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## **FDG Electric Vehicles Limited**

**五龍電動車（集團）有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 729)**

### **SUPPLEMENTAL ANNOUNCEMENT**

#### **(1) INSIDE INFORMATION - PROPOSED SUBSCRIPTIONS OF NEW SHARES AND CONVERTIBLE BONDS AND PLACING OF NEW SHARES; AND**

#### **(2) ISSUANCE OF NEW SHARES UNDER SPECIFIC MANDATE; AND**

#### **(3) RESUMPTION OF TRADING**

Reference is made to the announcement of FDG Electric Vehicles Limited (the “**Company**”) dated 11 July 2018 (the “**Announcement**”) in relation to the Proposed Subscriptions and the Placing. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Announcement.

#### **PROPOSED SUBSCRIPTIONS AND PLACING**

Assuming that (i) definitive agreements in relation to the Proposed Subscriptions are entered into, and (ii) completion of the Proposed Subscriptions and the Placing has occurred, the Subscription Shares, the Conversion Shares and the Placing Shares issued or to be issued under the Proposed Subscriptions and the Placing would result in a theoretical dilution effect of 25% or more pursuant to Rule 7.27B of the Listing Rules.

Under Rule 7.27B of the Listing Rules, a listed issuer may not undertake a rights issue, open offer or specific mandate placing that would result in a theoretical dilution effect of 25% or more, unless the issuer can satisfy the Stock Exchange that there are exceptional circumstances.

Each of the Memorandum A and the Memorandum B is not legally binding. The definitive structure and terms of the Proposed Subscriptions are subject to negotiations between the parties and completion of the Placing is subject to, among others, completion of the Proposed Subscription A. The Company and each of the Subscribers shall use their respective best efforts to enter into a definitive agreement and announce (if applicable) within 60 days from the date of each of the Memoranda (or such other time as agreed by the parties).

The Company will ensure that completion of the Proposed Subscriptions and the Placing, if materialized, would comply with the Listing Rules including, in particular, Rule 7.27B of the Listing Rules, and other applicable rules and regulations. Save as disclosed above, the Company is not aware of any inside information that needs to be disclosed under the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the SFO as at the date of this announcement.

**Since the Proposed Subscriptions under the Memoranda are non-legally binding, there is no assurance that the Proposed Subscriptions will materialise or eventually be consummated. The negotiation in relation to the Proposed Subscriptions may or may not proceed, and the terms of the Proposed Subscriptions are subject to further negotiation between the Company and the Subscribers. As such, the Memoranda may or may not lead to the Proposed Subscriptions taking place.**

**Since completion of the Placing is subject to the fulfilment of the condition(s), including but not limited to, completion of the Proposed Subscription A, as set out in the Placing Agreement and the Placing Agent is entitled to terminate the Placing Agreement under certain circumstances, the Placing may or may not proceed.**

**Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.**

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 9:00 a.m. on Thursday, 12 July 2018, pending the release of this announcement.

Application has been made to the Stock Exchange for the resumption of trading of the Shares on the Stock Exchange with effect from 9:00 a.m. on Friday, 13 July 2018.

On behalf of the Board  
**FDG Electric Vehicles Limited**  
**Jaime Che**  
*Executive Director*

Hong Kong, 12 July 2018

*As at the date of this announcement, the Board comprises Mr. Cao Zhong (Chairman and Chief Executive Officer), Dr. Chen Yanping (Chief Technical Officer), Mr. Lo Wing Yat and Mr. Jaime Che (Senior Vice President) as executive directors; Mr. Wong Kwok Yiu as non-executive director; and Mr. Chan Yuk Tong, Mr. Fei Tai Hung, Mr. Tse Kam Fow and Mr. Xu Jingbin as independent non-executive directors.*

*Website: <http://www.fdgev.com>*