



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 January 2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer NagaCorp Ltd.

Date Submitted 3 February 2016

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>3918</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value (<i>US\$</i>)	Authorised share capital (<i>US\$</i>)
Balance at close of preceding month	<u>8,000,000,000</u>	<u>0.0125</u>	<u>100,000,000.00</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>8,000,000,000</u>	<u>0.0125</u>	<u>100,000,000.00</u>
(2) Stock code : _____ Description : _____			
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code :	_____	Description :	_____
		No. of preference shares	Par value (<i>State currency</i>)
			Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code :	_____	Description :	_____
		No. of other classes of shares	Par value (<i>State currency</i>)
			Authorised share capital (<i>State currency</i>)
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 ordinary shares		No. of preference shares	No. of other classes shares
	(1)	(2)		
Balance at close of preceding month	<u>2,269,988,875</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase / (Decrease) during the month	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Balance at close of the month	<u>2,269,988,875</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) **(Not Applicable)**

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
1. _____ _____ _____ _____ (/ /) shares (Note 1)	_____	_____	_____	_____	_____	_____
2. _____ _____ _____ _____ (/ /) shares (Note 1)	_____	_____	_____	_____	_____	_____
3. _____ _____ _____ _____ (/ /) shares (Note 1)	_____	_____	_____	_____	_____	_____
			Total A. (Ordinary shares)	_____		
			(Preference shares)	_____		
			(Other class)	_____		
Total funds raised during the month from exercise of options (State currency)	_____					

Warrants to Issue Shares of the Issuer which are to be Listed **(Not Applicable)**

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	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
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. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
4. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
Total B. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____						

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) **(Not 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. _____ _____ _____						
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) _____ (dd/mm/yyyy) _____ (/ /)						
4. _____ _____ _____						
Stock code (if listed) _____ Class of shares _____ issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) _____ (dd/mm/yyyy) _____ (/ /)						
					Total C. (Ordinary shares) _____ (Preference 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)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	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
<p>1. The Company entered into a conditional share purchase agreement on 13 June 2011 (as amended by two supplemental agreements dated 28 December 2011 and 28 December 2015, respectively) with Tan Sri Dr Chen Lip Keong (“Dr Chen”), the controlling shareholder of the Company, to acquire the entire equity interests in TanSriChen Inc. (“TSC Inc.”) and TanSriChen (Citywalk) Inc. (“City Walk Inc.”) both of which are incorporated in the British Virgin Islands and are beneficially owned by Dr Chen. The acquisition was approved by the shareholders of the Company at the extraordinary general meeting held on 30 January 2012. Completion of the acquisition is subject to completion of the construction of several projects, including the development and construction of the hotel and gaming complex and a retail walkway adjacent to NagaWorld in Phnom Penh, Cambodia, to be undertaken by TSC Inc. and City Walk Inc.</p> <p>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 election 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 stands to be allotted and issued as consideration shares or on exercise of the convertible bonds is 1,566,282,107 shares.*</p> <p>The shares and/or convertible bonds themselves will not be issued until completion of the acquisition pursuant to the conditional share purchase agreement.</p> <p>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, 29 December 2015 and circular dated 30 December 2011 for more details.</p>	Nil	1,566,282,107*
<p>2. _____</p> <p>_____</p> <p>_____</p> <p>(/ /)</p> <p>shares (Note 1)</p> <p>_____</p> <p>Total D. (Ordinary shares)</p> <p>(Preference shares)</p> <p>(Other class)</p>		

* The number of shares stated above, namely 1,566,282,107, is subject to such adjustments as stated in or referred to in the Company’s circular dated 30 December 2011.

Other Movements in Issued Share Capital

Other Movements in 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						
1. Rights issue	At price : State currency	_____	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	<u>Nil</u>	<u>Nil</u>
2. Open offer	At price : State currency	_____	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	<u>Nil</u>	<u>Nil</u>
3. Placing	At price : State currency	_____	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	<u>Nil</u>	<u>Nil</u>
4. Bonus issue			Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	<u>Nil</u>	<u>Nil</u>

For Main Board and GEM listed issuers

Type of Issue			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	
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
6.	Repurchase of shares		Class of shares repurchased <i>(Note 1)</i> _____ Cancellation date : (dd/mm/yyyy) (/ /) AGM approval date: (dd/mm/yyyy) (/ /)	_____ Nil	_____ Nil
7.	Redemption of shares		Class of shares redeemed <i>(Note 1)</i> _____ Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____ Nil	_____ Nil
8.	Consideration issue	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

For Main Board and GEM listed issuers

Type of Issue		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
9. Capital reorganisation	Class of shares issuable _____ (Note 1)		
	Issue and allotment date : (dd/mm/yyyy) (/ /)		
	EGM approval date: (dd/mm/yyyy) (/ /)		
		_____ Nil _____	_____ Nil _____
10. Other (Please specify)	Class of shares issuable _____ (Note 1)		
	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 _____
		(Other 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 _____
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

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.*