

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28/02/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Wuling Motors Holdings Limited

Date Submitted 03/03/2017

### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

|                                     |                       |                        |                               |  |
|-------------------------------------|-----------------------|------------------------|-------------------------------|--|
| (1) Stock code :                    | <u>305</u>            | Description :          | <u>Ordinary Shares</u>        |  |
|                                     |                       | No. of ordinary shares | Par value<br>(HK\$)           | Authorised share capital<br>(HK\$)           |
| Balance at close of preceding month | <u>25,000,000,000</u> | <u>0.004</u>           | <u>100,000,000.00</u>         |  |
| Increase/(decrease)                 | <u>Nil</u>            |                        | <u>Nil</u>                    |  |
| Balance at close of the month       | <u>25,000,000,000</u> | <u>0.004</u>           | <u>100,000,000.00</u>         |  |
| <hr/>                               |                       |                        |                               |  |
| (2) Stock code :                    | <u>N/A</u>            | Description :          | <u>N/A</u>                    |  |
|                                     |                       | No. of ordinary shares | Par value<br>(State currency) | Authorised share capital<br>(State currency) |
| Balance at close of preceding month |                       | _____                  | _____                         | _____  |
| Increase/(decrease)                 |                       | _____                  |                               | _____  |
| Balance at close of the month       |                       | _____                  | _____                         | _____  |

## 2. Preference Shares

|                                     |                    |                              |   |                                 |
|-------------------------------------|--------------------|------------------------------|---|---------------------------------|
| Stock code :                        | <u>    N/A    </u> | Description :                | <u>    Convertible Preference Shares (Unlisted)    </u> |                                 |
|                                     |                    | No. of preference shares     | Par value (HK\$)  | Authorised share capital (HK\$) |
| Balance at close of preceding month |                    | <u>    1,521,400,000    </u> | <u>    0.001    </u>                                    | <u>    1,521,400.00    </u>     |
| Increase/(decrease)                 |                    | <u>    Nil    </u>           |   | <u>    Nil    </u>              |
| Balance at close of the month       |                    | <u>    1,521,400,000    </u> | <u>    0.001    </u>                                    | <u>    1,521,400.00    </u>     |

## 3. Other Classes of Shares

|                                     |                    |                                |                             |   |
|-------------------------------------|--------------------|--------------------------------|-----------------------------|---|
| Stock code :                        | <u>    N/A    </u> | Description :                  | <u>    N/A    </u>          |   |
|                                     |                    | No. of other classes of shares | Par value (State currency)  | Authorised share capital (State currency) |
| Balance at close of preceding month |                    | <u>                    </u>    | <u>                    </u> | <u>                    </u>               |
| Increase/(decrease)                 |                    | <u>                    </u>    |                             | <u>                    </u>               |
| Balance at close of the month       |                    | <u>                    </u>    | <u>                    </u> | <u>                    </u>               |

Total authorised share capital at the end of the month ( HK\$ ) :     101,521,400.00



Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(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<br>_____<br>_____  |                           |   |                            |                                     |  |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                           |   |                            |                                     |  |   |
| 2.<br>_____<br>_____  |                           |   |                            |                                     |  |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                           |   |                            |                                     |  |   |
| 3.<br>_____<br>_____  |                           |   |                            |                                     |  |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                           |   |                            |                                     |  |   |
| 4.<br>_____<br>_____  |                           |   |                            |                                     |  |   |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                           |   |                            |                                     |  |   |
| Total B. (Ordinary shares) _____ N/A<br>(Preference shares) _____ N/A<br>(Other class) _____ N/A  |                           |   |                            |                                     |  |   |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                          | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount 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 ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 2.   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 3.   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 4.   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| Total C. (Ordinary shares)                     |                                |                                    |                            |                              | N/A  |   |
| (Preference shares)                            |                                |                                    |                            |                              | N/A  |   |
| (Other class)                                  |                                |                                    |                            |                              | 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)

| Full particulars including AGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:   | 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 |
|---|--|---|
| <p>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.</p> <p>As the condition precedents of the Placing Agreement cannot be fulfilled on or before the Long Stop Date and no Placees has been procured by the Arranger and the Joint Placing Agents to subscribe for Convertible Notes B, the Placing Agreement has terminated on 15 January 2017.</p> <p>(For more details, please refer to the announcements dated 13 October 2016, 16 December 2016, 31 December 2016, 16 January 2017 and 28 February 2017 and the circular dated 28 November 2016.)</p> <p style="text-align: right;">(SGM approval date: 16/12/2016)</p> <p style="text-align: right;">Ordinary shares (<i>Note 1</i>)</p> | N/A  | 571,428,571   |
| <p>2.</p> <p style="text-align: right;">( / / )<br/>shares (<i>Note 1</i>)</p>  | N/A  | N/A   |
| <p>3.</p> <p style="text-align: right;">( / / )<br/>shares (<i>Note 1</i>)</p>  |  |   |
| <p>Total D. (Ordinary shares)</p> <p>(Preference shares)</p> <p>(Other class)</p>   | <p>N/A</p> <p>N/A</p> <p>N/A</p>                                     |   |

## Other 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 |
|---------------|--------------|---------------------------------|--|--|---|
| 1.            | Rights issue | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | <u>N/A</u> <u>N/A</u>   |
| 2.            | Open offer   | At price : HK\$ _____           | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | <u>N/A</u> <u>N/A</u>   |
| 3.            | Placing      | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | <u>N/A</u> <u>N/A</u>   |
| 4.            | Bonus issue  |                                 | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | <u>N/A</u> <u>N/A</u>   |

| 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 |
|---------------|--|---|---|
| 5.            | Scrip dividend<br>At price : State currency _____      | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____<br>N/A<br>_____<br>N/A  |
| 6.            | Repurchase of shares                                   | Class of shares repurchased _____<br><i>(Note 1)</i><br>Cancellation date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )     | _____<br>N/A<br>_____<br>N/A  |
| 7.            | Redemption of shares                                   | Class of shares redeemed _____<br><i>(Note 1)</i><br>Redemption date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )          | _____<br>N/A<br>_____<br>N/A  |
| 8.            | Consideration issue<br>At price : State currency _____ | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____<br>N/A<br>_____<br>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 |
|----------------------------|---|--|---|
| 9. Capital reorganisation  | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)                                    | N/A  | N/A   |
| 10. Other (Please specify) | At price : State currency _____<br>Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | N/A  | N/A   |
| Total E.                   |   | (Ordinary shares) N/A  | (Preference shares) N/A   |
|                            |   | (Other class) N/A  | N/A   |

|   |     |     |
|---|-----|-----|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | N/A |
|   | (2) | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |     | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |     | N/A |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |     |

Remark (if any):

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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.*