

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 October 2023	Status:	New Submission
To : Hong Kong Exchanges	and Clearing Limited		
Name of Issuer:	Towngas Smart Energy Company Limited		
Date Submitted:	02 November 2023		

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	01083		Description								
Number c		Number of	authorised/registered shares			Par value			Authorised/registered share capital		
Balance at close of preceding month		5,000,000,000		HKD	0.1		HKD	500,000,0			
Increase / decrease (-)								HKD			
Balance at close of the month			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. Class of shares	Ordinary shares 7		Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes
Stock code	01083		Description			
Balance at close of preceding month			3,354,500,581			
Increase / decrease (-)		0				
Balance at close of the month		3,354,500,581				

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)			e 1) 01083								
P	articulars of share option scheme	Number of share options outstanding at close of preceding month	Moveme	nt during the	month	Number of share op outstanding at clos the month		month pursuant thereto	No. of new share issuer which may issued pursuant th as at close of the r	s of / be ereto	nranieo unoer ine
1).	Share Option Scheme	11,663,000	Exercised		C	11,66	63,000	0		0	304,326,5
	neral Meeting approval te (if applicable)	26 May 2022									

Total A (Ordinary shares):	0
----------------------------	---

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. (Class of shares issuable	Ordinary sha	res	Type of s	shares	Not applicable	Sha	ares issuable to be listed o	n SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)				01083)1083							
Description of the Convertible		es Currency	Amount at clo preceding m		Мс	Movement during the month		Amount at close of the month	issuer issued during the issuer wh month pursuant thereto issued purs		new shares of which may be oursuant thereto ose of the month	
1).	On 18 November 2021, th Issuer issued the Convertible Bonds in the principal amount of RMB1,835,603,119.35	ne RMB	1,835,	603,119.35	Issued		0	1,835,603,119.35		0		358,853,640

