



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

**For the month ended (dd/mm/yyyy) :** 31/05/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer NagaCorp Ltd. 金界控股有限公司

Date Submitted 06/06/2016

**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 (US\$)	Authorised share capital (US\$)
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 (State currency)	Authorised share capital (State currency)
Balance at close of preceding month		<u></u>	<u></u>	<u></u>
Increase/(decrease)		<u></u>		<u></u>
Balance at close of the month		<u></u>	<u></u>	<u></u>

## 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 of shares
	(1)	(2)		
Balance at close of preceding month	2,269,988,875	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	Nil	Nil	Nil
Balance at close of the month	2,269,988,875	N/A	N/A	N/A

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

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. Share Option Scheme conditionally approved at the extraordinary general meeting of the Company held on 11/05/2006 and adopted upon the listing of the shares on Main Board of The Stock Exchange of Hong Kong Limited on 19/10/2006 Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
2. Share Option Scheme adopted at the annual general meeting of the Company held on 20/04/2016 Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
3. ( / / ) shares						
(Note 1)						
			Total A. (Ordinary shares)		Nil	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)				Nil		

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)

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. Convertible Bonds issued on 17/5/2016	US\$	Nil	Nil	94,000,000	Nil	439,072,360*
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$1.6699 per share (as adjusted but may be subject to further adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	(30/01/2012)					
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)	( / / )					
			Total C. (Ordinary shares)		Nil	
			(Preference shares)		N/A	
			(Other class)		N/A	

\* The number of shares as indicated is subject to such adjustments in accordance with the terms and conditions of the convertible bonds set out in the Company's circular dated 30/12/2011.

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 13/06/2011 (as amended by two supplemental agreements dated 28/12/2011 and 28/12/2015, respectively) (the “<b>Share Purchase Agreement</b>”) with Tan Sri Dr Chen Lip Keong (“<b>Dr Chen</b>”), the controlling shareholder of the Company, to acquire the entire equity interests in TanSriChen Inc. (“<b>TSC Inc.</b>”) and TanSriChen (Citywalk) Inc. (“<b>City Walk Inc.</b>”) 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 30/01/2012. 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. (“<b>TSCLK Complex Project</b>”) and US\$94,000,000 for City Walk Inc. (“<b>NagaCity Walk Project</b>”). 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.</p> <p>According to the Share Purchase Agreement, Dr Chen may elect either Split Completion (meaning the completion of the NagaCity Walk Project would take place in advance of completion of the TSCLK Complex Project) or Combined Completion (meaning the two projects would be completed at the same time).</p> <p>The shares and/or convertible bonds themselves will not be issued until completion of the acquisition pursuant to the Share Purchase Agreement.</p> <p>At the election of Dr Chen on 17/5/2016, (i) completion of the NagaCity Walk Project should take place in advance of completion of the TSCLK Complex Project and (ii) such consideration should be settled by way of the issue of convertible bonds (the “<b>NagaCity Walk Convertible Bonds</b>”) in accordance with the terms of the Share Purchase Agreement. Accordingly, the Company on 17/5/2016 issued to Dr Chen the NagaCity Walk Convertible Bonds in the principal amount of US\$94,000,000 on a perpetual basis with no maturity date. Given that the consideration for the NagaCity Walk Project is US\$94,000,000, conversion in full of the NagaCity Walk Convertible Bonds would result in 439,072,360* conversion shares being issued. The conversion price and the number of the conversion shares are subject to further adjustment in the event of any future capital restructuring.</p> <p>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 to be issued for the TSCLK Complex Project (the “<b>TSCLK Complex Convertible Bonds</b>”) is 1,167,283,413*.</p>		

<p>Accordingly, 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 NagaCity Walk Convertible Bonds and the TSCLK Complex Convertible Bonds is 1,606,355,773*.</p> <p>Please refer to the Company's announcements dated 13/06/2011, 22/06/2011, 19/08/2011, 04/10/2011, 26/10/2011, 17/11/2011, 28/12/2011, 30/01/2012, 29/12/2015 and 17/5/2016 and circular dated 30/12/2011 for more details.</p>		
	( / / )	
	Ordinary Shares ( <i>Note 1</i> )	Nil
2.		1,606,355,773*
	( / / )	
	shares ( <i>Note 1</i> )	
	Total D. (Ordinary shares)	Nil
	(Preference shares)	N/A
	(Other class)	N/A

\* The number of shares as indicated is subject to such adjustments in accordance with the terms and conditions of the convertible bonds set out in the Company's circular dated 30/12/2011.

## Other Movements in Issued Share Capital

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



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) ( / / ) EGM 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

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 ( <i>Note 1</i> )  Issue and allotment date : (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )	Nil Nil
10. Other (Please specify)	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
		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>		

