

香港聯合交易所有限公司

(香港交易及結算所有限公司全資附屬公司)

The Stock Exchange of Hong Kong Limited

(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

通告 CIRCULAR

事項 在主板上市之新公司
Subject: **New Listing of Company on the Main Board**

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FOR REFERENCE ONLY

NAME OF COMPANY	: Fufeng Group Limited (the “Company” and, together with its subsidiaries, the “Group”)		
SUBJECT	: New Listing of the Company on the Main Board		
PLACE OF INCORPORATION	: The Cayman Islands		
PRINCIPAL BUSINESS	: The Group is a vertically integrated manufacturer of corn-based biochemical products principally utilizing fermentation technology in the PRC. Principal products of the Group include glutamic acid, monosodium glutamate, xanthan gum, fertilizer and starch sweeteners.		
SECURITIES TO BE LISTED	: 1,600,000,000 ordinary shares of nominal value HK\$0.10 each in the capital of the Company (“Shares”) and up to an aggregate of 60,000,000 additional new Shares upon exercise of the Over-allotment Option.		
SUBSTANTIAL SHAREHOLDERS	:	% of shareholding following the completion of the Share Offer (assuming the Over-allotment Option is not exercised)	
		Number of Shares held	
	<u>Name of shareholders</u>		<u></u>
	Motivator Enterprises Limited (Note 1)	786,000,000	49.13%
	Ever Soar Enterprises Limited (Note 2)	205,680,000	12.85%

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Note 1: The entire issued share capital of Motivator Enterprises Limited is beneficially owned by Li Xuechun, an executive Director and the chairman of the Company.

Note 2: Ever Soar Enterprises Limited is owned as to 25% by Wu Xindong, 15% by Yan Ruliang, 15% by Feng Zhenquan, 15% by Xu Guohua, 15% by Li Deheng, all being executive Directors, and 15% by Guo Yingxi.

METHOD OF LISTING	: Public Offering and Placing
OFFER PRICE	: HK\$2.23 per Share
FUND RAISED	: Net proceeds (after deducting related expenses and assuming the Over-allotment Option is not exercised) to the Company are approximately HK\$829 million.
SPONSOR	: Goldbond Capital (Asia) Limited
COMMENCEMENT DATE OF DEALINGS	: Thursday, 8 February 2007
TRADING ARRANGEMENTS	:
Stock Code	546
Stock Short Name	FUFENG GROUP
Board Lot	2,000 Shares
Trading Currency	Hong Kong Dollars
SETTLEMENT	: The Exchange trades of the Shares will be cleared and settled through CCASS with effect from their commencement date of dealings. For details, please refer to the circular issued by Hong Kong Securities Clearing Company Limited on each issue.
STAMP DUTY	: Dealings in the Shares will be subject to Hong Kong stamp duty
HONG KONG SHARE REGISTRAR	: Tricor Investor Services Limited 26 th Floor, Tesbury Center 28 Queen's Road East Wanchai Hong Kong
REFERENCE	: Prospectus dated 25 January 2007 and announcement dated 7 February 2007.

Peter Curley
Senior Vice President
Listing Division

只供參考

公司名稱	:	阜豐集團有限公司 (該「公司」及其附屬公司，該「集團」)											
事項	:	該公司於主板上市											
成立地方	:	開曼群島											
主要業務	:	該集團是中國主要採用發酵技術的縱向整合玉米生化產品製造商。該集團的主要產品包括谷氨酸、味精、黃原膠、肥料及澱粉甜味劑。											
上市證券數目	:	1,600,000,000 股每股面值港幣 0.10 元之該公司普通股份 (「股份」)及在行使超額配股權後發行最多合共 60,000,000 股額外股份。											
主要股東	:	緊隨股份發售 完成後股權百分比 (假設超額配股權 不獲行使) <table><thead><tr><th>股東名稱</th><th>所持股份 數目</th><th></th></tr></thead><tbody><tr><td>Motivator Enterprises Limited (附註 1)</td><td>786,000,000</td><td>49.13%</td></tr><tr><td>Ever Soar Enterprises Limited (附註 2)</td><td>205,680,000</td><td>12.85%</td></tr></tbody></table> 附註 1: Motivator Enterprises Limited 的全部已發行股本由李學純先生(該公司執行董事兼董事長)實益擁有。 附註 2: Ever Soar Enterprises Limited 分別由吳欣東、嚴汝良、馮珍泉、徐國華、李德衡(全部均為執行董事)及郭英熙分別擁有 25%、15%、15%、15%、15%及 15%權益。			股東名稱	所持股份 數目		Motivator Enterprises Limited (附註 1)	786,000,000	49.13%	Ever Soar Enterprises Limited (附註 2)	205,680,000	12.85%
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上市方式	:	公開發售及配售											
發售價	:	每股港幣 2.23 元											
集資金額	:	扣除有關開支後，且假設超額配股權不獲行使，該公司的所得款項淨額約為港幣 8.29 億元。											
保薦人	:	金榜融資(亞洲)有限公司											
開始買賣日期	:	2007 年 2 月 8 日(星期四)											
股份買賣安排	:	<table><tr><td>股份代號</td><td>546</td></tr><tr><td>股份簡稱</td><td>阜豐集團</td></tr><tr><td>買賣單位</td><td>2,000 股</td></tr><tr><td>買賣貨幣</td><td>港幣</td></tr></table>			股份代號	546	股份簡稱	阜豐集團	買賣單位	2,000 股	買賣貨幣	港幣	
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交收	:	該股份在聯交所之買賣將自其開始買賣日期起經由中央結算系統進行結算及交收。欲知有關詳情，可參閱香港中央結算有限公司每次發行時派發的通告。											

印花稅 ： 買賣該股份將須繳付香港印花稅

香港股份過戶登記處 ： 卓佳證券登記有限公司
 香港
 灣仔
 皇后大道東 28 號
 金鐘匯中心 26 樓

參考文件 ： 2007 年 1 月 25 日發出之招股章程及 2007 年 2 月 7 日發出之通告

上市科 高級總監
郭利沛 謹 啓