



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 31/7/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Fufeng Group LimitedDate Submitted 03/08/2012**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 546 Description : N/A

|                                     | No. of ordinary<br>shares | Par value<br>(HK\$) | Authorised share<br>capital<br>(HK\$) |
|-------------------------------------|---------------------------|---------------------|---------------------------------------|
| Balance at close of preceding month | <u>10,000,000,000</u>     | <u>HK\$0.1</u>      | <u>HK\$1,000,000,000</u>              |
| Increase/(decrease)                 | <u>0</u>                  |                     | <u>HK\$0</u>                          |
| Balance at close of the month       | <u>10,000,000,000</u>     | <u>HK\$0.1</u>      | <u>HK\$1,000,000,000</u>              |

(2) Stock code : N/A Description : \_\_\_\_\_

|                                     | No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
|-------------------------------------|---------------------------|----------------------------------|-------------------------------------------------|
| Balance at close of preceding month | _____                     | _____                            | _____                                           |
| Increase/(decrease)                 | _____                     |                                  | _____                                           |
| Balance at close of the month       | _____                     | _____                            | _____                                           |

## 2. Preference Shares

|                                     |                             |                                            |                                                          |
|-------------------------------------|-----------------------------|--------------------------------------------|----------------------------------------------------------|
| Stock code :                        | <u>N/A</u>                  | Description :                              | _____                                                    |
|                                     | No. of preference<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                       | _____                                      | _____                                                    |
| Increase/(decrease)                 | _____                       |                                            | _____                                                    |
| Balance at close of the month       | _____                       | _____                                      | _____                                                    |

## 3. Other Classes of Shares

|                                     |                                   |                                            |                                                          |
|-------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------|
| Stock code :                        | <u>N/A</u>                        | Description :                              | _____                                                    |
|                                     | No. of other<br>classes of shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                             | _____                                      | _____                                                    |
| Increase/(decrease)                 | _____                             |                                            | _____                                                    |
| Balance at close of the month       | _____                             | _____                                      | _____                                                    |

Total authorised share capital at the end of the month (*State  
currency*) :

**HK\$1,000,000,000**

\_\_\_\_\_

## 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   | <u>1,735,711,000</u>   | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Increase/ (decrease) during the month | <u>5,337,000</u>       | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Balance at close of the month         | <u>1,741,048,000</u>   | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |

## 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 |                                                                      |                                                                                           |
| <u>1.Pre-IPO</u>                                                                                         |                           |                  |           |        |                                                                      |                                                                                           |
| <u>Share Option Scheme</u>                                                                               |                           |                  |           |        |                                                                      |                                                                                           |
| <u>(10 /01/2007)</u>                                                                                     |                           |                  |           |        |                                                                      |                                                                                           |
| <u>Ordinary</u>                                                                                          |                           | <u>5,337,000</u> |           |        | <u>5,337,000</u>                                                     | <u>336,000</u>                                                                            |
| <i>(Note 1)</i>                                                                                          |                           |                  |           |        |                                                                      |                                                                                           |
| <u>2.Post-IPO</u>                                                                                        |                           |                  |           |        |                                                                      |                                                                                           |
| <u>Share Option Scheme</u>                                                                               |                           |                  |           |        |                                                                      |                                                                                           |
| <u>(10 /01/2007)</u>                                                                                     |                           |                  |           |        |                                                                      |                                                                                           |
| <u>Ordinary</u>                                                                                          |                           |                  |           |        | <u>Nil</u>                                                           | <u>50,270,000</u>                                                                         |
| <i>(Note 1)</i>                                                                                          |                           |                  |           |        |                                                                      |                                                                                           |
| <u>3.N/A</u>                                                                                             |                           |                  |           |        |                                                                      |                                                                                           |
| <u>( / / )</u>                                                                                           |                           |                  |           |        |                                                                      |                                                                                           |
| <u>shares</u>                                                                                            |                           |                  |           |        |                                                                      |                                                                                           |
| <i>(Note 1)</i>                                                                                          |                           |                  |           |        |                                                                      |                                                                                           |
| Total A. (Ordinary shares)                                                                               |                           |                  |           |        | <u>5,337,000</u>                                                     |                                                                                           |
| (Preference shares)                                                                                      |                           |                  |           |        | <u>N/A</u>                                                           |                                                                                           |
| (Other class)                                                                                            |                           |                  |           |        | <u>N/A</u>                                                           |                                                                                           |
| Total funds raised during the month from exercise of options (State currency)                            |                           |                  |           |        |                                                                      | <u>HKD11,901,510</u>                                                                      |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----------------------------------------------------------|---------------------------------|-------------------------------------------------|----------------------------------|-------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| 1. N/A                                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |                                           |                                                                                        |                                                                                                                |
| 2.N/A                                                    |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |                                           |                                                                                        |                                                                                                                |
| 3.N/A                                                    |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |                                           |                                                                                        |                                                                                                                |
| 4.N/A                                                    |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(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. RMB Dominated USD Settled 4.5% Convertible Bonds due 2015 issued on 1 April 2010 and 26 April 2010 | RMB                            | 1,025,000,000                      | 0                          | 1,025,000,000                  | 0                                                                    | 165,742,524                                                                               |
| Stock code (if listed)                                                                                | N/A                            |                                    |                            |                                |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )                                                            | Ordinary share                 |                                    |                            |                                |                                                                      |                                                                                           |
| Subscription price                                                                                    | HK\$7.03                       |                                    |                            |                                |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy)                                                        | ( / / )                        |                                    |                            |                                |                                                                      |                                                                                           |
| 2. N/A                                                                                                |                                |                                    |                            |                                |                                                                      |                                                                                           |
| Stock code (if listed)                                                                                |                                |                                    |                            |                                |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )                                                            |                                |                                    |                            |                                |                                                                      |                                                                                           |
| Subscription price                                                                                    |                                |                                    |                            |                                |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy)                                                        | ( / / )                        |                                    |                            |                                |                                                                      |                                                                                           |
| 3. N/A                                                                                                |                                |                                    |                            |                                |                                                                      |                                                                                           |
| Stock code (if listed)                                                                                |                                |                                    |                            |                                |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )                                                            |                                |                                    |                            |                                |                                                                      |                                                                                           |
| Subscription price                                                                                    |                                |                                    |                            |                                |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy)                                                        | ( / / )                        |                                    |                            |                                |                                                                      |                                                                                           |
| 4. N/A                                                                                                |                                |                                    |                            |                                |                                                                      |                                                                                           |
| Stock code (if listed)                                                                                |                                |                                    |                            |                                |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )                                                            |                                |                                    |                            |                                |                                                                      |                                                                                           |
| Subscription price                                                                                    |                                |                                    |                            |                                |                                                                      |                                                                                           |
| 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 |
|---------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. N/A                                                                                                  |                                                                      |                                                                                           |
| 2. N/A                                                                                                  |                                                                      |                                                                                           |
| 3. N/A                                                                                                  |                                                                      |                                                                                           |
| Total D. (Ordinary shares)                                                                              | N/A                                                                  |                                                                                           |
| (Preference shares)                                                                                     | N/A                                                                  |                                                                                           |
| (Other class)                                                                                           | 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 _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>N/A</u>                                                           | <u>N/A</u>                                                                                |
| 2. Open offer   | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>N/A</u>                                                           | <u>N/A</u>                                                                                |
| 3. Placing      | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>N/A</u>                                                           | <u>N/A</u>                                                                                |
| 4. Bonus issue  |                                 | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | <u>N/A</u>                                                           | <u>N/A</u>                                                                                |

