



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2014

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 05/01/2015

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> | <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> | <u>N/A</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 | 17,356,891,626 | N/A | N/A | N/A |
| Increase/ (decrease) during the month | NIL | N/A | N/A | N/A |
| Balance at close of the month | 17,356,891,626 | 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 | NIL | NIL | 40,700,000 |
| 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 (<i>Note 1</i>) | 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 (<i>Note 1</i>) | 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 (<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 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 | Cancelled 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. 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) | (/ /) | | | | | |
| 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 | |

Other Movements in Issued Share Capital

| 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 | Please refer to ## <u>##</u> | Class of shares issuable <u>Ordinary</u> (Note 1) Issue and allotment date : (dd/mm/yyyy) SGM approval date: (29/12/2014) (dd/mm/yyyy) | (/ /) | <u>N/A</u> Up to 1,000,000,000 # |
| 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> |

For Main Board and GEM listed issuers

| | | | | 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> (Preference shares) <u>N/A</u> (Other class) <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> |

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks (if any):

Up to a maximum of 1,000,000,000 shares may be issued under specific mandate pursuant to the placing agreement dated 23 October 2014 and subject to the fulfilment or waiver of the conditions as stated in the Circular. For details, please refer to the Circular and the Joint Announcement.

The placing price is such price agreed between the Company and the placing manager which shall be an amount which represents a discount of not more than 15% to the average of the closing prices of the Company's shares on The Stock Exchange of Hong Kong Limited for the 5 consecutive trading days immediately preceding the last business day of the Placing Period (as defined in the Circular) but in any event which shall not be lower than HK\$0.50.

Submitted by: Miao Zhenguo

Title: Director
(Director, Secretary or other duly authorised officer)

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.*