

For the month ended

# Monthly Return of Equity Issuer on Movements in Securities

| (dd/mm/yyyy) :                |                    | 31/10/2019             |                                  |   |
|-------------------------------|--------------------|------------------------|----------------------------------|---|
| To : Hong Kong Exchanges      | and Clea           | ring Limited           |                                  |   |
| Name of Issuer Date Submitted | NagaCo<br>01/11/20 | rp Ltd. 金界控股有<br>119   | 限公司                              |   |
| I. Movements in Authorised    | Share Ca           | apital                 |                                  |   |
| 1. Ordinary Shares            |                    |                        |                                  |   |
| (1) Stock code : <u>3918</u>  | Descrip            | otion :                | Ordinary S                       | Shares                                    |
|                               |                    | No. of ordinary shares | Par value<br>(US\$)              | Authorised share capital (US\$)           |
| Balance at close of precedir  | ng month           | 8,000,000,000          | 0.0125                           | 100,000,000.00                            |
| Increase/(decrease)           | -                  | Nil                    |                                  | Nil                                       |
| Balance at close of the mon   | th _               | 8,000,000,000          | 0.0125                           | 100,000,000.00                            |
| (2) Stock code :              | Descrip            | otion :                |                                  |   |
|                               |                    | No. of ordinary shares | Par value<br>(State<br>currency) | Authorised share capital (State currency) |
| Balance at close of preceding | g month            |                        |                                  |   |
| Increase/(decrease)           | -                  |                        |                                  |   |
| Balance at close of the mon   | th _               |                        |                                  |   |

| 2. Preference Shares                 |                                |                                  |   |
|--------------------------------------|--------------------------------|----------------------------------|---|
| Stock code :Descript                 | tion :                         |                                  |   |
|                                      | No. of preference shares       | Par value<br>(State<br>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 :Descript                 | tion :                         |                                  |   |
|                                      | No. of other classes of shares | Par value<br>(State<br>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

March 2019

# II. Movements in Issued Share Capital

|                                       | No. of ordin  | 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)

| Share Options (under Sha                                       | re Option Sche | ines of the | : 155uel)    |             |  |   |
|--|----------------|-------------|--------------|-------------|--|---|
| Particulars of share option scheme including EGM approval date | Mov            | rement dur  | ing the mont | h           | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares<br>of issuer which<br>may be issued<br>pursuant thereto as<br>at close of the |
| (dd/mm/yyyy) and class of shares issuable                      | Granted I      | Exercised   | Cancelled    | Lapsed      |  | month   |
| 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)   |                |             |              |             |  |   |
|  |                |             |              |             |  |   |
| <u>2.</u>  |                |             |              |             |  |   |
|  |                |             |              |             |  |   |
|  |                |             |              |             |  |   |
|  |                |             |              |             |  |   |
| ( / / )  |                |             |              |             |  |   |
| (Note 1) shares  |                |             |              |             |  |   |
| (14018-1)  |                |             |              |             |  |   |
| 3.   |                |             |              |             |  |   |
| <u> </u>   |                |             |              |             |  |   |
|  |                |             |              |             |  |   |
|  |                |             |              |             |  |   |
| ( / / )  |                |             |              |             |  |   |
| shares   |                |             |              |             |  |   |
| (Note 1)   |                |             |              |             |  |   |
| , ,  |                | Total       | A. (Ordina   | ary shares) | Nil  |   |
|  |                |             |              | ce shares)  | N/A  |   |
|  |                |             | `            | ther class) | N/A  |   |
| Total funds raised during th                                   | he month from  | exercise    | `            | ,           |  |   |
| of options (State currency)                                    |                | -           |              | Nil         |  |   |
|  |                |             |              |             |  |   |

