

IMPORTANT

重要提示

Reference is made to the prospectus issued by FDG Electric Vehicles Limited (the “Company”) dated 10 February 2020 in relation to the rights issue (the “Prospectus”). Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

茲提述五龍電動車(集團)有限公司(「本公司」)所刊發日期為二零二零年二月十日有關供股的章程(「章程」)。除文義另有所指外，本文件所用詞彙與章程所界定者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL WILL EXPIRE AT 4:00 P.M. ON MONDAY, 24 FEBRUARY 2020 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE SECTION HEADED “EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES” BELOW).

本暫定配額通知書(「暫定配額通知書」)具有價值及可轉讓，並請即處理。本暫定配額通知書所載的要約將於二零二零年二月二十四日(星期一)下午四時正(或下文「惡劣天氣對接納供股股份及繳付股款的最後限期的影響」一節所述的有關較後日期及或時間)屆滿。

IF YOU ARE IN ANY DOUBT ABOUT THIS PAL OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, A LICENSED DEALER IN SECURITIES OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

閣下如對本暫定配額通知書或將採取的行動有任何疑問，應諮詢閣下的股票經紀、持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this PAL, together with a copy of the Prospectus and the other documents specified in the paragraph headed “15. Documents Delivered to the Registrar of Companies” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of these documents.

本暫定配額通知書連同章程以及章程附錄三中「15. 送呈公司註冊處處長文件」一段所述的其他文件，已依據公司(清盤及雜項條文)條例第342C條規定於香港公司註冊處處長登記。香港公司註冊處處長、聯交所及證監會對任何此等文件的內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no representations as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本文件全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

Dealings in the Shares, the Rights Shares in their nil-paid form and fully-paid form may be settled through CCASS and you should consult your stockbroker or a licensed dealer in securities or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

股份、未繳股款及繳足股款的供股股份的買賣可透過中央結算系統進行交收，閣下應諮詢閣下的股票經紀或持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問有關該等交收安排的詳情，以及有關安排對閣下的權利及權益可能構成的影響。

Subject to the granting of listing on the Stock Exchange of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待供股股份(以未繳股款及繳足股款方式)獲批准於聯交所上市及買賣，並符合香港結算的股份收納規定後，供股股份(以未繳股款及繳足股款方式)將獲香港結算接納為合資格證券，以於中央結算系統內寄存、結算及交收，由以未繳股款及繳足股款方式各自於聯交所開始買賣日期(或香港結算釐定的有關其他日期)起生效。聯交所參與者之間於任何交易日的交易須於其後第二個交易日在中央結算系統交收。於中央結算系統進行的一切活動均須遵守不時生效的中央結算系統一般規則及中央結算系統運作程序規則。

The Rights Issue will proceed on a non-underwritten basis. The Prospectus Documents have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. Distribution of the Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of the Prospectus Documents should acquaint themselves with and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

供股將按非包銷基準進行。章程文件並無亦將不會根據香港以外任何司法權區的適用證券法例登記或存檔。向香港以外司法權區派發章程文件可能受法律限制。獲得章程文件者應自行瞭解及遵守任何有關限制。未有遵從該等限制可能構成違反任何有關司法權區之證券法律。

If you wish to exercise your right to subscribe for all the Rights Shares specified in this PAL, you should lodge this PAL in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong by not later than 4:00 p.m. on Monday, 24 February 2020 (or, under bad weather conditions, such later date and/or time as mentioned in the section headed “Effect of Bad Weather on the Latest Time for Acceptance of and Payment for the Rights Shares” below). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier’s orders which must be issued by, a licensed bank in Hong Kong and made payable to “FDG ELECTRIC VEHICLES LIMITED — PAL ACCOUNT” and crossed “ACCOUNT PAYEE ONLY”.

閣下如欲行使閣下的權利認購本暫定配額通知書指定的全部供股股份，必須不遲於二零二零年二月二十四日(星期一)下午四時正(或於惡劣天氣情況下，則於下文「惡劣天氣對接納供股股份及繳付股款的最後限期的影響」一節所述的有關較後日期及或時間)，按照本暫定配額通知書印備的指示將本暫定配額通知書連同接納時須繳付的全數股款，送呈本公司的香港股份登記及過戶分處聯合證券登記有限公司，地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室。所有股款須以港元繳付，並以在香港持牌銀行戶口開出之支票或以香港持牌銀行發出之銀行本票支付，且須註明抬頭人為「FDG ELECTRIC VEHICLES LIMITED — PAL ACCOUNT」，並以「只准入抬頭人賬戶」方式劃線開出。



Name(s) and address of Qualifying Shareholder(s)
合資格股東姓名 名稱及地址

Number of Shares registered in your name(s)
on Thursday, 6 February 2020:

於二零二零年二月六日(星期四)
登記於閣下名下的股份數目:

BOX A
甲欄

Number of Rights Shares provisionally allotted to
you subject to payment in full on acceptance by not
later than 4:00 p.m. on Monday, 24 February 2020:

暫定配發予閣下的供股股份數目, 股款
須於接納時(不遲於二零二零年二月二十四
日(星期一)下午四時正)繳足:

BOX B
乙欄

Total subscription money payable:

應繳認購款項總額:

BOX C
丙欄

HK\$ 港元

Contact telephone no.:

聯絡電話: _____

Provisional Allotment

Letter No.