(equivalent to HK S2_217.71/Sto0 at the Agreed Exchange Rale) to the linestor pussant to the Subscription Agreement dated 35 Outor 2021, and based on the adjusted conversion public of HK Scharpe Rale) to based on the adjusted conversion public of HK Scharpe Rale		1 1			1
Agreed Exchange Rate) to	(equivalent to HK				
the Investor pursuant to the Subscription Agreement dated 25 October 2021, and based on the adjusted conversion price of HK S6.18 per Conversion Shares subsequent to the adjustment vents on 12 July 2022 and 11 July 2023, a maximum number of 358,853,840 Conversion Shares may be alloted and issued by the Issuer upon that conversion of the Convertible Bonds. No application has been or will be made for the listing of the Convertible Bonds on The Stock Exchange of Hong Kong Linted or any other stock exchange. For defails, places refer to the Issuer's announcements shares and powerlible bonds under general mandate (fthe Transaction Announcement) and 18 November 2021, and announcements data 12 July 2023 reliating to adjustment to convertible Bonds. Type of convertible bonds under general mandate (fthe Transaction Announcement) and 18 November 2021, and announcement and 19 July 2023 and 11 July 2023 reliating to adjustment to convertible Bonds. Type of convertible bonds under general mandate (fthe Transaction Announcement) and 18 November 2021, and announcements data 12 July 2023 and 11 July 2023 reliating to adjustment to convertible Bonds. Type of convertible bonds under general i (listed on SEHK) (Nice 1) BondNotes					
Subscription Agreement dated 25 October 2021. and based on the adjusted conversion price of HK \$6.18 per Conversion Share subsequent to the adjustment events on 12 July 2023 and 11 July 2023, a maximum number of 358,88,38,40 Conversion Shares may be alloted and issued by the issuer upon full conversion of the Convertible Bonds. No application has been or will be made for the listing of the Convertible Bonds on The Stock Exchange of Hong Kong Limited or any other stock exchange. For details, please refer to the issued by the issuer upon the issuer do the issuer of new shares and convertible bonds under general mandate (the "Transaction Announcements dated 12 October 2021. relating to the issuer of new shares and convertible bonds under general mandate (the "Transaction Announcements dated 12 July 2022 and 11 July 2023 relating to distribute to conversion price of Me Bond/Notes Type of convertible Bonds Bond/Notes					
dated 25 October 2021, and based on the adjusted conversion price of HK S6.18 per Conversion Share subsequent to the adjustment events on 12 July 2022 and 11.July 2023, a maximum number of ass.83,83,640 Conversion Shares may be altoted and issued by the Issuer upon full conversion on the Convertible Bonds. No application has been or will be made for the listing of the Convertible Bonds on The Stock Exchange of Hong Yong Limited or any other stock exchange. For details, plases refer to the Issuer's announcements dated 25 October 2021 relating to the issue of new shares and convertible mandated 12 July 2023 and 13.July 2023 relating to adjustment to convertible Bonds. Type of convertible Doods under general announcements dated 12 July 2023 and 13.July 2023 relating to adjustment to convertible Bonds. Bond/Notes Type of convertible Exotic Stock conter for Stock conter for Convertible Bonds. Bond/Notes					
based on the adjusted	Subscription Agreement				
conversion price of HK \$6.18 per Conversion Share subsequent to the adjustment vents on 12 July 2022 and 11 July 2023. a maximum number of 356,853,640 Conversion Shares may be alloced and Issued by the Issuer upon the Issuer upon the Issuer of the Iss					
\$6.13 per Conversion share subsequent to the adjustment events on 12 July 2023, a maximum number of 358,883,640 Conversion share subsequent 2000, and 13 July 2023, a maximum number of 358,883,640 Conversion Shares may be alloted and issued by the Issuer upon the Issuer u					
Share subsequent to the adjustment vents on 12 July 2022 and 1J July 2023, a maximum number of issued by the Issuer upon full conversion of the Convertible Bonds. No application has been or will be made for the listing of the Convertible Bonds. No application has been or will be made for the listing of the Convertible Bonds. No application has been or will be made for the listing of the Convertible Bonds. No application has been or will be made for the listing of the Convertible Bonds. No application has been or will be made for the listing of the Convertible Bonds. No application has been or will be made for the listing of the Convertible Bonds on The Stock Exchange of Hong Kong Limited or any other stock exchange. For details, 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 announcements dated 12 July 2022 and 1J July 2023 relating to adjustment to conversion price of Convertible Bonds. Bond/Notes Type of convertible (fl bised on SEHK) (Note 1) Bond/Notes					
adjustment events on 12 July 2023, a maximum number of 358,853,640 Conversion Shares may be alloted and issued by the Issuer upon full conversion of the Convertible Bonds. No application has been or will be made for the listing of the Convertible Bonds on The Stock Exchange of Hong Kong Limited or any other stock exchange. For details, please refer to the Issuer's anouncements 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 announcements dated 12 July 2022 and 11 July 2023 relating to adjustment to conversion price of Convertible Bonds. bonds. Type of convertible Shock Scote the Convertible Shock Scote the Convertible Shock Scote the Convertible Shock Scote the Convertible Shock Scote Stress of the Convertible Shock Scote Stress Stress of the Convertible Shock Scote Stress Stress Stress of the Convertible Shock Scote Stress Str					