| Warrants to Issue Shares of the  | e Issuer which                  | are to be Listed                                   |                                  |   |   |   |
|--|---------------------------------|--|----------------------------------|---|---|---|
| Description of warrants<br>(Date of expiry - dd/mm/yyyy)                               | Currency<br>of nominal<br>value | Nominal value<br>at close of<br>preceding<br>month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
| 1.   |                                 |  |                                  |   |   |   |
|  |                                 |  |                                  |   |   |   |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) |                                 |  |                                  |   |   |   |
| (dd/mm/yyyy)   | ( / /                           | )  | <u>-</u>                         |   |   |   |
| 2.   |                                 |  |                                  |   |   |   |
|  |                                 |  |                                  |   |   |   |
| ( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price    |                                 |  |                                  |   |   |   |
| EGM approval date  |                                 |  |                                  |   |   |   |
| (if applicable)<br>(dd/mm/yyyy)  | ( / /                           | )  |                                  |   |   |   |
| 3.   | ,                               | ,  | •                                |   |   |   |
|  |                                 |  |                                  |   |   |   |
| ( / / ) Stock code (if listed) Class of shares issuable (Note 1)                       |                                 |  |                                  |   |   |   |
| Subscription price   |                                 |  | •                                |   |   |   |
| EGM approval date  |                                 |  | -                                |   |   |   |
| (if applicable)<br>(dd/mm/yyyy)  | ( / /                           | )  |                                  |   |   |   |
| 4.   | <b>,</b> , , ,                  | ,  | -                                |   |   |   |
|  |                                 |  |                                  |   |   |   |
| ( / / )  |                                 |  |                                  |   |   |   |
| Stock code (if listed)   |                                 |  | _                                |   |   |   |
| Class of shares issuable (Note 1)  |                                 |  |                                  |   |   |   |
| Subscription price   |                                 |  |                                  |   |   |   |
| EGM approval date  |                                 |  | -                                |   |   |   |
| (if applicable)<br>(dd/mm/yyyy)  | ( / /                           | )  |                                  |   |   |   |
|  | , - ,                           |  |                                  |   | N1/2  |   |
|  |                                 | Total E  |                                  | ary shares)<br>ce shares)                 | N/A<br>N/A  | _   |
|  |                                 |  |                                  | ther class)                               | N/A<br>N/A  | _   |
|  |                                 |  | , 0                              |   |   | _   |

| Convertibles (i.e. Convertible          | into Shares of t                     | the Issuer wh                              | nich are to be List | ted)                         |   |   |
|---|--------------------------------------|--|---------------------|------------------------------|---|---|
| Class and description                   | Currency of<br>amount<br>outstanding | Amount a<br>close of<br>preceding<br>month | Converted           | Amount at close of the month | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
| 1.                                      |                                      |  |                     |                              |   |   |
|   |                                      |  |                     |                              |   |   |
|   | <u></u>                              |  |                     |                              |   |   |
|   |                                      |  |                     |                              |   |   |
| Stock code (if listed)                  |                                      |  |                     |                              |   |   |
| Class of shares issuable (Note 1)       |                                      |  |                     |                              |   |   |
| Subscription price                      |                                      |  |                     |                              |   |   |
| EGM approval date                       |                                      |  |                     |                              |   |   |
| (if applicable)                         | (                                    |  |                     |                              |   |   |
| (dd/mm/yyyy))<br>2.                     | ( / / )                              |  |                     |                              |   |   |
| Δ.                                      | <u>—</u>                             |  |                     |                              |   |   |
| -                                       |                                      |  |                     |                              |   |   |
|   |                                      |  |                     |                              |   |   |
| Stock code (if listed)                  |                                      |  |                     | -                            |   |   |
| Class of shares                         |                                      |  |                     |                              |   |   |
| issuable (Note 1)  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<br>EGM approval date |                                      |  |                     |                              |   |   |
| (if applicable)                         |                                      |  |                     |                              |   |   |
| (dd/mm/yyyy)                            | ( / / )                              |  |                     |                              |   |   |
| 4.                                      | <u>—</u>                             |  |                     |                              |   |   |
| -                                       | <u> </u>                             |  |                     |                              |   |   |
|   |                                      |  |                     |                              |   |   |
| Stock code (if listed)                  | <u> </u>                             |  |                     |                              | <u> </u>  |   |
| Class of shares                         |                                      |  |                     |                              |   |   |
| issuable (Note 1)                       |                                      |  |                     |                              |   |   |
| Subscription price                      |                                      |  |                     |                              |   |   |
| EGM approval date (if applicable)       |                                      |  |                     |                              |   |   |
| (dd/mm/yyyy)                            | ( / / )                              |  |                     |                              |   |   |
|   | ,                                    |  | Total C. (Ordina    |                              | N/A   | _   |
|   |                                      |  |                     | nce shares)                  | N/A   | _   |
|   |                                      |  | (C                  | Other class)                 | N/A   | _   |