暫定配額通知書編號

It should be noted that the Rights Shares will be dealt in their nil-paid form from Wednesday, 12 February 2020 to Wednesday, 19 February 2020, both dates inclusive. Shareholders should note that dealings in such Rights Shares in their nil-paid form and dealings in the Shares may take place while certain conditions to which the Rights Issue (as specified in the paragraph headed "Conditions of the Rights Issue" in the section headed "Letter from the Board" of the Prospectus) is subject remain unfulfilled (and/or not waived, where applicable). Any Shareholder or other person dealing in the Rights Shares in their nil-paid form or dealing in the Shares up to the date on which all conditions to which the Rights Issue is subject are fulfilled (or waived, where applicable) will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Any Shareholder or other person contemplating selling or purchasing or dealing in the Shares or the Rights Shares in their nil-paid form, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

謹請注意, 供股股份將從二零二零年二月十二日(星期三)至二零二零年二月十九日(星期三)(包括首尾兩日)期間以未繳股款方式買賣。股東應注意, 該等未繳股款供股股份及股份可能會在供股的某些條件(如章程內「董事會函件」一節「供股的條件」一段所述)尚未達成及/或(如適用)未獲豁免的情況下進行買賣。因此, 於供股的所有條件達成或(如適用)獲豁免當日買賣未繳股款供股股份或股份的任何股東或其他人士, 均須承擔供股可能無法成為無條件及/或未必會進行的風險。任何有意買賣或交易股份或未繳股款供股股份的股東或其他人士, 如對本身的狀況有任何疑問, 應諮詢其專業顧問。

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, UNION REGISTRARS LIMITED AT SUITES 3301-04, 33/F., TWO CHINACHEM EXCHANGE SQUARE, 338 KING'S ROAD, NORTH POINT, HONG KONG, TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE REGISTRAR BY NOT LATER THAN 4:00 P.M. ON MONDAY, 24 FEBRUARY 2020 (OR, UNDER BAD WEATHER CONDITIONS, SUCH LATER TIME AND/OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES" OVERLEAF). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR BY CASHIER'S ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "FDG ELECTRIC VEHICLES LIMITED — PAL ACCOUNT" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT OVERLEAF. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

閣下如欲接納全部供股股份的暫定配額，必須將本暫定配額通知書整份連同以港元繳付的上文丙欄所示的全數股款，於二零二零年二月二十四日(星期一)下午四時正前(或於惡劣天氣情況下，則於背頁「惡劣天氣對接納供股股份及繳付股款的最後限期的影響」一段所述的有關較後時間及日期)交回過戶登記處聯合證券登記有限公司(地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室)並獲過戶登記處收訖。所有股款須以港元繳付，並以在香港持牌銀行戶口開出之支票或以香港持牌銀行發出之銀行本票支付，且須註明抬頭人為「FDG ELECTRIC VEHICLES LIMITED — PAL ACCOUNT」，並以「只准入抬頭人賬戶」方式劃線開出。有關轉讓及分拆配額的指示載於背頁。本公司將不就有關股款另發收據。

The Rights Issue is conditional upon the fulfilment of the conditions set out under the paragraph headed "Conditions of the Rights Issue" in the section headed "Letter from the Board" in the Prospectus.

供股須待章程內「董事會函件」一節「供股的條件」一段所載條件達成後，方可作實。

A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH ACCEPTANCE

每份接納須隨附一張獨立開出的支票或銀行本票

NO RECEIPT WILL BE GIVEN

本公司將不另發收據

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IN THE EVENT OF TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S), AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY.

EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

如轉讓供股股份的認購權，每項買賣均須繳付從價印花稅。除以出售形式外，饋贈或轉讓實益擁有的權益亦須繳付從價印花稅。

在登記轉讓本文件所代表的任何供股股份的認購權前，須出示已繳付從價印花稅的證明。

Form B
表格乙

FORM OF TRANSFER AND NOMINATION
轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares comprised herein)

(僅供擬將彼 彼等認購本表格所列供股股份的權利全數轉讓的合資格股東填寫及簽署)

To: The Directors

FDG Electric Vehicles Limited

致：五龍電動車(集團)有限公司
列位董事 台照

Dear Sirs and Madams,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人 吾等茲將本暫定配額通知書所列本人 吾等可認購供股股份的權利全數轉讓予接受此權利並簽署以下登記申請表格(表格丙)的人士。

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of Shareholder(s) (all joint Shareholders must sign)
股東簽署(所有聯名股東均須簽署)

Date: _____ 2020

日期：二零二零年 _____ 月 _____ 日

Ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares.
閣下轉讓供股股份的認購權須繳付從價印花稅。

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)
(僅供承讓供股股份認購權的人士填寫及簽署)

To: The Directors

FDG Electric Vehicles Limited

致：五龍電動車(集團)有限公司
列位董事 台照

Dear Sirs and Madams,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum of association and the bye-laws of the Company.