July 2022 and 11. July 2023, a maximum number of a maximum number of sisued by the issuer upowersion Shares may be alloted and issued by the issuer upowersion full conversion of the convertible Bonds. No application has been or will be made for the listing of the convertible Bonds on the store upowersion The Stock Exchange of Hong Kong Limited or any oftent stock exchange of Hong Kong Limited or any oftent stock exchange of Hong Kong Limited or any oftent stock exchange of Hong Kong Limited or any oftent stock exchange of Hong Kong Limited or any oftent stock exchange of Hong Kong Limited or any oftent stock exchange. For Hong Kong Limited or any oftent stock exchange. For Hong Kong Limited or any oftent stock exchange. For Hong Kong Limited or any oftent stock exchange. For Hong Kong Limited or any oftent stock exchange. For Hong Kong Limited or any oftent stock exchange. For Hong Kong Limited or any other to be exchange. For Hong Kong Limited or any other stock exchange. For Hong Kong Limited or any onversion of the i					
a maximum number of 358,856,40 Conversion Shares may be alloted and issued by the Issuer upon full conversion of the Convertible Bonds. No application has been or will be made for the Ising of the Convertible Bonds on The Stock Exchange of Hong Kong Limited or any other stock exchange. For details, please refer to the Issuer's announcements dated 25 October 2021 relating to the issue of new shares and convertible bonds undre general mandate (the "Transaction Announcement") and 18 November 2021, and announcement") dated 12 July 2022 and 11 July 2023 relating to adjustment to conversion price of Convertible Bonds. Bond/Notes Type of convertible Stock Stek (Note 1) Bond/Notes					
35.825,640 Conversion Shares may be alloted and lissued by the Issuer upon thill conversion of the Convertible Bonds. No application has been or will be made for the listing of the the convertible Bonds on The Stock Exchange of the Convertible Bonds on The Stock Exchange for the listing of the stock exchange. For details, please refer to the listing of allots of the stock exchange. For details, please refer to the listing of allots of the stock exchange. For details, please refer to the listing of allots of the stock exchange. For details, please refer to the listing of allots of the stock exchange. For details, please refer to the listing to allot date of 25 Cotober 2021. relating to the issue of new shares and convertible bonds. Image: stock exchange. For details, please refer to the listing to dilute date of 25 Cotober 2021. relating to the issue of new shares and convertible bonds. Type of convertibles Bond/Notes Type of convertible Bonds. Bond/Notes Type of convertible Bonds. Estex(Note 1) If isteed on SEHK) (Note 1) Estex(Set 2000)		3			
Shares may be alloted and issued by the issuer upon full conversion of the Convertible Bonds. No application has been or will be made for the listing of the Convertible Bonds on The Stock Exchange of Hong Kong Limited or any other stock exchange. For details, 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 announcements dated 12 July 2022 and 11 July 2023 relating to dijustment to conversion price of Convertible Bonds. Band/Notes Type of convertibles (filisted on SEHK) (Note 1) Band/Notes					
issued by the issuer upon Image: conversible Bonds. No application has been or will be made for the listing of the Convertible Bonds. No application has been or will be made for the listing of the Convertible Bonds. No the Convertible Bonds on The Stock Exchange of The Stock Exchange. For details, please refer to the Issuer's announcements dated 25 October 2021 dated 25 October 2021 mandate (the "Transaction Announcement? announcement? Juby 2022 and 11 Juby 2023 sender/sender relating to adjustment to convertible Bond/Notes Type of convertibles Bond/Notes Stock code of the Convertibles Image: convertible Sonds Kif listed on SEHK) (Note 1 Image: convertible Sonds					
full conversion of the Convertible Bonds. No application has been or will be made for the listing of the Convertible Bonds on The Stock Exchange of Hong Kong Limited or any other stock exchange. For details, please refer to the Issuer's announcements dated 25 October 2021 relating to the issue of new shares and convertible Bonds on The Stock exchange of Limited or any other stock exchange. For details, please refer to the Issuer's announcements dated 25 October 2021 relating to the issue of new shares and convertible Bonds. Image: Convertible Bonds on The Bonds on					
Convertible Bonds. No application has been or will be made for the listing of the Convertible Bonds on The Stock Exchange of Hong Kong Limited or any Hong Kong Limited or any other stock exchange. For details 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 Announcements to ald 212 July 2022 and 11 July 2023 relating to dalustment to convertible Bonds. convertible Bonds. Bond/Notes					
application has been or will be made for the listing of the Convertible Bonds on The Stock Exchange of Hong Kong Limited or any other stock exchange. For details, please refer to the lsuer'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 2023 and 11 July 2023 relating to adjustment to conversion price of Convertible Bonds.Bond/NotesType of convertibles Stock code of the Convertibles (flisted on SEHK) (Note 1)Bond/Notes					
be made for the listing of the Convertible Bonds on The Stock Exchange of Hong Kong Limited or any other stock exchange. For details, 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") and 18 November 2021, and announcement dated 12 July 2022 and 11 July 2023 relating to adjustment to conversion price of Convertible Bonds. Bond/Notes Type of convertibles Stock code of the Convertibles (if listed on SEHK) (Note 1) Bond/Notes					
the Convertible Bonds on The Stock Exchange of Hong Kong Limited or any other stock exchange. For details, 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 stated 12 July 2022 and 11 July 2023 relating to dijustment to conversible Bonds.					
