

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

For the month ended (dd/mm/yyyy): 31 March 2013						
To: Hong Kong Exchanges and Clearing Limited						
Name of Issuer NagaCorp Ltd.						
	April 2013	••				
I. Movements in Authorised	Share Capita	al				
1. Ordinary Shares						
(1) Stock code : 3918	Descrip	tion :	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 mont	8,000,000,000	0.0125	100,000,000.00			
(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 mont	Balance at close of the month					

ription :		
No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
ription:		
No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
	No. of preference shares  ription:  No. of other	Par value (State shares currency)  ription:  Par value (State currency)  Par value (State currency)

## II. Movements in Issued Share Capital

	No. of ordinary shares		No. of preference No. of other cla	
	(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	200,000,000	Nil	Nil	<u>Nil</u>
Balance at close of the month	2,282,078,875	N/A	N/A	N/A

## III. Details of Movements in Issued Share Capital

Share Options (under	<b>Share Option</b>	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		M			thereto	as at close of the month	
(dd/mm/yyyy) and		Movement duri	ing the month		-	us at close of the month	
class of shares							
issuable	Granted	Exercised	Cancelled	Lapsed			
1.				•			
( / / )							
shares							
( <i>Note 1</i> )	_						
,							
2.							
( / / )							
shares							
(Note 1)							
(1,000 1)							
3.							
( / / )							
shares							
(Note 1)							
(11010-1)		To	otal A. (Ordin	ary shares)			
		10					
			·	Other class)			
Total funds raised dur	ing the month	from overeige c		Juioi Ciuss)			
options (State current		i mom exercise (	Л				
options (state carrent	737		·				

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value 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 (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 (Note 1) Subscription price EGM approval date					
(if applicable) (dd/mm/yyyy)  3.	( / / ) - -				
( / / )	<del></del> -				<u>.</u>
Stock code (if listed) Class of shares issuable (Note 1)					
Subscription price					
EGM approval date (if applicable)					
	( / / )				
4.	-				
	_				
( / / )	<del></del> -				-
Class of shares issuable ( <i>Note 1</i> )					
Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
	Total	B. (Ordii	nary shares)		-
		(1 101016	Other class)		-

For Main Board and GEM listed issuers

Convertibles (i.e. Convertible in Convertible in Convertibles)		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.	outstanding	monun	Шопш	ПОПП		
Stock code (if listed)	<u> </u>					
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy))	( / / )					
2.						
	<u></u>					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / / )					
3.						
	<u> </u>					
Cr. 1 1- ('f listed')						-
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
	( / / )					
4.						
	<del></del>					
	<u> </u>					
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / / )					
(dd/IIIII/yyyy)	( / / )	<del></del>	Fotal C. (Ordin	nary shares)		
			(Prefere	ence 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)

No. of new shares of No. of new shares of issuer issued during issuer which may be the month pursuant issued pursuant thereto thereto Full particulars including EGM approval date (dd/mm/yyyy), as at close of the month if applicable, and class of shares issuable: 1. On 13 June 2011, the Company entered into a Share Purchase Agreement with Tan Sri Dr. Chen Lip Keong to acquire the TanSriChen Inc. ("TSC Inc.") and Tan Sri Chen (CityWalk) Inc. ("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 shares (Note 1) shares (*Note 1*) (Ordinary shares) Total D. (Preference shares) (Other 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 2. Open offer date: (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) Nil Nil Class of shares issuable Ordinary (*Note 1*) At price: State <u>HKD</u> Issue and allotment (27/03/2013) Placing HK\$6.05 currency date: (dd/mm/yyyy) AGM approval date: (24/05/2012) (dd/mm/yyyy) 200,000,000 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 \_ (*Note 1*) ( / / ) At price : State currency -Issue and allotment Scrip dividend date: (dd/mm/yyyy) ( / / ) AGM approval date: (dd/mm/yyyy) Nil Nil shares \_\_\_ Class of 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 Total E. (Ordinary shares) 200,000,000 (Preference shares) Nil Nil (Other class) Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1) 200,000,000 (2) N/A

N/A

N/A

Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):

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.