敬啟者：

本人 吾等謹請 閣下將表格甲內乙欄所列數目的供股股份數目以本人 吾等名義登記。本人 吾等同意按照本暫定配額通知書及章程所載的條款，並在 貴公司的組織章程大綱及公司細則限制下接納該等供股股份。

Existing Shareholder(s)
Please mark 'X' in this box
現有股東請在本欄內填上「X」符號

To be completed in block letters in **ENGLISH**. Joint applicants should give one address only.
請用英文大楷填寫。聯名申請人只須填報一個地址。
For Chinese applicant(s), please provide your name in both English and Chinese.
中國籍申請人請填寫中英文姓名。

Name in English 英文姓名	Family name/Company name 姓氏 公司名稱 Other name(s) 名字	Name in Chinese 中文姓名	
Name(s) of joint applicant(s) (if any) 聯名申請人姓名 (如有)			
Address in English 英文地址 (Joint applicants should give the address of the first-named applicant only) (聯名申請人只須填報排名首位的申請人的地址)			
Occupation 職業		Telephone no. 電話號碼	
Dividend instructions 股息指示			
Name and address of bank 銀行名稱及地址		Bank account no. 銀行賬戶號碼	

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of applicant(s) (all joint applicants must sign)
申請人簽署(所有聯名申請人均須簽署)

Date: _____ 2020

日期：二零二零年 _____ 月 _____ 日

Hong Kong ad valorem stamp duty is payable in connection with the acceptance of the rights to subscribe for the Rights Shares.
閣下如接納供股股份的認購權須繳付香港從價印花稅。



FDG ELECTRIC VEHICLES LIMITED
五龍電動車(集團)有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 729)

10 February 2020

Dear Qualifying Shareholders,

INTRODUCTION

In accordance with the terms set out in the Prospectus accompanying this PAL, the Directors have provisionally allotted to you, Rights Shares on the basis of one (1) Rights Share for every two (2) existing Shares held and registered in your name(s) on Thursday, 6 February 2020 at the subscription price of HK\$0.20 per Rights Share. Your holding of the Shares as at Thursday, 6 February 2020 is set out in Box A and the number of Rights Shares provisionally allotted to you is set out in Box B. Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context requires otherwise.

In the event the Rights Issue is not fully subscribed, any Unsubscribed Rights Shares will be placed to independent placees under the Unsubscribed Arrangements. Any Unsubscribed Rights Shares not placed under the Unsubscribed Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. Investors are advised to exercise caution when dealing in the Shares or the Rights Shares in their nil-paid form.

The Company has not received any information or irrevocable undertaking from any substantial shareholder of the Company of their intention in relation to the Rights Shares to be allotted to them under the Rights Issue as at the Latest Practicable Date.

The Prospectus Documents have not been and will not be registered under the applicable securities legislation of any jurisdictions other than Hong Kong. Save as described under the paragraph headed “Excluded Shareholder(s)” in the section headed “Letter from the Board” in the Prospectus, no action has been taken by the Company to permit the offering of the Rights Shares or the distribution of the Prospectus or a PAL in any territory or jurisdiction outside Hong Kong.

No persons receiving a copy of the Prospectus or a PAL in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant jurisdiction, such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person (including but not limited to Shareholders and beneficial owners of the Shares, any agent, custodian, nominee or trustee) outside Hong Kong wishing to make on his/her/its/their behalf an application for the Rights Shares under the Rights Issue to satisfy himself/herself/itself/themselves as to the observance of the laws and regulations of all relevant jurisdiction including the obtaining of any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. No application for the Rights Shares will be accepted from the Excluded Shareholders.

The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that acceptance would violate the applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

PROCEDURES FOR ACCEPTANCE AND PAYMENT OR TRANSFER

If you wish to accept all the Rights Shares provisionally allotted to you as specified in the PAL, you must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong by not later than 4:00 p.m. on Monday, 24 February 2020 (or, under bad weather conditions, such later time and/or date as mentioned in the section headed “Effect of Bad Weather on the Latest Time for Acceptance of and Payment for the Rights Shares” below). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier’s orders which must be issued by, a licensed bank in Hong Kong and made payable to “**FDG ELECTRIC VEHICLES LIMITED — PAL ACCOUNT**” and crossed “**ACCOUNT PAYEE ONLY**”. It should be noted that unless the PAL, together with the appropriate remittance, have been lodged with the Registrar by not later than 4:00 p.m. on Monday, 24 February 2020, whether by the original allottee or any person in whose favour the rights have been validly transferred, that provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole absolute discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require the relevant person(s) to complete the incomplete PAL at a later stage.

