

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28/02/2021

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	CAR Inc. (Incorporated in the Cayman Islands with limited liability)
Date Submitted	02/03/2021

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>00699</u> Descrip	otion :	CAR II	NC
	No. of ordinary shares	Par value (US\$)	Authorised share capital (US\$)
Balance at close of preceding month	26,000,000,000	0.00001	260,000
Increase/(decrease)	NIL	-	NIL
Balance at close of the month	26,000,000,000	0.00001	260,000
(2) Stock code : <u>N/A</u> Descrip	otion :	N/A	
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month			
Increase/(decrease)		-	
Balance at close of the month			

2. Preference Shares

Stock code :	N/A	_Descrip	tion :	۹		
			No. of preference shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close o	f precedin	ig month				
Increase/(decrease	e)	-		-		
Balance at close o	f the mon	th _				

3. Other Classes of Shares

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

US\$260,000

Total authorised share capital at the end of the month:

II. Movements in Issued Share Capital

	No. of ordina	ry shares	No of preference	No. of other		
	(1)	(2)	shares	classes of shares		
Balance at close of preceding month	2,122,454,581	N/A	N/A	N/A		
Increase/ (decrease) during the month	3,712,495	N/A	N/A	<u> </u>		
Balance at close of the month	2,126,167,076	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 share option scheme including EGM approval date (dd/mm/yyyy) and		Movement dur		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	Granted	Exercised	Cancelled	Lapsed		
1. 2014 Pre-IPO	Granteu	Exercised	Cancelleu	Lapseu		
Share Option						
Scheme I adopted						
on 15/06/2014						
Tranche A Options						
Exercise Price:						
US\$0.058						
(15/06/2014)						
Ordinary shares	NIL	1,716,155	NIL	NIL	1,716,155	4,332,935
(Note 1)						.,,
2. 2014 Pre-IPO Share Option Scheme I adopted on 15/06/2014 Tranche B Options Exercise Price: US\$0.174 (15/06/2014) Ordinary shares (Note 1)	NIL	1,902,090	NIL	NIL	1,902,090	8,297,226
3. 2014 Pre-IPO Share Option Scheme I adopted on 15/06/2014 <u>Tranche C Options</u> Exercise Price: US\$0.174 (15/06/2014) Ordinary shares (Note 1)	NIL	94,250	NIL	NIL	94,250	8,619,940

Share Options (under	Share Option Sc	chemes of th	e Issuer)			
Particulars of share option scheme including EGM approval date					issued during the	No. of new shares of issuer which may be issued pursuant thereto as at close of
(dd/mm/yyyy) and -	MOV	vement durin	ng the month		thereto	the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
4. Post-IPO						
Share						
Option Scheme						
Exercise Price:						
HK\$6.360						
(05/04/2016) Ordinary shares						
(see remark*)	NIL	NIL	NIL	NIL	NIL	71,118,620
(Note 1)						— — —
		Tota	al A. (Ordir	nary shares)	3,712,495	
			(Prefere	nce shares)	N/A	
			((Other class)	N/A	_
Total funds raised dur	ring the month fro	m exercise				—
of options (State curre	•		US\$446,90)0.15		
	• /					

Warrants to Issue Shares of the	e 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.</u>						
	N/A	N/A	N/A	N/A	N/A	N/A
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price				<u> </u>		
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)				
<u>2.</u>						
Stock code (if listed) Class of shares						
EGM approval date (if applicable) (dd/mm/yyyy) 3.	(/ /)				
(/ /) Stock code (if listed) Class of shares						
Subscription price						
(if applicable)	, , ,	,				
(dd/mm/yyyy)	(/ /)				
(/ /) Stock code (if listed)						
Stock code (if listed) Class of shares						
Subscription price						
(if applicable)	<i>, ,</i>	、 、				
(dd/mm/yyyy)	(/ /)				
		Total E	B. (Ordina	ary shares) <u>N/A</u>	L	
				ce shares) N/A		-
			(O	other class) <u>N/A</u>		-

Convertibles (i.e. Convertible	e into Shares of th	e Issuer which	n are to be Liste	ed)		
Class and description 1. Convertibles Bonds	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
(see remarks**)						
		NIL	NIL	NIL	NIL	NIL
Stock code (if listed)	N/A					
Class of shares						
issuable (Note 1) Subscription price	Ordinary Shares HK\$4.00		ersion Shares (subject to adju	stments)	
EGM approval date	Π(ψ+.00				Sunentsj	
(if applicable) (dd/mm/yyyy))2.	(06/01/2021)					
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)						
	(/ /)					
4.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)	<i>,</i>					
(dd/mm/yyyy)	(/ /)			,		
		I	otal C. (Ordina	· · · · · · · · · · · · · · · · · · ·		-
			•	ce shares) <u>N/A</u>		-
			U)	ther class) <u>N/A</u>	۱	-

Options (other than under Share Option Schemes)		
	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
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:		the month
1. <u>N/A</u>		
(/ /) shares (Note 1)		
2. <u>N/A</u>		
shares (Note 1)		
3. <u>N/A</u>		
shares (Note 1)		
Total D. (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

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	Type of Issue	n Issued Share Capital				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 (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 : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
						<u> </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)	(/ /)		
			(22,111,13,33,33)			<u>N/A</u>	<u>N/A</u>
			Class of shares				
4.	Bonus issue		issuable (Note 1) 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				
			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)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
						<u> </u>	<u>N/A</u>
			Class of shares redeemed (Note 1)				
7.	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 1/A	N1/A
						<u>N/A</u>	<u>N/A</u>

	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>	-	
9.	Capital reorganisation		lssue 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	- Issue and allotment (/ / date : (dd/mm/yyyy))	
			EGM approval date: (/ / (dd/mm/yyyy)) N/A	N/A
			Total E. (Ordinary sha (Preference sha (Other cla	res) N/A	-
Тс	otal increase / (dec	rease) in ordinary shares d	uring the month (i.e. Total of A to E):	(1) 3,712,4	495

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	3,712,495
(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)

- all money due to the listed issuer in respect of the issue of securities has been received by it: (i)
- all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock (ii) 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:
- all the securities of each class are in all respects identical (Note 3); (iv)
- (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;
- all the definitive documents of title have been delivered/are ready to be delivered/are being prepared (vi) 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):

*The vesting schedule of the 119.747.379 Share Options granted on 18 October 2019 are as follows:

- (i) One-third of the Options granted have been vested on 18 October 2019;
- (ii) One-third of the Options granted have been vested on 18 October 2020;
- (iii) One-third of the Options granted will be vested on 18 October 2021.

For details, please refer to the announcement of the Company dated 18 October 2019.

** Proposed issue of Convertibles Bonds in the principal amount of US\$175,000,000 (equivalent to

HK\$1,356,250,000) at the initial Conversion Price of HK\$4.00 per Conversion Share pursuant to the

Subscription Agreement dated 3 December 2020. Based on the initial Conversion Price, a maximum

number of 339,062,500 Conversion Shares shall be allotted and issued upon full conversion of the

Convertibles Bonds.

For details, please refer to the Company's announcement and circular dated 3 and 16 December 2020 respectively.

EGM approval date: 6 January 2021.

Submitted by: _____Yifan Song

Title:

Executive Director (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.