



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 29 February 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: NagaCorp Ltd. 金界控股有限公司

Date Submitted: 01 March 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	03918	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	8,000,000,000	USD	0.0125	USD	100,000,000	
Increase / decrease (-)				USD		
Balance at close of the month	8,000,000,000	USD	0.0125	USD	100,000,000	

Total authorised/registered share capital at the end of the month: USD 100,000,000

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	03918	Description				
Balance at close of preceding month			4,422,990,160			
Increase / decrease (-)			0			
Balance at close of the month			4,422,990,160			

III. Details of Movements in Issued Shares**(A). Share Options (under Share Option Schemes of the Issuer)**

1. Class of shares issuable		Ordinary shares		Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)		Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)				03918					
Particulars of share option scheme		Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month	
1).	Share Option Scheme adopted at the 2016 annual general meeting of the Company	0	Granted	0	0	0	0	226,998,887	
			Exercised	0					
			Cancelled	0					
			Lapsed	0					
General Meeting approval date (if applicable)		20 April 2016							

Total A (Ordinary shares): _____ 0

Total funds raised during the month from exercise of options: USD _____ 0

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		03918				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	<p>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, as the subscriber (the "Subscriber"). The Subscriber is directly and wholly owned by SAKAI PRIVATE TRUST COMPANY PTE. LTD. (in its capacity as the trustee of The Sakai Trust, a discretionary family trust of which the late Tan Sri Dr Chen Lip Keong ("Dr Chen") is the settlor for the benefit of the late Dr Chen and his family), which is in turn the controlling shareholder of the Company.</p> <p>Amongst other things, 1,142,378,575 Settlement Shares or such Adjusted Settlement Shares (both as defined in the 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 circular of the Company dated 22 July 2019) and the Subscription Agreement. Details of the Subscription Agreement are set out in the circular of the Company dated 22 July 2019.</p> <p>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.</p> <p>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 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.</p> <p>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.</p>		08 August 2019	0	0	

	<p>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.</p> <p>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 circular of the Company dated 22 July 2019 for more details.</p>			
2).	Share Award Scheme adopted on 28 January 2021		0	0

Total D (Ordinary shares): _____ 0

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) _____ 0

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

Not applicable

Submitted by: Lam Yi Lin

Title: Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
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 Main Board Rule 13.25A / GEM Rule 17.27A 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 submit additional document.
5. In the context of repurchase of shares:
 - "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - "class of shares issuable" should be construed as "class of shares repurchased"; and
 - "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and

- . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares redeemed (if listed on SEHK)”; and
- . “class of shares issuable” should be construed as “class of shares redeemed”; and
- . “issue and allotment date” should be construed as “redemption date”