Completion and return of this PAL will constitute a warranty and representation to the Company, from such person, that all registration, legal and regulatory requirements of all relevant jurisdictions other than Hong Kong, in connection with the PAL and any acceptance of it, have been, or will be, duly complied with. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that in doing so would violate the applicable securities legislations or other laws or regulations of any jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the above representation or warranty.

TRANSFER AND SPLITTING

If you wish to accept only part of the provisional allotment or transfer part of the rights to subscribe for the Rights Shares provisionally allotted to you under the PAL or to transfer part or all of the rights to more than one person, the entire PAL must be surrendered and lodged for cancellation by not later than 4:00 p.m. on Friday, 14 February 2020 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection from the Registrar at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, after 9:00 a.m. on the second Business Day following the surrender of the original PAL. This process is commonly referred to as "splitting" of nil-paid rights. It should be noted that stamp duty is payable in connection with a transfer of rights to subscribe for the Rights Shares.

If you wish to transfer all of your nil-paid Rights Shares under the PAL (or a split PAL(s), as the case may be) to another person, you should complete and sign Form B in the PAL(s) and hand the PAL(s) to the person to or through whom you are transferring your nil-paid rights. The transferee must then complete and sign Form C in the PAL(s) and lodge the PAL(s) intact together with a remittance for the full amount payable on acceptance with the Registrar to effect the transfer by no later than 4:00 p.m. on Monday, 24 February 2020. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares and the transferee(s) of such rights.

The Registrar will determine the eligibility for the cash compensation as derived from the lapsed PALs after the completion of the re-registration for all re-registration requests received by the Registrar on or before the latest time for acceptance of and payment for Rights Shares and by all means before the announcement of the number of Unsubscribed Rights Shares subject to the compensatory arrangement is posted on the Stock Exchange's website and the Company's website. The Registrar will notify the transferee(s) of any unsuccessful re-registration as soon as practicable.

The Company reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believes such transfer may violate applicable legal or regulatory requirements.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgement of a PAL together with a cheque or banker's cashier order in payment of the Rights Shares applied for will constitute a warranty that the cheque or banker's cashier order will be honoured upon first presentation. If any cheque or banker's cashier order is not honoured upon first presentation, the PAL (as the case may be) is liable to be rejected and/or deemed invalid by the Company in its absolute discretion, and in the case of an acceptance of a Qualifying Shareholder's assured entitlement all such assured entitlement and all rights thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for Rights Shares, and any underpaid application will be rejected. In the event of an overpaid application, a refund cheque, without interest, will be made out to you only if the overpaid amount is HK\$100 or above. No receipt will be issued in respect of any PAL and/or relevant remittance received.

STATUS OF THE RIGHTS SHARES

The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects with the Shares in issue at that time. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid by the Company after the date of allotment and issue of the Rights Shares.

FRACTIONAL ENTITLEMENTS TO THE RIGHTS SHARES

The Company will not provisionally allot and will not accept application for any fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated and sold by the Company in the open market if a premium (net of expenses) can be obtained. Any unsold fractions of the Rights Shares will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

ODD LOT MATCHING

In order to facilitate the trading of odd lots of the Shares arising from the Rights Issue, the Company has appointed Phillip Securities (Hong Kong) Limited as matching agent to provide matching service, on a best effort basis, to those Shareholders who wish to top-up their odd lots to a full board lot or sell their shareholdings of odd lots of the Shares during the period from 9:00 a.m. on Thursday, 5 March 2020 to 4:00 p.m. on Friday, 27 March 2020 (both days inclusive).

Holders of the Shares in odd lots who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up their odd lots to a full board lot may directly or through their brokers contact Mr. Aric Au or Mr. Yam Shun Hung of Phillip Securities (Hong Kong) Limited at 11/F, United Centre, 95 Queensway, Hong Kong (telephone: (852) 2277 6769) within such period.

Shareholders should note that matching of the sale and purchase of odd lots of the Shares is on a best effort basis and successful matching of the sale and purchase of such odd lots is not guaranteed. Shareholders are recommended to consult their professional advisers if they are in doubt about the above odd lot arrangement.

STAMP DUTY AND OTHER APPLICABLE FEES

Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to the payment of stamp duty, Stock Exchange trading fee, SFC transaction levy or any other applicable fees and charges in Hong Kong.

SHARE CERTIFICATES AND REFUND CHEQUES FOR THE RIGHTS SHARES

Subject to the fulfillment of the conditions of the Rights Issue as set out in the section headed "Conditions of the Rights Issue" below, share certificates for all fully-paid Rights Shares are expected to be posted to the Qualifying Shareholders who have accepted and applied for (where appropriate), and paid for the Rights Shares on or before Wednesday, 4 March 2020 by ordinary post to their registered address at their own risk. Each Shareholder (except HKSCC Nominees Limited) will receive one share certificate for all the fully-paid Rights Shares issued to him/her/it.

