HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

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

31/10/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Nexteer Automotive Group Limited
Date Submitted	6 November 2019

I. Movements in Authorised Share Capital

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

2. Preference Shares

Stock code :	<u> </u>		ion :	N/A	λ
			No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of	of precedir	ng month			
Increase/(decreas	se)	-			
Balance at close o	of the mon	ith _			

3. Other Classes of Shares

Stock code :	<u> N/A </u> Descrip		ion :	N/A	λ
			No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close c	of precedir	ng month			
Increase/(decreas	e)	_		-	
Balance at close c	of the mon	th _			

Total authorised share capital at the end of the month (HK\$):

400,000,000.00

II. Movements in Issued Share Capital

	No. of ordir	ary shares	No of preference	No. of other		
	(1)	(2)	shares	classes of shares		
Balance at close of preceding month	2,507,544,833	N/A	N/A	N/A		
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A		
Balance at close of the month	2,507,544,833	N/A	N/A	N/A		

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of						No. of new shares of
share option						issuer which may be
scheme					the month pursuant	
including EGM		Movement dur	ing the month		thereto	thereto as at close of
approval date			9		_	the month
(dd/mm/yyyy) and						
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme adopted						
on June 5, 2014-						
Granted on						
June 11, 2014						
Exercise Price:						
HK\$5.15						
(05/06/2014)						2,545,850
Ordinary shares	Nil	Nil	Nil	Nil	Nil	(Remark 1)
(Note 1)						
2. Share Option						
Scheme adopted						
on June 5, 2014-						
Granted on						
June 10, 2015						
Exercise Price:						
HK\$8.61						
(05/06/2014)						2,721,420
Ordinary shares	Nil	Nil	Nil	Nil	Nil	(Remark 2)
(Note 1)						
3. Share Option						
Scheme adopted						
on June 5, 2014-						
Granted on						
June 10, 2016						
Exercise Price:						
HK\$7.584						
(05/06/2014)						2,494,840
Ordinary shares	Nil	Nil	Nil	Nil	Nil	(Remark 3)
(Note 1)						

Share Options (un	der Share	Option Scherr	nes of the Issu	er)		
Particulars of					No. of new shares	of No. of new shares of
share option					issuer issued durin	g issuer which may be
scheme					the month pursuar	it issued pursuant
including EGM					thereto	thereto as at close of
approval date						the month
(dd/mm/yyyy) and						
class of shares						
issuable		Movement	during the mo	nth		
4. Share Option		movement	during the mo			
Scheme adopted						
on June 5, 2014-						
Granted on						
May 29, 2017						
Exercise Price:						
HK\$11.62						
						2 171 040
(05/06/2014)						2,171,040
Ordinary shares	Nil	Nil	Nil	Nil	Nil	(Remark 4)
(Note 1)						
5. Share Option						
Scheme adopted						
on June 5, 2014-						
Granted on						
May 30, 2018 Exercise Price:						
HK\$12.456						
(05/06/2014)						4 334 300
Ordinary shares	Nil	Nil	Nil	Nil	Nil	4,324,290 (Remark 5)
(Note 1)						
6. Share Option						
Scheme adopted on June 5, 2014-						
Granted on						
August 21, 2019						
Exercise Price:						
HK\$6.39						
(05/06/2014)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil (Remark 6)
(Note 1)						
		-	Total A. (Ord			_
			(Prefe	rence share	s) N/A	
			`	(Other class		_
Total funds raised	during the	month from ex	varcisa		· .	-
of options (State c			Kel Cl3e	N/A		

Share Options (under Share Option Schemes of the Issuer)

Warrants to Issue Shares of the	Issuer which	are to be Listed				
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
<u>1. N/A</u>						
(/ /)						
Stock code (if listed) Class of shares issuable <i>(Note 1)</i>						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
<u>2.</u>						
(/ /)						
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 (Note 1)						
Outh a serie tise a serie s						
EGM approval date						
(if applicable) (dd/mm/yyyy)		`				
(dd/mm/yyyy) 4.	(/ /)				
(/ /)	_	_		_		
Stock code (if listed) Class of shares						
incurrente (Nata 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)				
(«««///////уууу/						
		Total E		ary shares)	N/A	_
				ce shares)	N/A	-
			(O	ther class)	N/A	-

Convertibles (i.e. Convertible	into Shares of th	e Issuer which	n are to be Liste	ed)		
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
<u>1. N/A</u>	_					
	_					
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 <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)	(/ /)					
<u>4.</u>	_					
Stock code (if listed) Class of shares issuable <i>(Note 1)</i> Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				N1/A	
		I	otal C. (Ordina Preferen)	ary snares) ce shares)	N/A N/A	-
				ther class)	N/A	-

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		
shares (Note 1)		·
2.		
Z		
(/ /)		
shares (Note 1)		
3		
shares (Note 1)		
		<u></u>
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Oth	ner Movements	in Issued Sha	re Capital				
	Type of Issue					No. of new shares of issuer 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 shares issuable <i>(Note 1)</i>			
1.	Rights issue	At price :	State currency	Issue and allotment (/ / date : (dd/mm/yyyy))		
				EGM approval date: (/ / (dd/mm/yyyy))	N/A	N/A
						<u> </u>	
				Class of shares issuable <i>(Note 1)</i>			
2.	Open offer	At price :	State	Issue and allotment (/ / date : (dd/mm/yyyy))		
				EGM approval date: (/ / (dd/mm/yyyy))		
						<u>N/A</u>	N/A
				Class of shares issuable (Note 1)			
3.	Placing	At price :	State	Issue and allotment (/ / date : (dd/mm/yyyy))		
				EGM approval date: (/ / (dd/mm/yyyy))	N1/A	N1/A
						<u>N/A</u>	N/A
				Class of shares issuable <i>(Note 1)</i>			
4.	Bonus issue			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 shares				
			State	issuable <i>(Note 1)</i> Issue and allotment	(/ /)		
5.	Scrip dividend	At price :	currency ——	date : (dd/mm/yyyy)				
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Class of shares repurchased (Note 1)				
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u> </u>
				Class of shares redeemed (Note 1)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	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)	(/ /)		
							<u>N/A</u>	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 shares issuable (Note 1)		
9.	Capital reorganisation		Issue and allotment (/ /) date : (dd/mm/yyyy)		
			EGM approval date: (/ /) (dd/mm/yyyy)		
				<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (Note 1)		
10.	Other (Please specify) At price :	State	Issue and allotment (/ /) date : (dd/mm/yyyy)		
			EGM approval date: (/ /) (dd/mm/yyyy)	<u>N/A</u>	N/A
			Total E. (Ordina share		
			(Preference share (Other clas	es) 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
(These figures should be the same as the relevant figures under II above ("Movements in Capital").)	Issued Share

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 5,202,140 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. The number of new shares of the Company which may be issued pursuant thereto is 2,171,040 shares.

Remark 5 :

12,972,770 share options were granted on 30 May 2018 (of which unvested 585,250 share options were lapsed). Up to the close of this month, 4,324,290 share options were vested. The number of new shares of the Company which may be issued pursuant thereto is 4,324,290 shares.

Remark 6 :

13,675,070 share options were granted on 21 August 2019. All the options granted are not vested as at the close of this month.

Submitted by: Fan Yi

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

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.