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Fufeng Group Limited

阜豐集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 546)

SUPPLEMENTAL ANNOUNCEMENT OF 2014 ANNUAL REPORT

Reference is made to the announcement of the of the Fufeng Group Limited (the “Company”) dated 14 April 2015 in relation to the annual report of the Company for the year ended 31 December 2014 (“2014 Annual Report”). Unless otherwise defined, the terms used herein shall have the same meanings as those defined in the 2014 Annual Report.

Pursuant to 17.09 of Chapter 17 of the Listing Rules, the Company would like to supplement that for the disclosure of the Post-IPO Share Option Scheme which are adopted by the Company on 10 January 2007.

SHARE OPTION SCHEME

On 10 January 2007, the Shareholders approved the adoption of the Post-IPO Share Option Scheme (the “Share Option Scheme”). A summary of the principal terms of the Share Option Scheme, as disclosed in accordance with the Listing Rules, are as follow:

The purpose of the Share Option Scheme is to enable the Group to grant the share options to the eligible participants for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any Invested Entity.

Under the Share Option Scheme, the Directors may grant share options to the following persons or entities (the “Eligible Participants”) to subscribe for shares in accordance with the provisions of the Share Option Scheme and the Listing Rules:

- (a) any employee (whether full-time or part-time and including any executive director but not any non-executive director) of the Group or any entity in which any member of the Group holds an equity interest (the “Invested Entity”);

- (b) any non-executive director (including independent non-executive Directors) of the Group or any Invested Entity;
- (c) any supplier of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of any member of the Group or any Invested Entity; and
- (e) any consultant, adviser, manager, officer or entity that provide research, development or other technological support to the Group or any Invested Entity.

The total number of shares issued and which may fall to be issued upon exercise of the share options and the share options granted under any other Share Option Scheme of the Group (including both exercised or outstanding share options) to each grantee in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being.

In respect of any particular option, the Directors shall be entitled at any time within 10 years commencing on 8 February 2007 to make an offer for the grant of a share option. For any option granted under the Share Option Scheme, the maximum period as the Directors may determine shall not be later than 10 years. There is no minimum period required under the Share Option Scheme for holding of the share options before it can be exercised. As at 31 December 2014, the Share Option Scheme has a remaining life of up to 7 February 2017.

An offer of the grant of the option shall be regarded as having been accepted when the duplicate of the letter by the grantee together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company.

The exercise price shall not be less than the highest of (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of grant; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.

Pursuant to a resolution in writing passed by all shareholders on 10 January 2007, the scheme mandate limit for the Share Option Scheme allow the Company to issue a maximum of 160,000,000 share options under the Share Option Scheme, representing 7.6% of the issued share capital of 2,105,207,600 shares of the Company as at 31 December 2014.

As at 31 December 2014, the outstanding number of the shares available for issue under the Share Option Scheme is 141,520,000, representing 6.7% of the issued share capital of 2,105,207,600 shares of the Company as at 31 December 2014.

By order of the Board
Fufeng Group Limited
Li Xuechun
Chairman

Hong Kong, 29 July 2015

As at the date of this announcement, the Board comprises: (1) Mr. Li Xuechun, Mr. Wang Longxiang, Mr. Feng Zhenquan, Mr. Xu Guohua, Mr. Li Deheng, and Mr. Li Guangyu as executive Directors; (2) Mr. Choi Tze Kit, Sammy, Mr. Qi Qing Zhong and Ms. Zheng Yu as independent non-executive Directors.