

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :		30/04/2019						
To: Hong Kong Exchanges and Clearing Limited								
Name of Issuer	_	rp Ltd. 金界控股有	限公司					
Date Submitted	03/05/20	019						
I. Movements in Authorised Share Capital								
1. Ordinary Shares								
(1) Stock code : <u>3918</u>	_Descrip	tion :	Ordinary S	Shares				
		No. of ordinary shares	Par value (US\$)	Authorised share capital (US\$)				
Balance at close of precedin	g month_	8,000,000,000	0.0125	100,000,000.00				
Increase/(decrease)	-	Nil		Nil				
Balance at close of the mont	h _	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 precedin	g month_							
Increase/(decrease)	-							
Balance at close of the mont	h _							

2. Preference Shares			
Stock code :Descrip	otion :		
	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 :Descrip	otion :		
	No. of other classes of shares	Par value (State currency)	capital
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 ordina	ary shares	No. of preference	No. of other		
	(1)	(2)	shares	classes of shares		
Balance at close of preceding month	4,341,008,041	N/A	N/A	N/A		
Increase/ (decrease) during the month	Nil	Nil	Nil	Nil		
Balance at close of the month	4,341,008,041	N/A	N/A	N/A		

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) No. of new shares No. of new shares Particulars of share of issuer issued of issuer which option scheme during the month may be issued including EGM approval pursuant thereto pursuant thereto as Movement during the month date at close of the (dd/mm/yyyy) and class month of shares issuable 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) shares (Note 1) 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	<u>e Issuer whi</u> ch	are to be Listed				
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.						
·						-
	(/ /)				
2.						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy) 3.	(/ /)				
				<u></u>		
(/ /) 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)						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
		Total E	`	ary shares)	N/A	_
				ice shares)	N/A	-
			(C	Other class)	N/A	_

Convertibles (i.e. Convertible	Currency of amount outstanding	Amount at close of preceding month	: Converted	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)	(/ /)					
2.						
	_					
Stock code (if listed)	(/ /) —					
Stock code (if listed)	(/ /)					
·	 					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
	· · · /			ary shares) ce shares) ther class)	N/A N/A N/A	- -

Options (other than under Share Option Schemes) No. of new shares No. of new shares of of issuer issued issuer which may be during the month issued pursuant pursuant thereto thereto as at close of Full particulars including EGM approval date (dd/mm/yyyy), the month if applicable, and class of shares issuable: 1. On 14 April 2019, NagaCorp Ltd. (the "Company") as an issuer entered into a subscription agreement (the "Subscription Agreement") with a special purpose vehicle called ChenLipKeong Fund Limited, which is a Cayman Islands incorporated company wholly owned by Tan Sri Dr Chen Lip Keong (the "Controlling Shareholder"), as the subscriber (the "Subscriber"). Amongst other things, 1,142,378,575 shares of the Company (the "Settlement Shares") are to be issued at the issue price of HK\$12.00 per share to the Subscriber as per the terms of the Subscription Agreement and under a specific mandate to be approved as an ordinary resolution by the shareholders of the Company (except for the Controlling Shareholder and his associates) at the extraordinary general meeting of the Company to be convened to approve (among others) the Subscription Agreement and the transaction contemplated thereunder. The Subscriber's obligation to subscribe for the Settlement Shares (subject to adjustment as per the terms of the Subscription Agreement) shall be subject to the conditions precedent as set out in the Subscription Agreement. Subject to all relevant statutory approval, the date of the issuance of the Settlement Shares will take place as soon as practicable after the completion of the proposed development and construction of the Naga 3 project. Application will be made by the Company to The Stock Exchange of Hong Kong Limited for the listing of and permission to deal in the Settlement Shares. The Settlement Shares shall be allotted and issued under a specific mandate of the Company. The Settlement Shares, when issued and allotted, will rank pari passu in all respects with all the shares of the Company then in issue. There will be no restriction on the subsequent sale of the Settlement Shares. Please refer to the announcements of the Company dated 3 April 2019, 14 April 2019 and 24 April 2019 for more details. shares (Note 1) shares (Note 1) shares (Note 1) Total D. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including

	her Movements Type of Issue	III ISSUEU SIK	аге Сарнаг			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 a close of the month
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)	(/ /	Nil	<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)	(/ /	_ Nil	Nil
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)	(/ /	Nil	Nil
4.	Bonus issue			Class of shares issuable (Note 1) 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
				Class of shares					
				issuable (Note 1)	,	, ,	,		
5.	Scrip dividend	At price :	State currency———	Issue and allotment date: (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	NI:I	NII
								<u>Nil</u>	<u>Nil</u>
				Class of shares repurchased (Note 1)					
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				, , , , , , , , , , , , , , , , , , , ,				<u>Nil</u>	<u>Nil</u>
				Class of shares redeemed (Note 1)					
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(4.4				<u>Nil</u>	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

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 a 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)	<u>Nil</u>	Nil
	Total E. (Ordinary shares (Preference share (Other clas	s) Nil	-
Total increase / (decrease) in ordinary shares dur	,	(1)(2)	Nil N/A
Total increase / (decrease) in preference shares of	during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of sha	ares during the month (i.e. Total of A to	E):	N/A
(These figures should be the same as the relevar Capital").)	nt figures under II above ("Movements	in Issued Si	hare

issued publish	by the issuer during the month as set out in Part III which has not been previously disclosed in a return led under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, as applicable:
(Note 2	2)
(i)	all money due to the listed issuer in respect of the issue of securities has been received by it;
(ii)	all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
(iii)	all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
(iv)	all the securities of each class are in all respects identical (Note 3);
(v)	all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
(vi)	all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
(vii)	completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
(viii)	the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.
Remark	ks (if any):
Submitt	ted by :Lam Yi Lin
Title :	Secretary (Director, Secretary or other duly authorised officer)
	(Director, Secretary or other duly authorised officer)

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- If there is insufficient space, please append the prescribed continuation sheet.