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:	29 February 2024	Status:	New Submission
To : Hong Kong Exchanges	and Clearing Limited		
Name of Issuer:	Towngas Smart Energy Company Limited		
Date Submitted:	01 March 2024		
I. Movements in Author	ised / Registered Share Capital		

1. Class of shares	Ordinary shares		Type of shares	Not appli	cable		Listed on SEHK (No	ote 1)	Yes	
Stock code	01083		Description							
		Number of	f authorised/registere	d shares		Par value	9	Auth	norised/register	ed 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. Class of shares	Ordinary shares	5	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. 0	Class of shares issuable	Ordinary shares	Type of	shares	Not applica	able	Shares issuable to be listed on SEHK (Note 1		n SEHK (Note 1)	Yes		
Sto	ock code of shares issuable	e (if listed on SEHK) (Note	e 1) 01083									
Pi	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	/ be ereto	securitie issued u all shar grant scheme	tal number of s which may be pon exercise of e options to be ed under the at close of the month
1).	Share Option Scheme	10,763,000	Exercised		0	10,76	63,000	0		0		305,226,534
	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. 0	Class of shares issuable	Ordinary sha	res	Type of s	hares	Not applicable	Sh	ares 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 Convertible	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)	ng the ereto	issuer issued p	new shares of which may be pursuant thereto se 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 -	lssued		0	1,835,603,119.35		0		358,853,640

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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
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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:

Elsa Wong Lai Kin

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
 - . "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"