If the Rights Issue does not become unconditional or does not proceed, the monies received in respect of the relevant provisional allotments will be refunded to you or such other person to whom the nil-paid rights have been validly renounced or transferred or, in the case of joint acceptances, to the first-named person, without interest and by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other person to their registered addresses by the Registrar on or before Wednesday, 4 March 2020. No receipt will be given for such remittance.

CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue is conditional upon the fulfilment of each of the following conditions:

- (i) the delivery to the Stock Exchange and filing and registration with the Registrar of Companies in Hong Kong respectively of one copy of each of the Prospectus Documents, each duly certified by the Directors (or by their agents duly authorised in writing) on or before Posting Date in compliance with the Companies Ordinance (and all other documents required to be attached thereto) and otherwise complying with the requirements of the Companies Ordinance and the Listing Rules;
- (ii) the posting of copies of the Prospectus Documents to the Qualifying Shareholders and the posting of the Prospectus stamped “For Information Only” to the Excluded Shareholders, if any, for information purpose only; and
- (iii) the Listing Committee of the Stock Exchange agreeing to grant and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms.

None of the above conditions can be waived. In the event that the above conditions have not been satisfied on or before 6:00 p.m. on Monday, 2 March 2020, the Rights Issue will not proceed.

The Rights Issue will proceed on a non-underwritten basis. Pursuant to the Company’s constitutional documents and the Companies Act, there are no requirements for minimum levels of subscription in respect of the Rights Issue. Subject to fulfillment of the conditions of the Rights Issue, the Rights Issue will proceed regardless of the ultimate subscription level.

In the event the Rights Issue is undersubscribed, any Unsubscribed Rights Shares will be placed to independent places under the Unsubscribed Arrangements. Any Unsubscribed Rights Shares not placed under the Unsubscribed Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. Investors are advised to exercise caution when dealing in the Shares or the nil-paid rights.

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The latest time for acceptance of and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Monday, 24 February 2020. Instead the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Monday, 24 February 2020. Instead the latest time for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of and payment for the Rights Shares does not take place at 4:00 p.m. on Monday, 24 February 2020, the dates mentioned in this section may be affected. An announcement will be made by the Company in such event.

WARNING OF THE RISKS OF DEALINGS IN THE SHARES AND NIL-PAID RIGHTS SHARES

It should be noted that the Shares have been dealt in on an ex-rights basis since Wednesday, 29 January 2020. Dealings in the Rights Shares in their nil-paid form will take place from Wednesday, 12 February 2020 to Wednesday, 19 February 2020 (both dates inclusive). If any of the conditions of the Rights Issue is not fulfilled on or before 6:00 p.m. on Monday, 2 March 2020, the Rights Issue will not proceed. Any persons dealing in the Shares and/or the Rights Shares in their nil-paid form up to the date on which the Rights Issue has become unconditional will bear the risk that the Rights Issue may not become unconditional or may not proceed and are advised to exercise caution. Shareholders and potential investors are recommended to consult their professional advisers if in doubt.

GENERAL

Lodgment of this PAL with, where relevant, the “Form of Transfer and Nomination” (Form B) purporting to have been signed by the person(s) in whose favour this PAL has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive a split letter of allotment and/or the certificates for Rights Shares.

Further copies of the Prospectus are available at the Registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong during normal business hours from Monday, 10 February 2020 to Monday, 24 February 2020.

Subject to the fulfilment of the conditions of the Rights Issue as set out in the section headed “Conditions of the Rights Issue” above, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered address, at their own risks, on or before Wednesday, 4 March 2020. If the Rights Issue does not become unconditional or does not proceed, the monies received in respect of the relevant provisional allotments will be refunded to the Qualifying Shareholders or such other person to whom the nil-paid rights have been validly renounced or transferred or, in the case of joint acceptances, to the first-named person, without interest and by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other person to their registered addresses by the Registrar on or before Wednesday, 4 March 2020. No receipt will be given for such remittance.

This PAL and all acceptances of the offer contained herein shall be governed by and construed in accordance with the laws of Hong Kong.

PERSONAL DATA COLLECTION — PAL

By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of the Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business at Rooms 3001–3005, 30th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the Company Secretary, or (as the case may be) to the Registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for the attention of Privacy Compliance Officer.

