



香港交易所

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

For the month ended (dd/mm/yyyy) : 31/01/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer FDG Electric Vehicles Limited 五龍電動車(集團)有限公司

Date Submitted 04/02/2016

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code :	<u>729</u>	Description :	<u>Ordinary Shares</u>	
		No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>50,000,000,000</u>	<u>0.01</u>	<u>500,000,000</u>	
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>	
Balance at close of the month	<u>50,000,000,000</u>	<u>0.01</u>	<u>500,000,000</u>	
(2) Stock code :	<u>N/A</u>	Description :	<u>N/A</u>	
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>	
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	

## 2. Preference Shares

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

Total authorised share capital at the end of the month (HK\$) :   500,000,000

## 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	19,370,000,734	N/A	N/A	N/A
Increase/ (decrease) during the month	NIL	N/A	N/A	N/A
Balance at close of the month	19,370,000,734	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 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 30/3/2004						
Ordinary shares (Note 1)	NIL	NIL	NIL	1,500,000	NIL	163,500,000
2. Share option scheme adopted on 28/2/2014						
Ordinary shares (Note 1)	NIL	NIL	NIL	NIL	NIL	NIL
3. N/A						
( / / ) shares (Note 1)	N/A	N/A	N/A	N/A	N/A	N/A
			Total A. (Ordinary shares)		NIL	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (HK\$)				NIL		

## 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
1. N/A	N/A	N/A	N/A	N/A	N/A	N/A
( / / ) Stock code (if listed) N/A Class of shares issuable (Note 1) N/A Subscription price N/A EGM approval date (if applicable) (dd/mm/yyyy) ( / / )						
2. N/A	N/A	N/A	N/A	N/A	N/A	N/A
( / / ) Stock code (if listed) N/A Class of shares issuable (Note 1) N/A Subscription price N/A EGM approval date (if applicable) (dd/mm/yyyy) ( / / )						
3. N/A	N/A	N/A	N/A	N/A	N/A	N/A
( / / ) Stock code (if listed) N/A Class of shares issuable (Note 1) N/A Subscription price N/A EGM approval date (if applicable) (dd/mm/yyyy) ( / / )						
4. N/A	N/A	N/A	N/A	N/A	N/A	N/A
( / / ) Stock code (if listed) N/A Class of shares issuable (Note 1) N/A Subscription price N/A EGM approval date (if applicable) (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. Convertible Bonds due 2017	HK\$	400,000,000	NIL	400,000,000	NIL	666,666,666
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary shares					
Subscription price	HK\$0.60 per share					
AGM approval date (if applicable) (dd/mm/yyyy)	(27/08/2013)					
2. Convertible Bonds due 2018	HK\$	928,616,491.80	NIL	928,616,491.80	NIL	1,857,232,983 (Remark)
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary shares					
Subscription price	HK\$0.50 per share					
SGM approval date (if applicable) (dd/mm/yyyy)	(29/12/2014)					
3. N/A	N/A	N/A	N/A	N/A	N/A	N/A
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	N/A					
Subscription price	N/A					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4. N/A	N/A	N/A	N/A	N/A	N/A	N/A
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	N/A					
Subscription price	N/A					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
			Total C. (Ordinary shares)		NIL	
			(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. On 9 December 2015, the Company has entered into a subscription agreement with Star Mercury Investments Ltd. as the subscriber for the subscription of 1,000,000,000 new shares of the Company at HK\$0.465 per share. For details, please refer to the circular of the Company dated 29 January 2016 (the "Circular").  <div style="text-align: right;">( / / ) shares (Note 1)</div>	N/A	1,000,000,000 shares may be issued subject to the satisfaction or waiver of the conditions precedent as stated in the Circular, including the approval of the independent shareholders at the special general meeting to be held on 19 February 2016.
2.    <div style="text-align: right;">( / / ) shares (Note 1)</div>	N/A	N/A
3. N/A   <div style="text-align: right;">( / / ) shares (Note 1)</div>	N/A	N/A
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

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

				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	
Type of Issue						
5.	Scrip dividend	At price : State currency	<u>N/A</u>	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
6.	Repurchase of shares			Class of shares repurchased <u>N/A</u> <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
7.	Redemption of shares			Class of shares redeemed <u>N/A</u> <i>(Note 1)</i> Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
8.	Consideration issue	At price : State currency	<u>N/A</u>	Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>



For Main Board and GEM listed issuers

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 <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
10. Other (Please specify)	At price : State currency <u>N/A</u> Class of shares issuable <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
Total E. (Ordinary shares)		<u>N/A</u>	<u>N/A</u>
(Preference shares)		<u>N/A</u>	<u>N/A</u>
(Other class)		<u>N/A</u>	<u>N/A</u>

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

Remarks (if any):

On 16 December 2015, the Company has received notices in relation to the conversion of the convertible bonds due 2018 in the total amount of HK\$796,745,562 which could be converted into 1,593,491,124 shares at the prevailing conversion price of HK\$0.50. The said conversion is conditional on (i) the grant of a whitewash waiver and the approval of the same at the special general meeting of the Company to be held on 19 February 2016 ; and (ii) the subscription of 1,000,000,000 shares becoming unconditional. For details, please refer to the Circular.

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Submitted by: Miao Zhenguo

Title: Director  
(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. *If there is insufficient space, please append the prescribed continuation sheet.*