

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	31 July 2014
------------------------------------	--------------

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	NagaCorp Ltd.	
Date Submitted	1 August 2014	

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>3918</u> 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 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 :Des	cription :		
	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	2,282,078,875	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	Nil	Nil	Nil
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 Share	Option Schemes of the	Issuer) (Not Applicable)
----------------------------	-----------------------	--------------------------

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 (dd/mm/yyyy) and -		Movement during	ng the month		thereto	as at close of the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.	<u>oranica</u>	2	cuiterite	Lupsed		
(/ /)						
shares						
(Note 1)			·			
2.						
(/ /)						
shares						
(Note 1)						
2						
3.						
·						
shares						
(Note 1)						
,		То	tal A. (Ordin	ary shares)		
			(Prefere			
				Other class)		
Total funds raised dur	ring the month	from exercise o	f			
options (State current						

For Main Board and GEM listed issuers Warrants to Issue Shares of the Issuer which are to be Listed (Not Applicable) No. of new No. of new shares of shares of issuer issued issuer which during the may be issued month pursuant pursuant thereto as at Currency of Nominal value at Exercised Nominal value thereto close of the Description of warrants nominal close of during the at close of the month (Date of expiry - dd/mm/yyyy) value preceding 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. _____ (/ /) 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) (/ /) (Ordinary shares) Total B. (Preference shares) (Other class)

Convertibles (i.e. Convertible i	For Main Board and GEM listed issuers into Shares of the Issuer which are to be Listed) (Not Applicable)					
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
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.	(/ /)					
						<u>.</u>
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)	(/ /)					
			(Prefere	nary shares) 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 thereto	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 and 28 December 2011, the Company entered into a Share Purchase Agreement and a Supplemental Agreement (collectively referred to as the "Acquisition Agreements") respectively with Tan Sri Dr. Chen Lip Keong to acquire the TanSriChen Inc. ("TSC Inc.") and Tan Sri Chen (CityWalk) Inc.		
("City Walk Inc.") (collectively referred to as the "Target Companies", these companies 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, pursuant to the terms of the Acquisition Agreements.		
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.		
J.	4	
(/ /) shares (<i>Note 1</i>)		
Total D. (Ordinary shares)		
(Preference shares) (Other class)		

	Type of Issue	Issued Share Capital				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				
			(Note 1)				
1.	Rights issue	At price : State currency	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 (<i>Note 1</i>)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date:	(/ /)		
			(dd/mm/yyyy)			Nil	Nil
			Class of shares issuable (<i>Note 1</i>)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N7'1	N7'1
						Nil	Nil

	Type of Issue			For Main	<u>n Bc</u>	ard and GEM listed No. of new shares of issuer issued during the month pursuant thereto	
	Type of issue						
5.	Scrip dividend	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
			Class of shares repurchased (Note 1)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM 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 listed	
					No. of dur	of new shares issuer issued ing the month rsuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of
	Type of Issue						the month
			Class of shares issuable (Note 1)	e	_		
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	27.1	
						Nil	<u>Nil</u>
			Class of shares issuable (Note 1)	e			
10.	Other (Please specify)	At price : State	 Issue and allotment date : (dd/mm/yyyy) 	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	Nil	Nil
			Total E.	(Ordinary (Preference (Othe		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):			
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)			

Remarks (if any):

Submitted by:	Lam Yi Lin	
T: (1		
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.