



**FDG Electric Vehicles Limited**  
**五龍電動車(集團)有限公司**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 729)**

**Proxy Form for use at the Special General Meeting to be held on 29 December 2014  
or any adjournment thereof**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary share(s) of HK\$0.01  
each (the “Share(s)”) in the share capital of **FDG ELECTRIC VEHICLES LIMITED** (the “Company”) HEREBY APPOINT <sup>(Note 3)</sup> the  
Chairman of the subject meeting or \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy(ies) to attend and vote for me/us and on my/our behalf at the special general meeting of the Company to be held at Salon  
III, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Monday, 29 December 2014 at 11:00 a.m. or at any  
adjournment thereof (the “Meeting”) for the purposes of considering and, if thought fit, passing the resolutions 1 and 2 as Ordinary  
Resolutions as set out in the notice convening the Meeting as hereunder indicated or, if no such indication is given, as my/our proxy(ies)  
think(s) fit.

ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To approve the Offer (as defined in the circular of the Company dated 10 December 2014 (the “Circular”)) and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, the shares of the Company arising from the conversion of the Exchange CBs (as defined in the Circular), to issue the Exchange CBs and to allot and issue the shares of the Company arising from the conversion of the Exchange CBs, and to authorize any two directors of the Company to arrange for the issue of the Exchange CBs and the allotment and issue of the shares of the Company arising from the conversion of the Exchange CBs and to do all such further acts and things and to sign and execute all documents necessary in connection with the transactions contemplated thereunder.		
2.	To approve the Placing Agreement (as defined in the Circular) and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares (as defined in the Circular), to allot and issue the Placing Shares, and to authorize any two directors of the Company to arrange for the allotment and issue of the Placing Shares and to do all such further acts and things and to sign and execute all documents necessary in connection with the transactions contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014 Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this proxy form will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please delete the words “the Chairman of the subject meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box or insert a number will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing, or in case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, this proxy form must be duly completed and signed, together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or that authority shall be deposited at the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting.
- Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy needs not be a shareholder of the Company.
- Delivery of this proxy form shall not preclude a shareholder of the Company from attending and voting in person at the Meeting or upon the poll concerned and, in such event, this proxy form shall be deemed to be revoked.