



## 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: 31 December 2022

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Town Health International Medical Group Limited

Date Submitted: 05 January 2023

### I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	03886	Description	Town Health			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	30,000,000,000	HKD	0.01	HKD	300,000,000	
Increase / decrease (-)	0			HKD	0	
Balance at close of the month	30,000,000,000	HKD	0.01	HKD	300,000,000	

2. Type of shares	Preference shares	Class of shares	Other class (specify in description)	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Perpetual non-voting redeemable convertible preference shares			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	375,000,000	HKD	0.01	HKD	3,750,000	
Increase / decrease (-)	0			HKD	0	
Balance at close of the month	375,000,000	HKD	0.01	HKD	3,750,000	

Total authorised/registered share capital at the end of the month: HKD 303,750,000

**II. Movements in Issued Shares**

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	03886	Description	Town Health			
Balance at close of preceding month		7,145,772,452				
Increase / decrease (-)		-309,398,000				
Balance at close of the month		6,836,374,452				

### III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(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)

1. Type of shares issuable		Ordinary shares	Class 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)		03886						
Description of the Convertibles		Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1).	Tranche A Convertible Bonds Issued on 26 August 2022 with Maturity Date on 26 August 2023	HKD	120,000,000		-115,895,000	4,105,000	0	4,000,000
Type of convertibles		Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)		03886						
Subscription/Conversion price		HKD 0.76						
General Meeting approval date (if applicable)		28 June 2022						
2).	Tranche B Convertible Bonds Issued on 26 August 2022 with Maturity Date on 26 August 2024	HKD	120,000,000		0	120,000,000	0	154,000,000
Type of convertibles		Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)		03886						
Subscription/Conversion price		HKD 0.76						
General Meeting approval date (if applicable)		28 June 2022						

3).	Tranche C Convertible Bonds Issued on 26 August 2022 with Maturity Date on 26 August 2025	HKD	116,000,000	0	116,000,000	0	149,000,000
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Type of convertibles	Bond/Notes
Stock code of the Convertibles (if listed on SEHK) (Note 1)	03886
Subscription/Conversion price	HKD 0.76
General Meeting approval date (if applicable)	28 June 2022

Total C (Ordinary shares): \_\_\_\_\_ 0

**(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)** Not applicable

**(E). Other Movements in Issued Share**

1. Type of shares issuable (Note 5 and 6)	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)	03886					
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Repurchase of shares			10 October 2022	28 June 2022	-8,300,000	-35,826,000
2). Repurchase of shares			11 October 2022	28 June 2022	-44,000,000	
3). Repurchase of shares			12 October 2022	28 June 2022	-44,000,000	
4). Repurchase of shares			13 October 2022	28 June 2022	-34,500,000	
5). Repurchase of shares			21 October 2022	28 June 2022	-11,300,000	
6). Repurchase of shares			24 October 2022	28 June 2022	-28,000,000	
7). Repurchase of shares			26 October 2022	28 June 2022	-9,000,000	
8). Repurchase of shares			27 October 2022	28 June 2022	-7,100,000	

9).	Repurchase of shares			31 October 2022	28 June 2022	-17,000,000	
10).	Repurchase of shares			04 November 2022	28 June 2022	-21,400,000	
11).	Repurchase of shares			07 November 2022	28 June 2022	-22,998,000	
12).	Repurchase of shares			08 November 2022	28 June 2022	-20,000,000	
13).	Repurchase of shares			09 November 2022	28 June 2022	-2,100,000	
14).	Repurchase of shares			10 November 2022	28 June 2022	-13,400,000	
15).	Repurchase of shares			11 November 2022	28 June 2022	-7,100,000	
16).	Repurchase of shares			14 November 2022	28 June 2022	-4,500,000	
17).	Repurchase of shares			15 November 2022	28 June 2022	-8,600,000	
18).	Repurchase of shares			16 November 2022	28 June 2022	-3,500,000	
19).	Repurchase of shares			17 November 2022	28 June 2022	-1,300,000	
20).	Repurchase of shares			18 November 2022	28 June 2022	-1,300,000	

Total E (Ordinary shares): -309,398,000

Remarks:

- 1) An aggregate of 309,398,000 ordinary shares (previously repurchased on market on 10 to 13, 21, 24, 26 to 27 and 31 October, 4, 7 to 11 and 4 to 18 November 2022) were cancelled on 7 December 2022.
- 2) Repurchases of a total of 35,826,000 ordinary shares were made on 21 to 23, 25 and 28 to 30 November, 1 to 2, 5 to 9, 12 to 16, 19 to 21 and 30 December 2022 but such shares are not yet cancelled as at 31 December 2022.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) -309,398,000

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

## V. Confirmations

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 and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised 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.

Submitted by: Kwan Chung Man

Title: Company 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
  - . "type of shares issuable" should be construed as "type 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
  - . "type of shares issuable" should be construed as "type of shares redeemed"; and
  - . "issue and allotment date" should be construed as "redemption date"