



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30 June 2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer New Smart Energy Group Limited

Date Submitted 4 July 2013

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 91 Description : _____

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>12,500,000,000</u>	<u>HK\$0.02</u>	<u>HK\$250,000,000.00</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>12,500,000,000</u>	<u>HK\$0.02</u>	<u>HK\$250,000,000.00</u>

(2) Stock code : _____ Description : _____

	No. of ordinary shares	Par value (<i>State currency</i>)	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 :	Description :		
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code :	Description :		
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*State currency*) :

HK\$250,000,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>3,319,236,603</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>331,923,660</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>3,651,160,263</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
1. _____ _____ <u>Exercise price :</u> _____ ()						
(Note 1)						
2. _____ _____ <u>Exercise price :</u> _____ ()						
(Note 1)						
3. _____ _____ <u>Exercise price :</u> _____ ()						
(Note 1)						
4. _____ _____ <u>Exercise price :</u> _____ ()						
(Note 1)						
			Total A. (Ordinary shares)	_____		
			(Preference shares)	_____		
			(Other class)	_____		
Total funds raised during the month from exercise of options (State currency)				_____		

Warrants to Issue Shares of the 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. Newsmart W1406 (Principal Amount: HK\$66,384,732.00) (Remark 1)	HK\$	Nil	Nil	66,384,732.00	Nil	663,847,320
(23/06/2014)						
Stock code (if listed)	1042					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$0.10					
EGM approval date (if applicable) (dd/mm/yyyy)	(20/05/2013)					
2. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
				Total B. (Ordinary shares)	Nil	
				(Preference shares)	N/A	
				(Other class)	N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

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
1. Convertible Note (due 2015)						
	HK\$	695,000,000.00	Nil	677,000,000.00*	Nil	5,641,666,666
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares		(* partial redemption of the Convertible Notes in an aggregate principal amount of HK\$18,000,000.00)			
Subscription price	HK\$0.12 (adjusted) (Remark 2)					
EGM approval date (if applicable) (dd/mm/yyyy)	(11/1/2013)					
2. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)						
3. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)						
4. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)						
				Total C. (Ordinary shares)	Nil	
				(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 Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	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. _____ _____ _____ (/ /) shares (Note 1)		
2. _____ _____ _____ (/ /) shares (Note 1)		
3. _____ _____ _____ (/ /) shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

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
1. Rights issue	At price : State currency <u>HK\$</u>		
	Class of shares issuable <u>Ordinary</u> (Note 1)		
	Issue and allotment date : (24/06/2013)		
	EGM approval date: (20/05/2013) (dd/mm/yyyy)		
		<u>331,923,660</u>	<u>Nil</u>
2. Open offer			
	Class of shares issuable _____ (Note 1)		
	At price : State currency _____		
	Issue and allotment date : (/ /) (dd/mm/yyyy)		
	EGM approval date: (/ /) (dd/mm/yyyy)		

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) (/ /)	_____ _____
4. Bonus issue		Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____ _____
5. Scrip dividend	At price : State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____ _____
6. Repurchase of shares		Class of shares repurchased (Note 1) _____ Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____ _____
7. Redemption of shares		Class of shares redeemed (Note 1) _____ Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____ _____

8.	Consideration issue	At price : State currency _____	Class of shares issuable _____ (Note 1)	(/ /)	Issue and allotment date : (dd/mm/yyyy)	(/ /)	EGM approval date: (dd/mm/yyyy)	_____	_____
9.	Capital reorganisation		Class of shares issuable _____ (Note 1)	(/ /)	Issue and allotment date : (dd/mm/yyyy)	(/ /)	EGM approval date: (dd/mm/yyyy)	_____	_____
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)	_____	_____
Total E. (Ordinary shares) <u>331,923,660</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>								_____	_____

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	331,923,660
	(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
<i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i>		

Remarks (if any):

(1) On 24 June 2013, a total of 663,847,320 Warrants conferring the rights to subscribe in cash for 663,847,320 new Shares at an initial exercise price of HK\$0.10 per Share (subject to adjustment) at any time during the period commencing on 24 June 2013 and expiring on 23 June 2014 (both days inclusive) were issued by the Company to the Shareholders pursuant to the Bonus Warrant Issue.

(2) On 30 May 2013, the conversion price of the Convertible Note of the Company was adjusted retroactively from HK\$0.13 to HK\$0.12 due to the Rights Issue and the Bonus Warrant Issue.

Submitted by: Tsang Ching Man

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. State the class of shares (e.g. ordinary, preference or other).
2. If there is insufficient space, please append the prescribed continuation sheet.