Yours faithfully,
On behalf of the Board
FDG Electric Vehicles Limited
Jaime Che
Chief Executive Officer



FDG ELECTRIC VEHICLES LIMITED

五龍電動車(集團)有限公司

(於百慕達註冊成立之有限公司)

(股份代號：729)

敬啟者：

緒言

根據本暫定配額通知書隨附之章程所載條款，董事已向閣下暫定配發供股股份，基準為於二零二零年二月六日(星期四)以閣下名義持有及登記之每兩(2)股現有股份可獲發一(1)股供股股份，認購價為每股供股股份0.20港元。閣下於二零二零年二月六日(星期四)持有之股份載列於甲欄，而閣下所獲暫定配發之供股股份數目則載列於乙欄。除文義另有所指外，本暫定配額通知書所用詞彙與章程所界定者具有相同涵義。

倘供股未獲悉數認購，任何不獲認購供股股份將會根據不獲認購安排配售予獨立承配人。本公司概不會發行任何不獲認購安排項下未配售之不獲認購供股股份，而供股規模將相應縮減。投資者於買賣股份或未繳股款之供股股份時務請審慎行事。

於最後實際可行日期，本公司並未收到本公司任何主要股東有關其根據供股將獲配發之供股股份意向之任何資料或不可撤回承諾。

章程文件並無亦將不會根據香港以外的任何司法權區的適用證券法例登記。除章程內「董事會函件」一節「除外股東」一段所述者外，本公司概無採取任何行動以批准於香港以外任何地區或司法權區提呈供股股份或派發章程或暫定配額通知書。

於香港以外任何地區或司法權區接獲章程或暫定配額通知書的人士，不得視之為申請供股股份之要約或邀請，除非有關要約或邀請可於相關司法權區合法地作出而毋須遵守任何登記或其他法律或監管規定則除外。任何擬於香港以外地區為其自身利益申請供股項下供股股份之人士(包括但不限於股東及股份之實益擁有人、任何代理、託管商、代名人或受託人)，須自行遵守所有相關司法權區之法例及法規(包括取得任何政府或其他同意)，並繳付有關地區或司法權區就此而規定繳付之任何稅項、徵稅及其他款項。本公司將不會接納除外股東之供股股份認購申請。

倘本公司相信接納任何供股股份認購申請會違反香港以外任何司法權區之適用證券或其他法例或法規，則本公司保留權利拒絕接納有關申請。

接納及付款或轉讓手續

閣下如欲接納暫定配額通知書內所示暫定配發予閣下之全部供股股份，則閣下須按照暫定配額通知書上印列之指示，將暫定配額通知書連同須於接納時繳足之全數股款，最遲於二零二零年二月二十四日(星期一)下午四時正(或於惡劣天氣情況下，按下文中「惡劣天氣對接納供股股份及繳付股款的最後限期的影響」一節所述之有關較後時間及或日期)前交回過戶登記處聯合證券登記有限公司，地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室。所有股款須以港元繳付，並須以在香港持牌銀行戶口開出之支票或以香港持牌銀行發出之銀行本票支付，且須註明抬頭人為「FDG ELECTRIC VEHICLES LIMITED - PAL ACCOUNT」，並以「只准入抬頭人賬戶」方式劃線開出。務請注意，除非原承配人或獲有效轉讓有關權利之任何人士最遲於二零二零年二月二十四日(星期一)下午四時正前，將暫定配額通知書連同適當股款交回過戶登記處，否則該暫定配額及一切有關權利將視為已遭拒絕而將予以註銷。即使暫定配額通知書並未根據有關指示填妥，本公司仍可全權酌情視該份暫定配額通知書為有效文件，並對所提交或被代為提交文件之人士具有約束力。

填妥及交回本暫定配額通知書將構成有關人士向本公司作出保證及聲明，表示其已經或將會就暫定配額通知書及其任何接納妥為遵守香港以外所有相關司法權區之一切登記、法律及監管規定。倘本公司相信接納任何供股股份認購申請會違反任何司法權區之適用證券法例或其他法例或法規，則本公司保留權利拒絕接納有關申請。為免生疑問，香港結算或香港中央結算(代理人)有限公司概不受上述任何聲明或保證規限。

轉讓及分拆

閣下如僅欲接納部份暫定配額或轉讓 閣下認購根據暫定配額通知書獲暫定配發之供股股份之部份權利，或將部份或全部權利轉讓予超過一名人士，則 閣下最遲須於二零二零年二月十四日(星期五)下午四時正前將整份暫定配額通知書交回及呈交過戶登記處以供註銷，而過戶登記處將註銷原有暫定配額通知書，並按所要求之面額發出新暫定配額通知書。新暫定配額通知書將於交回原有暫定配額通知書後第二個營業日上午九時正後在過戶登記處可供索取，地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室。有關程序一般稱之為「分拆」未繳股款供股權。務請注意，轉讓供股股份認購權須繳付印花稅。

倘 閣下欲將 閣下於暫定配額通知書(或分拆暫定配額通知書，視乎情況而定)項下之全部未繳股款供股股份轉讓予其他人士，則 閣下應填妥及簽署暫定配額通知書內之表格乙並將暫定配額通知書轉交予獲轉讓 閣下未繳股款供股權之人士或經手轉讓之人士。承讓人其後必須填妥及簽署暫定配額通知書內之表格丙並將完整暫定配額通知書連同接納時應付之全部股款不遲於二零二零年二月二十四日(星期一)下午四時正送交過戶登記處，以促使轉讓生效。務請注意， 閣下應就轉讓相關供股股份之認購權繳付香港印花稅，而承讓人亦應該等權利繳付香港印花稅。

