



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 (the "Meeting") to be held on 19 February 2016 or any adjournment thereof

I/We (Note 1) _____ of _____ being the registered holder(s) of (Note 2) _____ ordinary share(s) of HK\$0.01 each (the "Share(s)") in the share capital of FDG ELECTRIC VEHICLES LIMITED (the "Company") HEREBY APPOINT (Note 3) the Chairman of the 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 Meeting of the Company to be held at Tianshan room and Lushan room, 5/F, Island Shangri-la Hotel Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 19 February 2016 at 11:00 a.m. or at any adjournment thereof for the purposes of considering and, if thought fit, passing the resolutions set out below as Ordinary Resolutions as hereunder indicated or, if no such indication is given, as my/our proxy(ies) think(s) fit.

The full text of the following resolutions are set out in the notice convening the Meeting dated 29 January 2016 (the "SGM Notice"), which has also been incorporated into the circular of the Company dated 29 January 2016 (the "Circular"). Unless otherwise stated, capitalized terms used in the Circular have the same meanings when used in this proxy form.

Please tick the appropriate box to indicate how you wish your vote(s) to be cast, and if no such indication is given, your proxy is entitled to vote at his discretion (Note 4).

| ORDINARY RESOLUTIONS | | For (Note 4) | Against (Note 4) |
|----------------------|---|--------------|------------------|
| 1. | Subject to and conditional upon the passing of resolution numbered 2 set out in the SGM Notice, (a) to approve the Subscription Agreement and all transactions contemplated thereunder and authorise any one Director to do all such things and take all such actions as he may consider necessary or desirable to implement and/or give effect to the Subscription Agreement and all transactions contemplated thereunder; and (b) to approve, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the 1,000,000,000 new Shares under the Subscription Agreement, the allotment and issue of the 1,000,000,000 new Shares under the Subscription Agreement and authorise any one Director to do all such things and take all such actions as he may consider necessary or desirable to implement and/or give effect to any of the matters relating to or incidental to the allotment and issue of the 1,000,000,000 new Shares under the Subscription Agreement. | | |
| 2. | To approve, subject to and conditional upon the passing of resolution numbered 1 set out in the SGM Notice, the Whitewash Waiver granted or to be granted by the Executive and authorise any one Director to do all such things and take all such actions as he may consider necessary or desirable to implement and/or give effect to any of the matters relating to or incidental to the Whitewash Waiver. | | |

Dated this _____ day of _____ 2016 Signature(s) (Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- 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 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 completed and 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 was 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 to the exclusion of the votes of the other joint registered holders.
- 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 need 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.