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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)**

### **ISSUE OF NEW SHARES UNDER GENERAL MANDATE FOR GRANT OF AWARDS PURSUANT TO EMPLOYEES' SHARE AWARD SCHEME**

On 17 April 2019, the Board has resolved to allot and issue 1,300,000,000 new Shares to the Trustee for grant of Awards to Selected Participants by way of allotment of new Shares pursuant to the Scheme and the General Mandate.

Pursuant to the Scheme, the maximum aggregate number of Shares that can be awarded under the Scheme is limited to 8% of the total number of Shares in issue. The 1,300,000,000 new Shares to be allotted and issued by the Company to the Trustee represent approximately 4.76% of the total number of Shares in issue as at the date of this announcement and approximately 4.54% of the total number of Shares in issue as enlarged by the issue of Shares after the allotment.

Reference is made to the Scheme as adopted by the Company on 29 June 2015 and as amended on 28 November 2016.

On 17 April 2019, the Board has resolved to allot and issue 1,300,000,000 new Shares to the Trustee with an aggregate nominal value of HK\$13,000,000 for grant of Awards to Selected Participants by way of allotment of new Shares pursuant to the Scheme and the General Mandate. As at the date of this announcement, the Board is authorised to allot and issue up to 3,372,618,755 Shares under the General Mandate and such issue is not subject to the approval of the Shareholders.

Upon the allotment of the new Shares, the Trustee shall hold the new Shares on trust for the Selected Participants and shall transfer such Shares to the Selected Participants at no cost upon the satisfaction of the relevant vesting conditions determined by the Board, if any, at the time of making the Award(s), notwithstanding that the Board shall be at liberty to waive such conditions.

The Trustee and its ultimate beneficial owners, if any, are third parties independent of the Company and are not connected persons of the Company. All of the Selected Participants under the Scheme to whom Awards may be granted under the Scheme in respect of the 1,300,000,000 new Shares will be employees of the Group and/or other eligible participants under the Scheme and none of them is a connected person of the Company as at the time of granting the Awards. The number of Selected Participants to whom Awards will be granted will be more than 10.

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The new Shares will, when allotted and issued, rank pari passu among themselves in all respects, and with all other Shares in issue at the time of allotment and issue of such new Shares. Pursuant to the Scheme, the Trustee shall refrain from exercising the voting rights in respect of any Shares held under the Scheme.

Application will be made by the Company to the Stock Exchange for the listing of and permission to deal in the 1,300,000,000 new Shares on the Stock Exchange.

Further information relating to the issue of the new Shares under the Scheme is set out as follows:

Shares to be issued:	1,300,000,000 Shares
Funds to be raised:	Nil
Reasons for the issue:	To recognise the contributions by the Selected Participants and to motivate them for the continual operation and further development of the Group
Identity of the allottee:	Computershare Hong Kong Trustees Limited, being the Trustee (which holds the new Shares on trust for the Selected Participants) and which is independent of, and not connected with, the Company
Market price of the Shares:	HK\$0.057, being the closing price of the Shares as at 17 April 2019

## EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

<b>Date of announcement</b>	<b>Event</b>	<b>Approximate net proceeds</b>	<b>Intended use of proceeds</b>	<b>Actual use of proceeds</b>
29 March 2019	Placing and top-up subscription of new Shares under general mandate	Approximately HK\$38.5 million	For repayment of debts and general working capital purposes.	(i) approximately HK\$33.5 million used for the repayment of debts; and (ii) approximately HK\$3.3 million used for the general working capital of the Group.
28 July 2018	Subscription of new Shares under general mandate	Approximately HK\$233.8 million	For supporting the development of electric vehicle business, repayment of debt and general working capital purposes.	(i) approximately HK\$36 million used for the repayment of debts; (ii) approximately HK\$100.5 million used for the general working capital of the Group; and (iii) approximately HK\$97.3 million used for supporting the development of electric vehicle business.
25 June 2018	Placing of new Shares under general mandate	Approximately HK\$103.9 million	For repayment of debt and general working capital purposes.	(i) approximately HK\$94.3 million used for the repayment of debts; and (ii) approximately HK\$9.6 million used for the general working capital of the Group.

Save as disclosed above, the Company has not carried out and completed any equity fund raising activities in the twelve months period immediately before the date of this announcement.

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Awards”	awards of Shares by the Board pursuant to the Scheme to Selected Participants;
“Board”	the board of directors of the Company;
“Company”	FDG Electric Vehicles Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (Stock Code: 729);
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“General Mandate”	the general mandate granted to the directors of the Company by the Shareholders pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 31 August 2018 to allot, issue and deal with up to 20% of the then total number of shares in issue of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Scheme”	the employees’ share award scheme as adopted by the Company on 29 June 2015 and as amended on 28 November 2016;
“Selected Participants”	any persons to be selected by the Board pursuant to the Scheme;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company;
“Shareholder(s)”	holders of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

“substantial shareholder” has the meaning ascribed to it under the Listing Rules;

“Trustee” Computershare Hong Kong Trustees Limited (which is independent of, and not connected with, the Company), in its capacity as trustee of the Scheme; and

“%” per cent.

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

Hong Kong, 17 April 2019

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

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