

Monthly Return of Equity Issuer on Movements in Securities

For the month ended
(dd/mm/yyyy) :

31/10/2018

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

02/11/2018

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>100,000,000,000</u>	<u>0.01</u>	<u>1,000,000,000</u>	
Increase/(decrease)	<u>NIL</u>	<u>NIL</u>		
Balance at close of the month	<u>100,000,000,000</u>	<u>0.01</u>	<u>1,000,000,000</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	23,413,077,108	N/A	N/A	N/A
Increase/ (decrease) during the month	2,600,000,000	N/A	N/A	N/A
Balance at close of the month	26,013,077,108	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	234,900,000
2. Share option scheme adopted on 28/2/2014						
Ordinary shares (Note 1)	NIL	NIL	NIL	5,000,000	NIL	55,800,000
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 of 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 2020	HK\$	400,000,000	NIL	400,000,000	NIL	860,215,052
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$0.465 per share					
AGM approval date (if applicable) (dd/mm/yyyy)	(29/08/2017)					
2. Convertible Bonds due 2021	HK\$	275,000,000	NIL	275,000,000	NIL	550,000,000
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary shares					
Subscription price	HK\$0.50 per share					
AGM approval date (if applicable) (dd/mm/yyyy)	(28/08/2015)					
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 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
<p>1. On 9 September 2018, a subscription agreement was entered into between the Company and JIN ZHENG YUAN (HK) HOLDING CO., LIMITED in relation to the subscription of 7,000,000,000 new shares at a price of HK\$0.09 per subscription share. Details are set out in the Company's announcement dated 9 September 2018 and the Company's circular dated 11 October 2018.</p> <p>(/ /) shares (Note 1)</p>	NIL	7,000,000,000 new shares may be issued subject to the satisfaction or waiver of the conditions precedent as stated in the circular, including the approval of the shareholders at the special general meeting to be held on 5 November 2018.
<p>2. On 10 September 2018, a supplemental memorandum of understanding was entered into between the Company and CAR Inc. for the proposed subscription of shares and convertible bonds of the Company with the number of new shares and the principal amount of the convertible bonds and the respective terms to be negotiated. Details are set out in the Company's announcement dated 10 September 2018.</p> <p>(/ /) shares (Note 1)</p>	NIL	N/A
<p>3. On 18 October 2018, a settlement agreement was entered into between, among others, the Company, FDG Strategic Investment Limited, Chanje Energy, Inc. and Smith Electric Vehicles Corp. ("Smith") in order to resolve the disputes between various parties pursuant to which 476,666,666 new shares of the Company at a price of HK\$0.09 per share will be issued to Smith. The above mentioned shares will be issued under the general mandate which was granted to the directors pursuant to an ordinary resolution of the Company passed at its annual general meeting held on 31 August 2018. Details are set out in the Company's announcement dated 18 October 2018.</p> <p>(/ /) shares (Note 1)</p>	NIL	476,666,666
<p>Total D. (Ordinary shares)</p>	NIL	
<p>(Preference shares)</p>	N/A	
<p>(Other class)</p>	N/A	

Other Movements in Issued Share Capital

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
1.	Rights issue	At price :	State currency <u>N/A</u>	Class of shares issuable (Note 1) <u>N/A</u> 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 (Note 1) <u>N/A</u> 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 (Note 1) <u>N/A</u> 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 (Note 1) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		<u>N/A</u>	<u>N/A</u>

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	
5.	Scrip dividend	At price :	State currency <u>N/A</u>	Class of shares issuable (Note 1) <u>N/A</u>	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 (Note 1) <u>N/A</u>	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 (Note 1) <u>N/A</u>	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 (Note 1) <u>N/A</u>	Issue and allotment date : (dd/mm/yyyy) (/ /)	EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>

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 (Note 1) <u>N/A</u>		
		Issue and allotment date : (dd/mm/yyyy) (/ /)		
		EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
10. Other (Subscription of new shares)	At price : HK\$ <u>0.09</u>	Class of shares issuable (Note 1) <u>Ordinary</u>		
		Issue and allotment date : (dd/mm/yyyy) (02/10/2018)		
		AGM approval date: (dd/mm/yyyy) (29/08/2017)	<u>2,600,000,000</u>	<u>N/A</u>
			(Remarks)	
		Total E. (Ordinary shares)	<u>2,600,000,000</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>2,600,000,000</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>		

