

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy	30/04/2017		
To: Hong Kong Exchanges and Cl	learing Limited		
Name of Issuer Wi	ıling Motors Holdings Lir	mited	
Date Submitted 05/	/05/2017		
I. Movements in Authorised Share	Capital		
1. Ordinary Shares			
(1) Stock code : D	escription:	Ordinary	Shares
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding mon	th 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 D	escription :	N/A	<u> </u>
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mon	th		
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 ordina	ary 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.	(/ /)				
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Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4.	(/ /)				
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(/ /) 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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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)

Full particulars including AGM approval date (dd/mm/yyyy), 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 Frice of HK\$0,70 per share (subject to adjustment), a maximum of \$71,428,571 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. 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 Agentes to subscribe for Convertible Notes B, the Placing Agreement bas terminated on 15 January 2017. (For more details, please refer to the announcements dated 13 October 2016, 16 December 2016, 31 December 2016, 16 January 2017, 28 February 2107 and 24 April 2017 and the circular dated 28 November 2016.) (SGM approval date: 16/12/2016) Ordinary shares (Note 1) N/A N/A N/A	(other than under Share Option Schemes)		
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2		37/4	551 100 551
(/ /) shares (Note 1) N/A N/A	Ordinary shares (Note 1)	N/A	5/1,428,5/1
(/ /) shares (Note 1) N/A N/A			
	2.		
		NT/A	BT/A
3	shares (Note 1)	N/A	IN/A
·	3		
	J.,		
(/ /)	(/ /)		
shares (Note 1)	shares (Note 1)		
Total D. (Ordinary shares) N/A			
(Preference shares) N/A			
(Other class) N/A	(Other class)	N/A	

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.