

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 January 2023	Status:	New Submission
To : Hong Kong Exchanges	and Clearing Limited		
Name of Issuer:	Towngas Smart Energy Company Limited		
Date Submitted:	03 February 2023		

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

1. Type of shares	Ordinary shares		Class of shares	Not appli	ot applicable Listed on SEHK (		Listed on SEHK (No	ote 1)	Yes	
Stock code	01083		Description							
		Number o	f authorised/registered	ed shares Par value Authorised/registere				red share capital		
Balance at close of preceding month		5,000,000,000		HKD		0.1	HKD		500,000,000	
Increase / decrease (-)								HKD		
Balance at close of the month	1		5,000	,000,000	HKD		0.1	HKD		500,000,000

Total authorised/registered share capital at the end of the month: HKD 500,000,000

## II. Movements in Issued Shares

1. Type of shares	Ordinary shares	5	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes
Stock code	01083		Description			
Balance at close of preceding	month		3,258,615,526			
Increase / decrease (-)			110,000			
Balance at close of the month	1		3,258,725,526			

## III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1	Type of shares issuable	Ordinary shares	Cla	ss of shares	Not applica	able	Shar	res issuable to be listed or	n SEHK (Note 1)	Yes		
Sto	ock code of shares issuable	e (if listed on SEHK) (Note	1) 010	83								
P	articulars of share option scheme	Number of share options outstanding at close of preceding month	Move	ement during the	month	Number of share op outstanding at close the month		month pursuant thereto	No. of new share issuer which may issued pursuant th as at close of the r	y be ereto	securitie issued u all shar grant	tal number of s which may be upon exercise of e options to be ed under the at close of the month
1).	Share Option Scheme	11,663,000				11,66	63,000	0		0		304,326,534
	neral Meeting approval e (if applicable)	26 May 2022		·		•					•	

Total A (Ordinary shares):	0
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0

Total funds raised during the month from exercise of options: HKD

(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 sha	ires	Class of s	shares	Not applicable	Sh	nares issuable to be listed o	n SEHK (Note 1)	Yes		
Sto	ck code of shares issuable	e (if listed on S	SEHK) (Note 1)	01083								
De	escription of the Convertibl	es Currency	Amount at clo preceding m		Мс	ovement during the month		Amount at close of the month	No. of new share issuer issued durin month pursuant th (C)	ig the ereto	issuer issued p	new shares of which may be oursuant thereto ose of the month
1).	On 18 November 2021, the Issuer issued the Convertible Bonds in the principal amount of RMB1,835,603,119.35		1,835,	603,119.35   -	lssued		0	1,835,603,119.35		0		354,267,651

