

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

For the month ended (dd/mm/yyyy) :	31 May 2012
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To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	NagaCorp Ltd.
Date Submitted	1 June 2012

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>3918</u> Descrip	tion :	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 :Descrip	tion :		
	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 :Desc	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 :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\$): 100,000,000.00

## II. Movements in Issued Share Capital

	No. of ordi	nary shares	No of preference	No. of other classes
	(1)	(2)	shares	shares
Balance at close of preceding month	2,082,078,875	N/A	<u>N/A</u>	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

Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement durin	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and -		Wovement dum	ig the month			
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.				1		
shares						
		·		·		
(Note 1)						
2						
2.						
( / / )						
shares						
(Note 1)						
(1000 1)						
3.						
5.						
( / / )						
shares						
(Note 1)						
		То	tal A. (Ordin	ary shares)		
			(Prefere			
				Other class)		
Total funds raised days	ing the month	from avaraisa				
Total funds raised dur		nom exercise o	L			
options (State currence	(y)					

Warrants to Issue Shares of the Is	For Main Board and GEM listed issuer the Issuer which are to be Listed ( <b>Not Applicable</b> )					d issuers
Description of warrants (Date of expiry - dd/mm/yyyy)		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
	-					
	-					
( / / ) Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)		<i>,</i>				
(dd/mm/yyyy)	( / /	)				
<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.	_					
	-					
( / / )						<u> </u>
Stock code (if listed) Class of shares						
issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / )	( )				
<u>4</u> .		)				
	-					
· · · · · · · · · · · · · · · · · · ·	- <u> </u>					
Class of shares						
issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	<li>/ )</li>				
		Total	B (Ond:	norry charac)		
		1018	Prefer	nary shares) ence shares)		-
			(	Other class)		-

For Main Board and GEM listed issue Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) (Not Applicable)						d issuers
Class and description		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
<u>1.</u>						
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)	( / / )					
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )	<u> </u>	Fotal C. (Ordi	nary shares)		
			(Prefere	ence 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)

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
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, 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		
	4	
	-	
shares (Note 1)		
3.		
	-	
shares (Note 1)	4	
Total D. (Ordinary shares) (Preference shares)		
(Other class)		

	Thursday					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
	Type of Issue						
			Class of shares issuable ( <i>Note 1</i> )				
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						Nil	Nil
			Class of shares issuable				
		State	(Note 1)	( / /	)		
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	( ' '	,		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						Nil	Nil
			Class of shares issuable (Note 1)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date:	( / /	)		
			(dd/mm/yyyy)			Nil	Nil
			Class of shares issuable (Note 1)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						Nil	Nil

	Tumo of Logue			For Main Bo	oard and GEM listed No. of new shares of issuer issued during the month pursuant thereto	
	Type of Issue					the month
			Class of shares issuable (Note 1)			
5.	Scrip dividend	At price : State currency —	Issue and allotment date : (dd/mm/yyyy)	( / / )		
			AGM approval date: (dd/mm/yyyy)	(//)	Nil	Nil
			Class of shares repurchased (Note 1)	Ordinary		
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)			
			AGM approval date: (dd/mm/yyyy)		Nil	Nil
			Class of shares redeemed ( <i>Note 1</i> )			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	(//)	Nil	Nil
			Class of shares issuable (Note 1)			
8.	Consideration issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(//)		
		-	EGM approval date: (dd/mm/yyyy)	( / / )	Nil	Nil

				For Main		and GEM liste	
						of new shares	
						issuer issued	shares of
						ing the month	issuer
					pur	suant thereto	which may
							be issued
							pursuant
							thereto as at close of
	<b>T C T</b>						the month
	Type of Issue						uie monui
			Class of shares issuabl	e	_		
			(Note 1)				
9.	Capital		Issue and allotment	( / /	)		
	reorganisation		date : (dd/mm/yyyy)				
			EGM approval date:	( / /	)		
			(dd/mm/yyyy)				
						Nil	Nil
			Class of shares issuabl	e	_		
			(Note 1)				
10.	Other (Please specify)	At miss , State		( / /	)		
		At price : State currency	- Issue and allotment	( / /	)		
			date : (dd/mm/yyyy)				
			EGM approval date:	( / /	)		
			(dd/mm/yyyy)			Nil	Nil
-			Total E.	(Ordinary	shares)	Nil	
				(Preference	shares)	Nil	
				(Othe	r 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)	

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.