Options (other than under Share Option Schemes) No. of new No. of new shares shares of issuer of issuer which may issued during be issued pursuant Full particulars including EGM approval date (dd/mm/yyyy), thereto as at close the month if applicable, and class of shares issuable: pursuant thereto of the month 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 of the Company, as the subscriber (the "Subscriber"). Amongst other things, 1,142,378,575 Settlement Shares or such Adjusted Settlement Shares (both as defined in the shareholders' circular of the Company dated 22 July 2019) will be issued at the issue price of HK\$12.00 per share (subject to adjustment as set out in the Subscription Agreement) to the Subscriber upon the completion of the DBA (as defined in the shareholders' circular of the Company dated 22 July 2019) and the Subscription Agreement. Details of the Subscription Agreement are set out in the shareholders' circular of the Company dated 22 July 2019. The Subscriber's obligation to subscribe for the Settlement Shares or such Adjusted 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 or such Adjusted Settlement Shares will take place as soon as practicable after the completion of the proposed development and construction of the Naga 3 Project (as defined in the shareholders' circular of the Company dated 22 July 2019). 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 or such Adjusted Settlement Shares shall be allotted and issued under a specific mandate of the Company. The Settlement Shares or such Adjusted 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 or such Adjusted Settlement Shares. The Subscription Agreement and all the transaction(s) contemplated thereunder were approved by the independent shareholders of the Company at the Extraordinary General Meeting held on 8 August 2019. Please refer to the Company's announcements dated 3 April 2019, 14 April 2019, 24 April 2019, 7 May 2019, 27 May 2019, 27 June 2019, 21 July 2019 and 8 August 2019, and the shareholders' circular dated 22 July 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

| Class of shares   State currency   Issue and allotment date: (dd/mm/yyyy)   Nil   Nil  | <u>Ot</u> | her Movements  Type of Issue | in Issued Sha | are Capital |  |     |     | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|-----------|------------------------------|---------------|-------------|--|-----|-----|---|---|
| 1. Rights issue At price: State currency   |           |                              |               |             |  |     |     |   |   |
| EGM approval date: ( / / )     Nil   Nil | 1.        | Rights issue                 | At price :    |             | Issue and allotment                    | ( / | / ) |   |   |
| Class of shares  |           |                              |               | - CaCC.     | EGM approval date:                     | ( / | / ) |   |   |
| State currency   Issue and allotment date: (dd/mm/yyyy)   Nil   Nil  |           |                              |               |             | (dd/mm/yyyy)                           |     |     | Nil   | Nil   |
| Class of shares   State   St |           |                              |               |             |  |     |     |   |   |
| Class of shares     State currency   State curre        | 2.        | Open offer                   | At price :    |             |  | ( / | / ) |   |   |
| Nil   Nil  |           |                              |               |             |  | ( / | / ) |   |   |
| issuable (Note 1)   3. Placing   At price : State currency   State currency   Issue and allotment date : (dd/mm/yyyy)  |           |                              |               |             | (33,)                                  |     |     | <u>Nil</u>  | Nil   |
| Class of shares   Suable (Note 1)   Sue and allotment   ( / / )   (dd/mm/yyyy)   |           |                              |               |             |  |     |     |   |   |
| Class of shares ————————————————————————————————————   | 3.        | Placing                      | At price :    |             | Issue and allotment date: (dd/mm/yyyy) | ( / | / ) |   |   |
| Class of shares ————————————————————————————————————   |           |                              |               |             |  | ( / | / ) |   |   |
| issuable (Note 1)  4. Bonus issue  Issue and allotment ( / / ) date: (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)   |           |                              |               |             | (dd/iiiii/yyyy)                        |     |     | <u>Nil</u>  | Nil   |
| date: (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)  |           |                              |               |             |  |     |     |   |   |
| (dd/mm/yyyy)   | 4.        | Bonus issue                  |               |             |  | ( / | / ) |   |   |
| Nil Nil  |           |                              |               |             | EGM approval date: (dd/mm/yyyy)        | ( / | / ) |   |   |
|  |           |                              |               |             |  |     |     | <u>Nil</u>  | Nil   |