[equivalent to HK         §2.27.715.500 at the         Agreed Exchange Rate) to         the Investor pursuant to the         Subscription Agreement         date 25 October 7021, and         based on the adjusted         conversion price of HK         S0.26 per Conversion         State subscription Agreement         adjustment event on 12 July         2022.a maximum number         of 394.307.33 be aburentson         of 394.307.35 be aburentson         bissued by the issuer upon         bissued by nonuccements         date 25 October 2021         relatis, please refer to the         Issuer by nonuccements         date 25 October 2021 and         mandate (the "Transaction Announcements) and anouncements         date 25 October 2021 and         mandate (the "Transaction Announcement") and 18         Nevemble 2021, and amouncements         adjustment date 12 July 2022 relating to any         July 2022 relating to any         glusterion to conversible Bonds.         Type of convertibles         Bondl/hotes		· · · · · · · · · · · · · · · · · · ·		1
Agreed Exchange Rate) to       Image: Conversion of the Subscription Agreement         dated 25 October 2021, and       Solution agreement         dated 25 October 2021, and       Solution agreement         solution intervision of the adjusted       Solution agreement         conversion price of Hk       Solution agreement         Share subscription to the adjusted       Solution agreement         dated 25 October 2021, and       Solution agreement         Share subscription agreement       Solution agreement         dated 25 October 2021, and       Solution agreement         Share subscription agreement       Solution agreement         dated 25 October 2021       For the Issue upon         full conversion of the       Convertible Bonds. No         application has been or will       be made for the Issing of         the convertible Bonds on       The Stock Exchange of         Hong Kong Limited or any       He Issuer's anouncoments         dated 25 October 2021       Iteration agreement         if elisting of the Issing of the size of new shares and convertible Bonds.       Solution agreement         shares and convertible       Bond/Notes         Type of convertible Bonds.       Eond/Notes         Stock code of the Convertible Bonds.       Eond/Notes         Stock code of the Convertible Bonds.				
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Subscription Agreement dated 25 October 2021. and based on the adjusted conversion price of HK 56.25 per Conversion         Image: Conversion           Share subsequent to the adjustment event on 12 July         Image: Conversion         Image: Conversion           Share subsequent to the adjustment event on 12 July         Image: Conversion         Image: Conversion           Share subsequent to the adjustment event on 12 July         Image: Conversion         Image: Conversion           Shares may be alloted and hissued by the Issuer upon full conversion of the Convertible Bonds. No         Image: Conversion         Image: Conversion           The Stock exchange. For details, please relet to the Issuer anouncements dated 25 October 2021. relating to the issue of new shares and convertible bonds under general mandate (the "Transaction Announcement?) and 13 November 2021, and announcement dated 12 July 2022 relating to adjustment to conversion price of Convertible Bonds.         Image: Emet Stock code of the Convertible Bonds.         Image: Emet Bond/Notes				
dated 25 October 2021, and based on the adjusted conversion price of HK				
based on the adjusted				
conversion price of Hik       S6.26 per Conversion         S6.26 per Conversion       Share subsequent to the adjustment event on 12.July         2022, a maximum number       of 354.267.651. Conversion         Share subsequent to the adjustment event on 12.July       2022, a maximum number         of 354.267.651. Conversion       Share subsequent to the adjustment event on 12.July         Share subsequent event on 12.July       2022, a maximum number         of 354.267.651. Conversion       Share subsequent event on 12.July         Share subsequent event on 12.July       2022, a maximum number         of 354.267.651. Conversion       Share subsequent event on 12.July         Share subsequent event on 12.July       2022, a maximum number         of application has been or will       be made for the lising of         the Convertible Bonds on       The Stock Exchange. For         detaits.please refer to the       Issuer's announcements         dated 25 October 2021       relating to the issue of new shares and convertible         bonds under general mandate (the "Transaction Announcement") and 18         November 2021, and announcement dated 12         July 2022 relating to adjustment to conversion price of Convertible Bonds.         Type of convertible Bonds.         Type of convertible Bonds.         Type of convertible Bonds.         Stock code of		d		
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Type of convertibles     Bond/Notes       Stock code of the Convertibles	adjustment to conversion			
Stock code of the Convertibles (if listed on SEHK) (Note 1)	price of Convertible Bonds.			
Stock code of the Convertibles (if listed on SEHK) (Note 1)	Type of convertibles	Bond/Notes		
(if listed on SEHK) (Note 1)				
Subscription/Conversion price RMB 6.26				
	Subscription/Conversion price	RMB 6.26		
General Meeting approval date (if applicable)				

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)

1. Type of shares issuable	Ordinary shares	Class of shares	Not a	pplicable		Shares issuable to be listed on SEHK	(Note 1)	Yes	
Stock code of shares issuab	le (if listed on SEHK) (Note 1)	01083							
	Description			General Meeting approval date (if applicable)	No.				uer which may be as at close of the
<sup>1).</sup> of 10 subscribers pursua subscribe for, and the Is shares (the "CT Subscri share in cash, represen \$20,604,960. Applicatio the listing of and the per please refer to the Issue	Issuer entered into 10 subscription ant to which the subscribers com- suer conditionally agreed to issue ption Shares") at the subscription ing an aggregate subscription co- n has been made by the Issuer to mission to deal in the CT Subsc r's announcement dated 18 Mar I Issue of New Shares to Conne-	ditionally agreed to e, in aggregate 5,584 n price of HK\$3.69 pe onsideration of HK o the Stock Exchange ription Shares. For de ch 2022 titled "Conne	l,000 er e for etails,			110,000			0

Total D (Ordinary shares):

110,000

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E)	110,000
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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:
 John Ho Hon-ming

 Title:
 Executive Director and 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"