|               |                         |                                    |                                                                                                                                                         | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---------------|-------------------------|------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| Type of Issue |                         |                                    |                                                                                                                                                         |                                                                                        |                                                                                                                   |
| 5.            | Scrip dividend          | At price : State<br>currency _____ | _____<br>Class of shares issuable _____<br>(Note 1)<br>Issue and allotment<br>date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | <u>N/A</u>                                                                             | <u>N/A</u>                                                                                                        |
| 6.            | Repurchase of<br>shares |                                    | Class of shares _____<br>repurchased (Note 1)<br>Cancellation date : ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)              | <u>N/A</u>                                                                             | <u>N/A</u>                                                                                                        |
| 7.            | Redemption of<br>shares |                                    | Class of shares _____<br>redeemed (Note 1)<br>Redemption date : ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)                   | <u>N/A</u>                                                                             | <u>N/A</u>                                                                                                        |
| 8.            | Consideration issue     | At price : State<br>currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment<br>date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)          | <u>N/A</u>                                                                             | <u>N/A</u>                                                                                                        |

For Main Board and GEM listed issuers

|                            |                                            |                      |                                            | 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 |
|----------------------------|--------------------------------------------|----------------------|--------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| Type of Issue              |                                            |                      |                                            |                                                                      |                                                                                           |
| 9. Capital reorganisation  | Class of shares issuable _____<br>(Note 1) |                      |                                            |                                                                      |                                                                                           |
|                            | Issue and allotment date : (dd/mm/yyyy)    |                      |                                            | ( / / )                                                              |                                                                                           |
|                            | EGM approval date: (dd/mm/yyyy)            |                      |                                            | ( / / )                                                              |                                                                                           |
|                            |                                            |                      |                                            | <u>N/A</u>                                                           | <u>N/A</u>                                                                                |
| 10. Other (Please specify) | At price : _____                           | State currency _____ | Class of shares issuable _____<br>(Note 1) |                                                                      |                                                                                           |
|                            |                                            |                      | Issue and allotment date : (dd/mm/yyyy)    |                                                                      |                                                                                           |
|                            |                                            |                      | EGM approval date: (dd/mm/yyyy)            |                                                                      |                                                                                           |
|                            |                                            |                      |                                            |                                                                      |                                                                                           |
|                            |                                            |                      | <u>N/A</u>                                 | <u>N/A</u>                                                           |                                                                                           |
| Total E.                   |                                            |                      |                                            | (Ordinary shares)                                                    | <u>N/A</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>5,337,000</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>       |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) |     |                  |

Remarks (if any):

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Submitted by: \_Lee Wai Yin\_\_\_\_\_

Title: \_Company Secretary\_\_\_\_\_  
(Director, Secretary or other duly authorised officer)

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*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*