

**Monthly Return of Equity Issuer on Movements in Securities**

For the month ended  
(dd/mm/yyyy) :

29/02/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Nexteer Automotive Group Limited

Date Submitted 5 March 2020

I. Movements in Authorised Share Capital

1. Ordinary Shares

|   |                             |                                  |   |
|---|-----------------------------|----------------------------------|---|
| (1) Stock code : <u>1316</u> Description : <u>Ordinary shares</u> |                             |                                  |   |
|   | No. of ordinary<br>shares   | Par value<br>(HK\$)              | Authorised share<br>capital<br>(HK\$)           |
| Balance at close of preceding month                               | <u>4,000,000,000</u>        | <u>0.10</u>                      | <u>400,000,000.00</u>                           |
| Increase/(decrease)   | <u>Nil</u>                  |                                  | <u>Nil</u>                                      |
| Balance at close of the month                                     | <u>4,000,000,000</u>        | <u>0.10</u>                      | <u>400,000,000.00</u>                           |
| (2) Stock code : <u>N/A</u> Description : <u>N/A</u>              |                             |                                  |   |
|   | No. of ordinary<br>shares   | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(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>                     |



## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |            | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|------------|-------------------------|--------------------------------|
|                                       | (1)                    | (2)        |                         |                                |
| Balance at close of preceding month   | <u>2,507,544,833</u>   | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Increase/ (decrease) during the month | <u>Nil</u>             | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Balance at close of the month         | <u>2,507,544,833</u>   | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable   | Movement during 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 |
|--|---------------------------|------------|------------|------------|--|---|
|  | Granted                   | Exercised  | Cancelled  | Lapsed     |  |   |
| 1. Share Option Scheme adopted on June 5, 2014- Granted on June 11, 2014<br>Exercise Price: HK\$5.15<br>(05/06/2014)<br>Ordinary shares<br>(Note 1)  | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u> | <u>Nil</u> | <u>Nil</u>   | <u>2,545,850</u><br>(Remark 1)  |
| 2. Share Option Scheme adopted on June 5, 2014- Granted on June 10, 2015<br>Exercise Price: HK\$8.61<br>(05/06/2014)<br>Ordinary shares<br>(Note 1)  | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u> | <u>Nil</u> | <u>Nil</u>   | <u>2,721,420</u><br>(Remark 2)  |
| 3. Share Option Scheme adopted on June 5, 2014- Granted on June 10, 2016<br>Exercise Price: HK\$7.584<br>(05/06/2014)<br>Ordinary shares<br>(Note 1) | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u> | <u>Nil</u> | <u>Nil</u>   | <u>2,494,840</u><br>(Remark 3)  |

### III. Details of Movements in Issued Share Capital

#### Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable   | Movement during 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 |
|--|---------------------------|-----|-----|-----|-----|-----|--|---|
| <p>4. Share Option Scheme adopted on June 5, 2014- Granted on <u>May 29, 2017</u><br/>Exercise Price: <u>HK\$11.62</u><br/><u>(05/06/2014)</u></p>   | Nil                       | Nil | Nil | Nil | Nil | Nil | 1,878,410<br>(Remark 4)  |   |
| <p>5. Share Option Scheme adopted on June 5, 2014- Granted on <u>May 30, 2018</u><br/>Exercise Price: <u>HK\$12.456</u><br/><u>(05/06/2014)</u></p>  | Nil                       | Nil | Nil | Nil | Nil | Nil | 4,031,660<br>(Remark 5)  |   |
| <p>6. Share Option Scheme adopted on June 5, 2014- Granted on <u>August 21, 2019</u><br/>Exercise Price: <u>HK\$6.39</u><br/><u>(05/06/2014)</u></p> | Nil                       | Nil | Nil | Nil | Nil | Nil | Nil<br>(Remark 6)  |   |
| <p>Total A. (Ordinary shares) <u>Nil</u><br/>(Preference shares) <u>N/A</u><br/>(Other class) <u>N/A</u></p>   |                           |     |     |     |     |     |  |   |
| <p>Total funds raised during the month from exercise of options (State currency)</p>   |                           |     |     |     |     |     | <u>N/A</u>   |   |

