



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

**For the month ended (dd/mm/yyyy) :** 31/12/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer NagaCorp Ltd. 金界控股有限公司

Date Submitted 06/01/2017

**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	_____	_____	_____
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 of shares
	(1)	(2)		
Balance at close of preceding month	<u>2,459,988,875</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>2,459,988,875</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)

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 adopted at the annual general meeting of the Company held on 20/04/2016 Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
2.   ( / / ) shares						
(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		



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 17/05/2016	US\$	94,000,000	Nil	94,000,000	Nil	479,175,614*#
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$1.5301 per share*# (as adjusted but may be subject to further adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	(30/01/2012)					
2. Convertible Bonds issued on 30/12/2016	US\$	Nil	Nil	275,000,000	Nil	1,401,843,552 *
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$ 1.5301 per share* (as adjusted but may be subject to further adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	(30/01/2012)					
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 and conversion price as indicated are 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.

# The conversion price and the number of conversion shares have been adjusted as a result of the placing of existing shares and the top-up subscription of new shares under the Company's general mandate. Please refer to the announcements of the Company dated 01/09/2016 and 09/09/2016.

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 was 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 was 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 could be settled, at the election of Dr Chen, in the form of consideration shares (being new ordinary shares of the Company), or convertible bonds issued by the Company and convertible at the option of the bondholder into conversion shares (being new ordinary shares in the Company), or a combination of consideration shares and convertible bonds, to an aggregate value of US\$369,000,000.</p> <p>Dr Chen had the ability to 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>On 17/05/2016, Dr Chen elected for (i) completion of the NagaCity Walk Project to take place in advance of completion of the TSCLK Complex Project and (ii) the consideration for completion of the NagaCity Walk Project acquisition to 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 17/05/2016 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.</p>		

On 30/12/2016, Dr Chen elected for the consideration for completion of the TSCLK Complex Project acquisition to be settled by way of convertible bonds (the “**TSCLK Complex Convertible Bonds**”). Accordingly, the Company on 30/12/2016 issued to Dr Chen the TSCLK Complex Convertible Bonds in the principal amount of US\$275,000,000 on a perpetual basis with no maturity date.

As shown above in this monthly return, 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 1,881,019,166\*#.

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, 17/05/2016, 01/09/2016, 09/09/2016 and 30/12/2016 and circular dated 30/12/2011 for more details.

	( / / )		
	Ordinary Shares (Note 1)	Nil	1,881,019,166*#
2.			
	( / / )		
	shares (Note 1)		
	Total D. (Ordinary shares)	Nil	
	(Preference shares)	N/A	
	(Other class)	N/A	

\* The number of shares and conversion price as indicated are 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.

# The conversion price and the number of conversion shares of the NagaCity Walk Convertible Bonds have been adjusted as a result of the placing of existing shares and the top-up subscription of new shares under the Company’s general mandate. Please refer to the announcements of the Company dated 01/09/2016 and 09/09/2016.

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 (Note 1) _____ 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 (Note 1) _____ 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):

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Submitted by : Lam Yi Lin

Title : Secretary  
(Director, Secretary or other duly authorised officer)

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*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.*