待接納供股股份及繳付股款之最後期限或之前由過戶登記處接獲之所有重新登記要求完成重新登記後以及無論如何於聯交所網站及本公司網站刊登有關不獲認購供股股份(受限於補償安排)數目之公告前，過戶登記處將確定失效暫定配額通知書可享有現金補償之資格。過戶登記處將在切實可行之情況下儘快通知承讓人任何未成功之重新登記。

倘本公司相信以任何人士為受益人之任何轉讓可能違反適用法律或監管規定，則本公司保留權利拒絕受理有關轉讓登記。

支票及銀行本票

所有支票及銀行本票將於收訖後立即過戶，而有關款項所賺取之全部利息(如有)將撥歸本公司所有。填妥及交回暫定配額通知書(連同支付所申請認購供股股份款項之支票或銀行本票)，將構成保證該支票或銀行本票可於首次過戶時兌現。倘任何支票或銀行本票未能於首次過戶時兌現，本公司可全權酌情拒絕受理相關之暫定配額通知書(視情況而定)及 或視其為無效，而倘合資格股東接納其保證配額，則所有相關保證配額及其項下之所有權利將被視作已被拒絕及將予註銷。 閣下必須於申請認購供股股份時繳付實際應繳之金額，任何未繳足股款之申請將不獲受理。倘繳付過多申請股款，多繳金額須為100港元或以上時方會向 閣下發出退款支票(不計利息)。本公司不會就所接獲之任何暫定配額通知書及 或相關股款發出收據。

供股股份的地位

供股股份經配發、發行及繳足股款後，將在所有方面與當時的已發行股份享有同等地位。繳足股款供股股份持有人將有權收取於配發及發行供股股份日期後本公司所宣派、作出或派付的一切未來股息及分派。

供股股份的零碎配額

本公司將不會暫定配發零碎供股股份，亦不會受理有關任何零碎供股股份的申請。倘扣除開支後可獲得溢價，則本公司將會匯集所有零碎供股股份並於公開市場上出售。本公司將不會發行任何未售出零碎供股股份，供股的規模將相應縮減。

碎股對盤

為方便買賣因供股所產生的碎股股份，本公司已委任輝立証券(香港)有限公司作為對盤代理，於二零二零年三月五日(星期四)上午九時正起至二零二零年三月二十七日(星期五)下午四時正(包括首尾兩日)止期間內，按竭盡所能基準向該等有意將其碎股湊成一手完整買賣單位或出售彼等所持股份碎股股權的股東提供對盤服務。

有意利用此項服務出售所持股份碎股或購入碎股以湊合完整買賣單位的股份碎股持有人，可於有關期間內直接或透過彼等的經紀聯絡輝立証券(香港)有限公司的歐永佳先生或任順鴻先生，地址為香港金鐘道95號統一中心11樓(電話號碼：(852)2277 6769)。

股東務請留意，股份碎股的對盤買賣乃按竭盡所能基準進行，並不保證該等碎股能夠成功對盤買賣。股東如對上述碎股安排有任何疑問，務請諮詢彼等的專業顧問。

印花稅及其他適用費用

買賣未繳股款及繳足股款供股股份須繳納香港印花稅、聯交所交易費、證監會交易徵費或任何其他適用的費用及收費。

供股股份之股票及退款支票

待下文「供股的條件」一節所載供股條件達成後，預期所有繳足股款供股股份的股票將於二零二零年三月四日(星期三)或之前以普通郵遞方式寄送至已接納及申請(如適用)供股股份以及已繳付供股股份股款之合資格股東之登記地址，郵誤風險概由彼等自行承擔。每名股東(除香港中央結算(代理人)有限公司)將就其獲發行之所有繳足股款供股股份收取一張股票。

倘供股並無成為無條件或沒有進行，則就有關暫定配額所收取的款項將不計利息於二零二零年三月四日(星期三)或之前退還予 閣下，或已獲有效放棄或轉讓未繳股款供股權的其他人士，或倘為聯名接納，則退還予首名人士，並由過戶登記處通過普通郵遞方式寄出支票至合資格股東或該其他人士的登記地址，郵誤風險由彼等承擔。將不會發出任何收據。

供股的條件

供股須待以下各條件獲達成後，方可作實：

- (i) 遵照公司條例，於寄發日期或之前分別向聯交所送呈及向香港公司註冊處處長呈交並登記經董事(或經其正式書面授權的代理人)正式認證之各章程文件之副本(及所有其他須予隨附之文件)，以及符合公司條例及上市規則之規定；
- (ii) 寄發章程文件副本予合資格股東及寄發章程(印有「僅供參考」)予除外股東(如有)，惟僅供彼等參考；及
- (iii) 聯交所上市委員會同意授出及無撤銷或撤回批准供股股份(未繳股款及繳足股款形式)上市及買賣。

