanding	month	month	month		
1.						
	_					
Stock code (if listed)	_					
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy))	(/ /)					
2.	<u> </u>					
	<u> </u>					
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 (Note 1)						
Subscription price EGM approval date						
(if applicable)						
	(/ /)					
4.	<u> </u>					
	<u> </u>					
Stock code (if listed) Class of shares						
issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
		,	Total C. (Ordin	nary shares)		.
			(Pretere	once shares) Other class)		_

For Main Board and GEM listed issuers
Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

		No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
	l particulars including EGM approval date (dd/mm/yyyy), pplicable, and class of shares issuable:	thereto	as at close of the month
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).		
	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.		
	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.		
	The transaction (including as regards the proposed allotment of new ordinary shares by the Company – as consideration shares and/or conversion shares) was approved by the independent shareholders at the Extraordinary General Meeting held on 30 January 2012.		
-	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, 30 January 2012 and Circular dated 30 December 2011 for more details.		
-	Ordinary Shares (Note 1)	Nil	1,566,282,107
2			
-	(/ /)		
-	shares (Note 1)		
3			
-			
-	shares (Note 1)		
-	Total D. (Ordinary shares)		
-	(Preference shares) (Other class)		
	(Saisi class)		

Other Movements in Issued Share Capital No. of new shares No. of new of issuer issued shares of during the month issuer pursuant thereto which may be issued pursuant thereto as at close of the month Type of Issue Class of shares issuable -(*Note 1*) (/ /) At price : State currency Issue and allotment 1. Rights issue date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil Nil Class of shares issuable __ (*Note 1*) At price : State currency (/ /) Issue and allotment Open offer date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil Nil Class of shares issuable _ (*Note 1*) (/ /) At price : State currency Issue and allotment 3. Placing date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil Nil Class of shares issuable _____ (*Note 1*) (/ /) Issue and allotment Bonus issue date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil Nil

For Main Board and GEM listed issuers No. of new shares No. of new of issuer issued shares of during the month issuer pursuant thereto which may be issued pursuant thereto as at close of the month Type of Issue Class of shares issuable Ordinary (*Note 1*) At price : State (/ / Issue and allotment Scrip dividend currency date: (dd/mm/yyyy) (/ /) AGM approval date: (dd/mm/yyyy) Nil Nil Class of shares Ordinary repurchased (Note 1) Repurchase of Cancellation date: shares (dd/mm/yyyy) AGM approval date: (dd/mm/yyyy) Nil Nil Class of shares _ redeemed (Note 1) (/ /) 7. Redemption of Redemption date: shares (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil Nil Class of shares issuable (*Note 1*) 8. Consideration issue At price : State currency -(/ /) Issue and allotment date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil Nil

For Main Board and GEM listed issuers No. of new shares No. of new of issuer issued shares of during the month issuer pursuant thereto which may be issued pursuant thereto as at close of the month Type of Issue Class of shares issuable -(*Note 1*) (/ /) 9. Capital Issue and allotment reorganisation date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil Nil Class of shares issuable -(*Note 1*) At price : State currency 10. Other (/ / Issue and allotment (Please specify) date: (dd/mm/yyyy) (/ /) EGM approval date: Nil Nil (dd/mm/yyyy) Total E. (Ordinary shares) Nil (Preference shares) Nil Nil (Other class) Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1) Nil N/A (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):

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

Remarks (if any	y):	
Submitted by:	Ng Tien Che Margaret	
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.