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

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

## 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 (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>      N/A      </u>  | <u>      N/A      </u> |
| 2.            | Open offer   | At price : _____ | State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>      N/A      </u>  | <u>      N/A      </u> |
| 3.            | Placing      | At price : _____ | State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>      N/A      </u>  | <u>      N/A      </u> |
| 4.            | Bonus issue  |                  |                      | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | <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       | At price : State currency _____ | Class of shares _____<br>issuable ( <i>Note 1</i> )<br>Issue and allotment date : ( dd / mm / yyyy )<br>EGM approval date: ( dd / mm / yyyy ) | N/A  | N/A   |
| 6.            | Repurchase of shares |                                 | Class of shares _____<br>repurchased ( <i>Note 1</i> )<br>Cancellation date : ( dd / mm / yyyy )<br>EGM approval date: ( dd / mm / yyyy )     | N/A  | N/A   |
| 7.            | Redemption of shares |                                 | Class of shares _____<br>redeemed ( <i>Note 1</i> )<br>Redemption date : ( dd / mm / yyyy )<br>EGM approval date: ( dd / mm / yyyy )          | N/A  | N/A   |
| 8.            | Consideration issue  | At price : State currency _____ | Class of shares _____<br>issuable ( <i>Note 1</i> )<br>Issue and allotment date : ( dd / mm / yyyy )<br>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 |
|----------------------------|--|--|---|
| 9. Capital reorganisation  | Class of shares _____<br>issuable ( <i>Note 1</i> )<br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / )                                    | N/A  | N/A   |
| 10. Other (Please specify) | At price : State currency _____<br>Class of shares _____<br>issuable ( <i>Note 1</i> )<br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | N/A  | N/A   |
|                            |  | Total E. (Ordinary shares)   | N/A   |
|                            |  | (Preference shares)  | N/A   |
|                            |  | (Other class)  | 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> |     |     |

#### IV. 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 which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized 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.

Remarks (if any):

Remark 1 :

11,236,860 share options were granted on 11 June 2014 (of which unvested 3,570,040 share options were lapsed). Up to the close of this month, 7,666,820 share options were vested, 4,652,770 share options have been exercised, and 468,200 vested share options have been lapsed. The number of new shares of the Company which may be issued pursuant thereto is 2,545,850 shares.

Remark 2 :

10,358,990 share options were granted on 10 June 2015 (of which unvested 5,062,427 share options were lapsed). Up to the close of this month, 5,296,563 share options were vested, 2,341,043 share options have been exercised, and 234,100 vested share options have been lapsed. The number of new shares of the Company which may be issued pursuant thereto is 2,721,420 shares.

Remark 3 :

10,602,490 share options were granted on 10 June 2016 (of which unvested 6,577,460 share options were lapsed). Up to the close of this month, 4,025,030 share options were vested, 1,413,140 share options have been exercised, and 117,050 vested share options have been lapsed. The number of new shares of the Company which may be issued pursuant thereto is 2,494,840 shares.

Remark 4 :

11,919,310 share options were granted on 29 May 2017 (of which unvested 6,080,020 share options were lapsed). Up to the close of this month, 3,504,920 share options were vested, 1,333,880 share options have been exercised, and 292,630 vested share options have been lapsed. The number of new shares of the Company which may be issued pursuant thereto is 1,878,410 shares.

Remark 5 :

12,972,770 share options were granted on 30 May 2018 (of which unvested 2,692,160 share options were lapsed). Up to the close of this month, 4,324,290 share options were vested, and 292,630 vested share options have been lapsed. The number of new shares of the Company which may be issued pursuant thereto is 4,031,660 shares.

Remark 6 :

13,675,070 share options were granted on 21 August 2019 (of which unvested 3,160,380 share options were lapsed). All the options granted are not vested as at the close of this month.

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Submitted by:           Fan Yi          

Title: Executive Director, Vice President & Company Secretary  
(Director, Secretary or other duly authorised officer)

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Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
  
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 rule 13.25A 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 append the prescribed continuation sheet.*