概無上述條件可獲豁免。倘若上述條件未能於二零二零年三月二日(星期一)下午六時正或之前達成，供股將不會進行。

供股將按非包銷基準進行。根據本公司之憲法文件及公司法，並無規定供股的最低認購水平。待供股之條件獲達成後，不論最終認購水平如何，供股將會繼續進行。

倘供股認購不足，任何不獲認購供股股份將根據不獲認購安排配售予獨立承配人。本公司將不會發行任何於不獲認購安排下未能配售的不獲認購供股股份，而供股的規模將相應縮減。投資者於買賣股份或未繳股款供股權時務請審慎行事。

惡劣天氣對接納供股股份及繳付股款的最後限期的影響

倘於下列時間懸掛八號或以上熱帶氣旋警告訊號，或「黑色」暴雨警告訊號，則接納供股股份及繳付股款的最後限期將不會發生：

- (i) 於香港當地時間二零二零年二月二十四日(星期一)中午十二時正之前懸掛但於中午十二時正之後取消，接納供股股份及繳付股款的最後限期將延至同一營業日下午五時正；或
- (ii) 於香港當地時間二零二零年二月二十四日(星期一)中午十二時正至下午四時正期間懸掛，接納供股股份及繳付股款的最後限期將改為下一個於香港上午九時正至下午四時正期間的任何時間並無懸掛上述警告訊號的營業日下午四時正。

倘接納供股股份及繳付股款的最後限期並非二零二零年二月二十四日(星期一)下午四時正，則本節所述的日期可能會受到影響。在該情況下，本公司將作出公告。

有關買賣股份及未繳股款供股股份的風險警示

敬請留意，股份已自二零二零年一月二十九日(星期三)起以除權基準買賣。未繳股款之供股股份將於二零二零年二月十二日(星期三)至二零二零年二月十九日(星期三)(包括首尾兩日)期間買賣。倘供股的任何條件於二零二零年三月二日(星期一)下午六時正或之前未能達成及(如適用)未能獲豁免，供股將不會進行。任何人士於供股成為無條件當日止買賣股份及或未繳股款之供股股份，均須承擔供股或未能成為無條件或不一定進行的風險，因此謹請審慎行事。股東及潛在投資者如有疑問，務請諮詢彼等的專業顧問。

一般事項

本暫定配額通知書連同(如相關)宣稱由獲發本暫定配額通知書的人士所簽署的「轉讓及提名表格」(表格乙)一經交回，即確證交回的人士有權處理本暫定配額通知書及收取分拆配額函件及或供股股份的股票。

閣下如需要額外的章程副本，可於二零二零年二月十日(星期一)至二零二零年二月二十四日(星期一)正常辦公時間內在過戶登記處聯合證券登記有限公司索取，地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室。

待上文「供股的條件」一節所載供股條件達成後，預期所有繳足股款供股股份的股票將於二零二零年三月四日(星期三)或之前以普通郵遞方式寄送至有權收取的人士的登記地址，以寄交予彼等，郵誤風險概由彼等自行承擔。倘供股並無成為無條件或沒有進行，則就有關暫定配額所收取的款項將不計利息於二零二零年三月四日(星期三)或之前退還予合資格股東，或已獲有效放棄或轉讓未繳股款供股權的其他人士，或倘為聯名接納，則退還予首名人士，並由過戶登記處於二零二零年三月四日(星期三)或之前通過普通郵遞方式寄出支票至合資格股東或該其他人士的登記地址。將不會發出任何收據。

本暫定配額通知書及其中所載的所有要約接納均須受香港法例監管，並按其詮釋。

收集個人資料 — 暫定配額通知書

填妥、簽署及交回本暫定配額通知書隨附的表格，即表示閣下同意向本公司、過戶登記處及或彼等各自的顧問及代理披露個人資料及上述各方所要求有關閣下或閣下為其利益而接納暫定配發的供股股份的人士的任何資料。香港法例第486章《個人資料(私隱)條例》賦予證券持有人權利，可查證本公司或過戶登記處是否持有其個人資料、索取有關資料的副本及更正任何不準確的資料。根據《個人資料(私隱)條例》，本公司及過戶登記處有權就處理任何查閱資料的要求收取合理費用。有關查閱資料或更正資料的所有要求，或索取有關政策及常規以及所持資料類型的資料的所有要求，應當寄往本公司的主要營業地點(地址為香港灣仔港灣道26號華潤大廈30樓3001至3005室)或根據適用法律不時通知的地址，並以公司秘書為收件人；或(視情況而定)寄往過戶登記處聯合證券登記有限公司(地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室)，並以私隱事務主任為收件人。

此 致

列位合資格股東 台照

代表董事會
五龍電動車(集團)有限公司
首席執行官
謝能尹

二零二零年二月十日