|    |                      |            |                    |   |       |   | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the |
|----|----------------------|------------|--------------------|---|-------|---|---|--|
|    | Type of Issue        |            |                    |   |       |   |   | month  |
|    |                      |            |                    | Class of shares issuable (Note 1)       |       |   |   |  |
| 5. | Scrip dividend       | At price : | State currency ——— | Issue and allotment date : (dd/mm/yyyy) | ( / / | ) |   |  |
|    |                      |            |                    | EGM approval date:<br>(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  |
|    |                      |            |                    |   |       |   | IVII  |  |
|    |                      |            |                    | Class of shares redeemed (Note 1)       |       |   |   |  |
| 7. | Redemption of shares |            |                    | Redemption date : (dd/mm/yyyy)          | ( / / | ) |   |  |
|    |                      |            |                    | EGM approval date: (dd/mm/yyyy)         | ( / / | ) |   |  |
|    |                      |            |                    |   |       |   | <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)         | ( / / | ) |   |  |
|    |                      |            |                    |   |       |   | <u>Nil</u>  | Nil  |
|    |                      |            |                    |   |       |   |   |  |

|     | Type of Issue   |   |                                    |       | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | shard<br>issuer<br>may<br>issu<br>purs<br>thereto<br>close | f new es of which be ued uant as at of the enth |
|-----|---|---|------------------------------------|-------|---|--|---|
|     |   |   |                                    |       |   |  |   |
|     |   | Class of shares issuable (Note 1)       | ( / /                              |       |   |  |   |
| 9.  | Capital reorganisation  | Issue and allotment date : (dd/mm/yyyy) | ( / /                              | )     |   |  |   |
|     |   | EGM approval date: (dd/mm/yyyy)         |                                    |       | Nil   |  | Nil   |
|     |   |   |                                    |       |   |  |   |
|     |   | Class of shares issuable (Note 1)       |                                    |       |   |  |   |
| 10. | Other (Please specify) At price : State currency              | Issue and allotment date : (dd/mm/yyyy) | ( / /                              | )     |   |  |   |
|     |   | EGM approval date: (dd/mm/yyyy)         | ( / /                              | )     | Nil   | _  | Nil   |
|     |   |   | rdinary sh<br>ference sh<br>(Other | nares | s) Nil  | -<br>-<br>-  |   |
|     |   |   |                                    |       |   |  |   |
| То  | otal increase / (decrease) in ordinary shares duri            | ing the month (i.e. Total o             | of A to E):                        | (     | 1)  | Nil  |   |
|     |   |   |                                    | (     | 2)  | N/A  |   |
| To  | otal increase / (decrease) in preference shares o             | during the month (i.e. Tot              | al of A to I                       | ≣):   |   | N/A  |   |
| To  | otal increase / (decrease) in other classes of sha            | ares during the month (i.e              | e. Total of                        | A to  | E):   | N/A  |   |
| ٠,  | These figures should be the same as the relevar<br>apital").) | nt figures under II above               | ("Moveme                           | ents  | in Issued SI  | hare   |   |

### IV. Confirmations

| issuec<br>publisi | ereby confirm to the best knowledge, information and belief that, in relation to each of the securities by the issuer during the month as set out in Part III which has not been previously disclosed in a return hed under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, it as applicable: |
|-------------------|--|
| (Note             | 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 Registrax of Companies.   |
| Remar             | rks (if any):  |
|                   |  |
|                   |  |
|                   |  |
|                   |  |
| Submit            | tted 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.
- 4. If there is insufficient space, please append the prescribed continuation sheet.