



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 2022

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Towngas Smart Energy Company Limited

Date Submitted: 02 November 2022

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 | 01083 | Description | | | | |
| | 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 | 500,000,000 | |
| 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. Type of shares | Ordinary shares | 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 (-) | | | 0 | | | |
| Balance at close of the month | | | 3,258,615,526 | | | |

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) | 01083 | | | | | | |
| 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). On 18 November 2021, the Issuer issued the Convertible Bonds in the principal amount of RMB1,835,603,119.35 (equivalent to HK \$2,217,715,500 at the Agreed Exchange Rate) to the Investor pursuant to the Subscription Agreement dated 25 October 2021, and based on the adjusted conversion price of HK \$6.26 per Conversion Share subsequent to the adjustment event on 12 July 2022, a maximum number of 354,267,651 Conversion Shares may be allotted 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 | RMB | 1,835,603,119.35 | Issued | 0 | 1,835,603,119.35 | 0 | 354,267,651 |

| | | | | | | |
|--|------------|------|--|--|--|--|
| 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 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) | | | | | | |
| 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 applicable | Shares issuable to be listed on SEHK (Note 1) | Yes | |
| Stock code of shares issuable (if listed on SEHK) (Note 1) | 01083 | | | | | |
| | 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). | On 18 March 2022, the Issuer entered into 10 subscription agreements with a total of 10 subscribers pursuant to which the subscribers conditionally agreed to subscribe for, and the Issuer conditionally agreed to issue, in aggregate 5,584,000 shares (the "CT Subscription Shares") at the subscription price of HK\$3.69 per share in cash, representing an aggregate subscription consideration of HK \$20,604,960. Application has been made by the Issuer to the Stock Exchange for the listing of and the permission to deal in the CT Subscription Shares. For details, | | 0 | 110,000 | | |

| | | | |
|--|--|--|--|
| please refer to the Issuer's announcement dated 18 March 2022 titled "Connected Transactions - Proposed Issue of New Shares to Connected Persons". | | | |
|--|--|--|--|

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

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"