The Stock Exchange of Hong Kong Limited or any other stock exchange. For details, 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 and 11 July 2023 relating to adjustment to convertible Bonds.					
Hong Kong Limited or any other stock exchange. For details, 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 and tated 12 July 2022 and 11 July 2023 relating to adjustment to conversible Bonds. Bond/Notes Type of convertibles (fi listed on SEHK) (Note 1) Bond/Notes					
other stock exchange. For details, 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 and 11 July 2023 relating to adjustment to conversion price of Convertible Bonds. Bond/Notes Type of convertibles (if listed on SEHK) (Note 1) Bond/Notes					
details, please refer to the Image: state in the supervised of the supervi					
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 announcements dated 12 July 2022 and 11 July 2003 relating to daijustment to convertible Bonds.					
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 and 11 July 2023 relating to adjustment to conversion price of Convertible Bonds.Bond/NotesType of convertibles Stock code of the Convertibles (tilisted on SEHK) (Note 1)Bond/Notes					
relating to the issue of new shares and convertible bonds under general mandate (the "Transaction Announcement") and 18 November 2021, and announcements dated 12 July 2022 and 11 July 2023 relating to adjustment to convertible Bonds. Type of convertibles Stock code of the Convertibles Stock code of the Convertibles					
shares and convertible bonds under general mandate (the "Transaction Announcement") and 18 November 2021, and announcements dated 12 July 2022 and 11 July 2023 relating to adjustment to conversion price of Convertible Bonds. Type of convertibles Stock code of the Convertibles Stock code of the Convertibles					
bonds under general mandate (the "Transaction Announcement") and 18 November 2021, and announcements dated 12 July 2023 and 11 July 2023 relating to adjustment to conversion price of Convertible Bonds. Type of convertibles Stock code of the Convertibles Stock code of the Convertibles					
mandate (the "Transaction Announcement") and 18 November 2021, and announcements dated 12 July 2022 and 11 July 2023 relating to adjustment to conversion price of Convertible Bonds. Type of convertibles Stock code of the Convertibles (if listed on SEHK) (Note 1)					
Announcement") and 18 November 2021, and announcements dated 12 July 2022 and 11 July 2023 relating to adjustment to conversion price of Convertible Bonds.Image: Convertible					
November 2021, and announcements dated 12 July 2022 and 11 July 2023 relating to adjustment to conversion price of Convertible Bonds. Type of convertibles Bond/Notes					
announcements dated 12 July 2022 and 11 July 2023 relating to adjustment to conversion price of Convertible Bonds. Type of convertibles Bond/Notes Stock code of the Convertibles Stock code of the Convertibles					
July 2022 and 11 July 2023 relating to adjustment to conversion price of Convertible Bonds. Type of convertibles Bond/Notes Stock code of the Convertibles (if listed on SEHK) (Note 1)					
relating to adjustment to conversion price of Convertible Bonds. Type of convertibles Bond/Notes Stock code of the Convertibles Stock code of the Convertibles					
conversion price of Convertible Bonds. Type of convertibles Bond/Notes Stock code of the Convertibles (if listed on SEHK) (Note 1)					
Convertible Bonds. Type of convertibles Bond/Notes Stock code of the Convertibles (if listed on SEHK) (Note 1)					
Type of convertibles Bond/Notes Stock code of the Convertibles (if listed on SEHK) (Note 1)					
Stock code of the Convertibles (if listed on SEHK) (Note 1)	Convertible Bonds.				
(if listed on SEHK) (Note 1)	Type of convertibles	Bond/Notes			
Subscription/Conversion price HKD 6.18					
	Subscription/Conversion price	НКD	6.18		

General Meeting approval date
(if applicable)

	Total C (Ordinary shares):	0
(D). Any other Agreements or Arrangem	nents 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	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

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 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 the securities issued by the board of directors of the listed issuer to the securities is the board of directors of the listed issuer to the securities are the board of directors of the listed issuer to the board of directors of the listed issuer to the board of directors of the listed issuer to the board of directors of the listed issuer to the board of directors of the listed issuer to the board of directors of the listed issuer to the board of directors of the listed issuer to the board of directors of the listed issuer to the board of directors of the listed issuer to the board of directors of the listed issuer to the board of directors of the listed issuer to the board of directors of the listed issuer to the board of directors of the listed issuer to the board of directors of the listed issuer to the board of directors of the listed issuer to the board of directors of the listed issuer to the board of directors of the listed issuer to the board of directors of the listed issuer to the board of directors of the boa	
(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"	ng" 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 file been made with other legal requirements;	d and that compliance has
(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 consideration for all such property has been duly satisfied; and	and the purchase
(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, Registrar of Companies.	have been filed with the

 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
 - . "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"