

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

Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchang	es and Clearing	g Limited					
Name of Issuer NagaCorp Ltd. Date Submitted 3 December 2012							
I. Movements in Authoris	sed Share Capit	tal					
1. Ordinary Shares	_						
(1) Stock code : <u>39</u>	Descrip	otion:	Ordinary	Shares			
		No. of ordinary shares	Par value (US\$)	Authorised share capital (US\$)			
Balance at close of preced	ling month	8,000,000,000	0.0125	100,000,000.00			
Increase/(decrease)		Nil		Nil			
Balance at close of the mo	onth	8,000,000,000	0.0125	100,000,000.00			
(2) Stock code :	Descrip	otion :					
		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							

30 November 2012

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Stock code :	Descript	ion:		
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preced	ing month			
Increase/(decrease)				
Balance at close of the mo	onth _			
3. Other Classes of Shares				
3. Other Classes of Shares Stock code :	Descript	tion :		
		No. of other classes of shares	Par value (State currency)	
	Descript	No. of other	Par value (State	Authorised share capital
Stock code :	Descript	No. of other	Par value (State	Authorised share capital

II. Movements in Issued Share Capital

	No. of ordin	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	N/A	<u>N</u> /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 including EGM					No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
approval date		Massaura de d			thereto	as at close of the month
(dd/mm/yyyy) and	Movement during the month				-	as at close of the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.						
(/ /)						
shares						
(<i>Note 1</i>)		·				
2.						
(/ /)						
shares						
(Note 1)						
(,						
3.						
(/ /)						
shares						
(Note 1)						
(=,		To	otal A. (Ordin	ary shares)		
			·	Other class)		
Total funds raised dur	ing the month	from exercise o				
options (State current		i iroin excicise (,1			
- F	<i>3</i> /					

Warrants to Issue Shares of the Is	suer which are to be Lis	ted (Not Appl	icable)			
Description of warrants (Date of expiry - dd/mm/yyyy)		ose of du	xercised iring 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)	- (/ /)					
(/ /)	- ———					
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.	(Ordin	nary shares)ence shares)		-
			((Other class)		.

For Main Board and GEM listed issuers

Convertibles (i.e. Convertible in	nto Shares of the I	ssuer which are to	be Listed) (No	t 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.	<u>—</u>					
						
	<u></u>					
Stock code (if listed)						-
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy))	(/ /)					
2.						
						
	<u></u>					
G: 1 1. ('£1:,4 4)					-	-
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 (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
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 (Ordir	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)

		No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
	ull particulars including EGM approval date (dd/mm/yyyy), applicable, and class of shares issuable:	thereto	as at close of the month
1.			
	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.		1.544.000.105
	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)		
1		l	

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 2. 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 currency -Issue and allotment Scrip dividend 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 which may pursuant thereto be issued pursuant thereto as at close of the month Type of Issue Class of shares issuable -(*Note 1*) (/ /) 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 10. Other (/ / Issue and allotment (Please specify) currency date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil Nil (Ordinary shares) Total E. 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 N/A (2) Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): N/A

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:	Lam Yi Lin	
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.