



### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/07/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Fufeng Group Limited

Date Submitted 03/08/2015

#### 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>2,126,684,633</u>   | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Increase/ (decrease) during the month | <u>0</u>               | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Balance at close of the month         | <u>2,126,684,633</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 | Adjusted                   | Lapsed |                                                                      |                                                                                           |
| <u>1.Post-IPO</u>                                                                                        |                           |           |                            |        |                                                                      |                                                                                           |
| <u>Share Option</u>                                                                                      |                           |           |                            |        |                                                                      |                                                                                           |
| <u>Scheme</u>                                                                                            |                           |           |                            |        |                                                                      |                                                                                           |
| <u>(10 /01/2007)</u>                                                                                     |                           |           |                            |        |                                                                      |                                                                                           |
| <u>Ordinary</u>                                                                                          |                           |           |                            |        |                                                                      | 16,600,000                                                                                |
| <u>(Note 1)</u>                                                                                          |                           |           |                            |        |                                                                      |                                                                                           |
| <u>2.N/A</u>                                                                                             |                           |           |                            |        |                                                                      |                                                                                           |
| <u></u>                                                                                                  |                           |           |                            |        |                                                                      |                                                                                           |
| <u></u>                                                                                                  |                           |           |                            |        |                                                                      |                                                                                           |
| <u>( / / )</u>                                                                                           |                           |           |                            |        |                                                                      |                                                                                           |
| <u>shares</u>                                                                                            |                           |           |                            |        |                                                                      |                                                                                           |
| <u>(Note 1)</u>                                                                                          |                           |           |                            |        |                                                                      |                                                                                           |
| <u>3.N/A</u>                                                                                             |                           |           |                            |        |                                                                      |                                                                                           |
| <u></u>                                                                                                  |                           |           |                            |        |                                                                      |                                                                                           |
| <u></u>                                                                                                  |                           |           |                            |        |                                                                      |                                                                                           |
| <u>( / / )</u>                                                                                           |                           |           |                            |        |                                                                      |                                                                                           |
| <u>shares</u>                                                                                            |                           |           |                            |        |                                                                      |                                                                                           |
| <u>(Note 1)</u>                                                                                          |                           |           |                            |        |                                                                      |                                                                                           |
|                                                                                                          |                           |           | Total A. (Ordinary shares) |        | <u>N/A</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>N/A</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 | Exercise the conversion right 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. <u>RMB Dominated USD Settled</u><br><u>3% Convertible Bonds due</u><br><u>2018 issued on 27 November</u><br><u>2013</u> | RMB                            | 919,000,000                        |                                                | 919,000,000                  |                                                                      | 280,049,415                                                                               |
| Stock code (if listed)                                                                                                     |                                | N/A                                |                                                |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )                                                                                 | Ordinary                       |                                    |                                                |                              |                                                                      |                                                                                           |
| Subscription price                                                                                                         | HK\$4.173                      |                                    |                                                |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy)                                                                             | ( / / )                        |                                    |                                                |                              |                                                                      |                                                                                           |
| 2. <u>N/A</u>                                                                                                              |                                |                                    |                                                |                              |                                                                      |                                                                                           |
| Stock code (if listed)                                                                                                     |                                |                                    |                                                |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )                                                                                 |                                |                                    |                                                |                              |                                                                      |                                                                                           |
| Subscription price                                                                                                         |                                |                                    |                                                |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy)                                                                             | ( / / )                        |                                    |                                                |                              |                                                                      |                                                                                           |
| 3. <u>N/A</u>                                                                                                              |                                |                                    |                                                |                              |                                                                      |                                                                                           |
| Stock code (if listed)                                                                                                     |                                |                                    |                                                |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )                                                                                 |                                |                                    |                                                |                              |                                                                      |                                                                                           |
| Subscription price                                                                                                         |                                |                                    |                                                |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy)                                                                             | ( / / )                        |                                    |                                                |                              |                                                                      |                                                                                           |
| 4. <u>N/A</u>                                                                                                              |                                |                                    |                                                |                              |                                                                      |                                                                                           |
| 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) <u>N/A</u>          |                              |                                                                      |                                                                                           |
|                                                                                                                            |                                |                                    | (Preference shares) <u>N/A</u>                 |                              |                                                                      |                                                                                           |
|                                                                                                                            |                                |                                    | (Other class) <u>N/A</u>                       |                              |                                                                      |                                                                                           |

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 : HKD            | _____ | Class of shares issuable <u>Ordinary</u><br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<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><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<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><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )           | <u>N/A</u>                                                           | <u>N/A</u>                                                                                |
| 4. Bonus issue  |                           |       | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )           | <u>N/A</u>                                                           | <u>N/A</u>                                                                                |

## For Main Board and GEM listed issuers

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

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)            |                                            |  | ( / / )                                                              |                                                                                           |     |
|                            |                                            |                                            |  | N/A                                                                  | N/A                                                                                       |     |
| 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)            |  |                                                                      | ( / / )                                                                                   |     |
|                            |                                            |                                            |  |                                                                      | N/A                                                                                       | N/A |
| Total E.                   |                                            |                                            |  | (Ordinary shares)                                                    | N/A                                                                                       |     |
|                            |                                            |                                            |  | (Preference shares)                                                  | N/A                                                                                       |     |
|                            |                                            |                                            |  | (Other class)                                                        | N/A                                                                                       |     |

|                                                                                                                  |     |     |
|------------------------------------------------------------------------------------------------------------------|-----|-----|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                          | (1) | N/A |
|                                                                                                                  | (2) | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                        |     | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                  |     | N/A |
| (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.*