



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 30 September 2022

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: EV DYNAMICS (HOLDINGS) LIMITED

Date Submitted: 05 October 2022

I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable		Listed on SEHK (Note 1)	Yes	
Stock code	00476	Description					
		Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month		50,000,000,000	HKD	0.01	HKD	500,000,000	
Increase / decrease (-)		0			HKD	0	
Balance at close of the month		50,000,000,000	HKD	0.01	HKD	500,000,000	

Total authorised/registered share capital at the end of the month: HKD 500,000,000

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00476	Description				
Balance at close of preceding month			9,009,678,975			
Increase / decrease (-)			0			
Balance at close of the month			9,009,678,975			

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		00476					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). Share Option Scheme	605,600,000			605,600,000	0	605,600,000	900,967,897
General Meeting approval date (if applicable)		30 August 2013					

Total A (Ordinary shares): _____ 0

Total funds raised during the month from exercise of options: HKD _____ 0

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		00476					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Convertible Notes (Maturity Date - 27/02/2024)	HKD	7,500,000			7,500,000	0	10,000,000
Type of convertibles	Bond/Notes						

Stock code of the Convertibles (if listed on SEHK) (Note 1)	_____
Subscription/Conversion price	HKD _____ 0.75
General Meeting approval date (if applicable)	30 October 2013

Total C (Ordinary shares): _____ 0

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes
Stock code of shares issuable (if listed on SEHK) (Note 1)	00476				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1).	<p>After trading hours on 14 June 2022, the Company entered into the Subscription Agreement with the Subscribers pursuant to which the Subscribers agreed to subscribe and the Company agreed to issue the Convertible Notes in the aggregate principal amount of up to HK\$600 million at the Note Issue Price in three equal tranches of a nominal value of HK\$200 million each, subject to the respective conditions precedent.</p> <p>The maximum number of Conversion Shares convertible under the Tranche 1 Notes shall be 1,800,000,000 Conversion Shares which will be issued under the General Mandate, whereas the maximum number of Conversion Shares convertible under the Tranche 2 Notes and Tranches 3 Notes is 1,400,000,000 Conversion Shares and 1,000,000,000 Conversion Shares respectively, which will be issued at the discretion of the Company under Specific Mandate in accordance with the terms and conditions of the Subscription Agreement if materialises.</p> <p>Pursuant to the supplemental agreement dated 18 July 2022, the Conversion Shares of the first five sub-tranches of the Tranche 1 Notes will be issued under the General Mandate while the Conversion Shares of the sixth sub-tranche of Tranche 1 Notes and the subsequent sub-tranches of Tranche 1 Notes will be issued under Specific Mandate.</p> <p>For details, please refer to the Company's announcements dated 14 June 2022 and 18 July 2022.</p>		20 August 2021	0	1,800,000,000

Total D (Ordinary shares): _____ 0

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) _____	0
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IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Cheung Ngan

Title: Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"