

For the month ended

Monthly Return of Equity Issuer on Movements in Securities

(dd/mm/yyyy) :		31/01/2020		
To : Hong Kong Exchanges	and Clea	ring Limited		
Name of Issuer Date Submitted	NagaCo 03/02/20	rp Ltd. 金界控股有	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 (US\$)	Authorised share capital (US\$)
Balance at close of preceding	g 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 (State currency)	Authorised share capital (State currency)
Balance at close of precedir	ng month			
Increase/(decrease)	-			
Balance at close of the mon	th _			

2. Preference Shares			
Stock code :Descript	tion :		
	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 :Descript	tion :		
	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

March 2019

II. Movements in Issued Share Capital

	No. of ordinary 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 of issuer which may be issued pursuant thereto as 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 (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.						
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) (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)	(/ /)				
	, - ,				N1/2	
		Total E		ary shares) ce shares)	N/A N/A	_
				ther class)	N/A 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 amount outstanding	Amount a 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.						
	<u></u>					
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)	(
(dd/mm/yyyy)) 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 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 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									
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 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
	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: (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 shares of issuer issued during the month pursuant thereto	shard issuer may issu purs thereto 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 ference sh (Other	nares	s) Nil	- - -	
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 apital").)	nt figures under II above	("Moveme	ents	in Issued SI	hare	

IV. Confirmations

issued publish	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, r 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 Registrar of Companies.
Remar	ks (if any):
Submit	tted 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. 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.