

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy)	: 31/10/2016		
To: Hong Kong Exchanges and Cle	earing Limited		
Name of Issuer Wul	ling Motors Holdings Lin	nited	
Date Submitted 03/1	11/2016		
I. Movements in Authorised Share C	Capital		
1. Ordinary Shares			
(1) Stock code : <u>305</u> De	escription :	Ordinary	Shares
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	25,000,000,000	0.004	100,000,000.00
Increase/(decrease)	Nil		Nil
Balance at close of the month	25,000,000,000	0.004	100,000,000.00
(2) Stock code : N/A De	escription :	N/A	1
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	n		
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares			
Stock code : N/A Descri	ption: Conver	tible Preferenc	e Shares (Unlisted)
	No. of preference shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	1,521,400,000	0.001	1,521,400.00
Increase/(decrease)	Nil		Nil
Balance at close of the month	1,521,400,000	0.001	1,521,400.00
3. Other Classes of Shares			
Stock code : N/A Descri	ption :	N/A	Δ
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			
Total authorised share capital at the end	of the month (HK\$)	: 10	01,521,400.00

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes	
	(1)	(2)	shares	of shares	
Balance at close of preceding month	1,835,821,841	N/A	N/A	N/A	
Increase/ (decrease) during the month	N/A	N/A	N/A	N/A	
Balance at close of the month	1,835,821,841	N/A	N/A	N/A	

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) No. of new shares No. of new Particulars of share of issuer issued shares of issuer option scheme during the month which may be including SGM pursuant thereto issued pursuant Movement during the month approval date thereto as at (dd/mm/yyyy) and close of the class of shares issuable month Granted Exercised Cancelled Lapsed 1. N/A shares (Note 1) shares (*Note 1*) shares (Note 1) Total A. (Ordinary shares) N/A (Preference shares) N/A N/A (Other class) Total funds raised during the month from exercise of options (HK\$) N/A

Description of warrants (Date of expiry – dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A	-					
-	-					
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy) 2.	(/ /)				
-	-					
(/ /) Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3.	(/ /)				
	<u> </u>					
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4.	(/ /)				
	<u> </u>					
(/ /) Stock code (if listed) Class of shares						
issuable (Note 1) Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)				
		Total	(Prefere	nary shares) ence shares) Other class)	N/A N/A N/A	- -

1. N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2. Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. Stock code (if listed) Class of shares issuable (Note 1)	g the month month	thereto	month
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Stock code (if listed) Class of shares issuable (Note 1)			
Class of shares issuable (Note 1)			
Subscription price			
EGM approval date (if applicable) (dd/mm/yyyy) (/ /) 4.			
Stock code (if listed)			
Class of shares issuable (Note 1) Subscription price EGM approval date			
(if applicable) (dd/mm/yyyy) (/ /) Total		N/A N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

(other than under Share Option Schemes)		
Full particulars including AGM approval date (dd/mm/yyyy),	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
if applicable, and class of shares issuable:		
1. On 13 October 2016 (after trading hours), (1) the Company and		
Wuling (Hong Kong) Holdings Limited ("Wuling HK") entered		
into the Subscription Agreement pursuant to which the Company		
conditionally agreed to issue, and Wuling HK conditionally agreed		
to subscribe for, the Convertible Notes A in the aggregate principal amount of HK\$400,000,000; (2) the Company entered into the		
Placing Agreement with the Arranger (namely, China Industrial Securities International Capital Limited) as the exclusive arranger	-	
and one of the joint placing agents, and Essence International	-	
Securities (Hong Kong) Limited, GF Securities (Hong Kong)		
Brokerage Limited and CCB International Capital Limited as the		
joint placing agents, for the purpose of procuring subscribers, on a	-	
best efforts basis, to subscribe for, and the Company has		
conditionally agreed to issue, the Convertible Notes B in the		
aggregate principal amount of up to HK\$300,000,000. Based on		
the initial Conversion Price of HK\$0.70 per Share (subject to		
adjustment), a maximum of 571,428,571 Conversion Shares A and		
428,571,429 Convertible Shares B will be allotted and issued upon		
exercise of the Conversion Rights in full, respectively. The issue of		
the Conversion Shares will be made under the Special Mandate to		
be sought from the Shareholders at the SGM.		
(For more details, please refer to the announcement dated 13		
October 2016.)		
Ordinary shares (<i>Note 1</i>)	N/A	N/A
2.		
(/ /)		
shares (Note 1)	N/A	N/A
2		
3	-	
	-	
	1	
shares (Note 1)	1	
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	
	<u> </u>	

Ot	ner Movements in	Issued Share Capital					
	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	J.F						
			Class of shares issuable (Note 1)		_		
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A
			Class of shares issuable (Note 1)				
2.	Open offer	At price: HK\$	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A
			Class of shares issuable (<i>Note 1</i>)				
3.	Placing	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date:	(/ /)		
			(dd/mm/yyyy)			N/A	N/A
			Class of shares issuable (Note 1)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A

	Type of Issue					pursuant thereto	pursuant thereto as at close of the month
			Class of shares issuable (Note 1)				
5.	Scrip dividend	At price : State currency —	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares repurchased (Note 1)				
	Repurchase of shares		Cancellation date: (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares redeemed (<i>Note 1</i>)				
	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A
			Class of shares issuable (Note 1)				
8.	Consideration issue	At price : State currency	Issue and allotment date: (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A

	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
		Class of shows issuehla				
		Class of shares issuable (Note 1)				
9.	Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date:	(/ /)		
		(dd/mm/yyyy)			N/A	N/A
		Class of shares issuable (Note 1)		_		
10.	Other (Please specify) At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Ordinary s reference s (Other	hares) N/A	
To	otal increase / (decrease) in ordinary shares during the	e month (i.e. Total of A to I	E):	(1	´ 	N/A
				(2		N/A
	otal increase / (decrease) in preference shares during				-	N/A
	otal increase / (decrease) in other classes of shares du	-				N/A
(T	These figures should be the same as the relevant figur	es under II above ("Moven	nents in Is	sued	Share Capital	!").)

Remark (if any):
Submitted by:	Lai Shi Hong, Edward
Title:	Company Secretary
	(Director, Secretary or other duly authorised officer)

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.