# **日KEX**香港交易所

# Monthly Return of Equity Issuer on Movements in Securities

# For the month ended (dd/mm/yyyy) :

30/09/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	NagaCorp Ltd. 金界控股有限公司
Date Submitted	05/10/2020

I. Movements in Authorised Share Capital

1.	Ordinary	Shares

(1) Stock code : <u>3918</u> Descrip	otion :	Ordinary S	Shares
	No. of ordinary shares	Par value (US\$)	Authorised share capital <i>(US\$)</i>
Balance at close of preceding month	8,000,000,000	0.0125	100,000,000.00
Increase/(decrease)	Nil	-	Nil
Balance at close of the month	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 <i>(State currency)</i>
Balance at close of preceding month			
Increase/(decrease)		-	
Balance at close of the month			

#### 2. Preference Shares

Stock code :Descri	ption :		
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	1		
Increase/(decrease)		-	
Balance at close of the month			

# 3. Other Classes of Shares

Stock code :De	escription :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding m	nonth		
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 Sha	re Option Scl	nemes of the	lssuer)			
Particulars of share option scheme including EGM approval date	M	ovement dur	ing the mont	No. of new shares of issuer issued during the month pursuant thereto	of issuer which may be issued pursuant thereto as	
(dd/mm/yyyy) and class of shares issuable	Granted	Exercised	Cancelled	Lapsed	-	at close of the 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)						
2						
( / / )						
shares						
(Note 1)						
3.						
( / / )						
shares					. <u> </u>	
(Note 1)		Total	A. (Ordina	ary charge)	Nil	
		10101	•	ce shares)	N/A	
			· ·	ther class)	N/A	
Total funds raised during th of options (State currency)		n exercise		Nil		
or options (diate currency)		-				

Warrants to Issue Shares of the	Issuer which	are to be Lis	sted			
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal val at close o preceding month	f Exercised	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.						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / /	)				
2.						
				<u> </u>		
( / /  ) Stock code (if listed)						
Class of shares						
iccurchic (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)						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / /	)				
4.	<u>, , , ,</u>	/				
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(	)				
(dd/1111/yyyy)		)				
		Tot		ary shares)	N/A	_
				ce shares)	N/A	-
			(C	ther class)	N/A	-

Convertibles (i.e. Convertible	into Shares of th	e Issuer which	are to be Liste	ed)		
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
<u>1.</u>	_					
	_					
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 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)	( / / )	 	otal C. (Ordina	ary shares)		
			(Preferen	ce shares)	N/A	-
			(O	ther class)	N/A	-

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

	ns (other than under Share Option Schemes)	No. of new shares of issuer	No. of new shares of issuer which may
	particulars including EGM approval date (dd/mm/yyyy), policable, and class of shares issuable:	issued during the month pursuant thereto	be issued pursuant thereto as at close
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 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)		
2.			
-	( / / ) shares (Note 1)		
3.			
-	( / / ) shares (Note 1)		
	Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A N/A	
1			

	Type of Issue		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
				Class of shares				
			State	issuable (Note 1)	( / /	)		
1.	Rights issue	At price :		Issue and allotment date : (dd/mm/yyyy)	( , ,	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)	NIII	NU
							<u>Nil</u>	<u>Nil</u>
				Class of shares issuable (Note 1)				
2.	Open offer	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
							<u>Nil</u>	<u>Nil</u>
				Class of shares issuable (Note 1)				
3.	Placing	At price :	State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
							<u>Nil</u>	<u>Nil</u>
				Class of shares issuable (Note 1)				
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)	N 111	<b>K</b> 11
							<u>Nil</u>	<u>Nil</u>

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
				Class of shares				
5.	Scrip dividend	At price :	State currency ———	issuable <i>(Note 1)</i> 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
				Class of shares redeemed (Note 1)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)	Nil	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 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
				ordinary share ference share (Other clas	es) 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			
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)					

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar 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.

Remarks (if any):

Submitted 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.