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**RPC 瑞豐石化**

**Ruifeng Petroleum Chemical Holdings Limited**  
**瑞豐石化控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8096)**

**(1) POLL RESULTS OF ANNUAL GENERAL MEETING HELD  
ON 7 MAY 2012;  
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;  
AND  
(3) NON-COMPLIANCE WITH INDEPENDENT NON-EXECUTIVE  
DIRECTOR'S MINIMUM NUMBER**

The Board is pleased to announce that at the AGM held on Monday, 7 May 2012, all the proposed resolutions (except Resolution No. 2 (C)) set out in the Notice were duly passed by the Shareholders by way of poll at the AGM. Resolution No. 2 (C) was withdrawn and not voted upon.

The Board also announces that Mr. Yeung Chi Hung retired as an independent non-executive Director, a member of audit committee, nomination committee and remuneration committee at the conclusion of the AGM.

Reference is made to the circular (the “**Circular**”) of Ruifeng Petroleum Chemical Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting dated 30 March 2012. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

## **RESULTS OF THE AGM**

At the AGM, all the proposed resolutions (except Resolution No. 2 (C)) set out in the Notice were taken by poll. The Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the AGM date, the total number of issued shares in the Company was 4,851,818,617 Shares, which was equivalent to the total number of Shares entitling the Shareholders to attend and vote for or against the relevant resolutions at the AGM. To the best of the Directors' knowledge, belief and information, no Shareholders had a material interest in the resolutions proposed at the AGM. No Shareholders were entitled to attend the AGM and abstain from voting in favour of the required resolutions as set out in Rule 17.47A of the GEM Listing Rules. No Shareholders were required under the GEM Listing Rules to abstain from voting at the AGM. No Shareholders were entitled to attend and vote only against any resolutions at the AGM.

The Board is pleased to announce that all the proposed resolutions (except Resolution No. 2 (C)) were duly passed by the Shareholders by way of poll at the AGM. The poll result in respect of the resolutions was as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To consider and approve the audited consolidated financial statements and the reports of the Directors and the Company's auditors for the year ended 31 December 2011;	2,252,102,660 (100.00%)	0 (0.00%)
2.	(A) To re-elect Mr. Guo Jing Sheng as executive Director;	2,252,102,660 (100.00%)	0 (0.00%)
	(B) To re-elect Mr. Chan Kwan Pak as non-executive Director;	2,252,102,660 (100.00%)	0 (0.00%)
	(C) To re-elect Mr. Yeung Chi Hung as independent non-executive Director (NOT VOTED UPON);	N/A	N/A
	(D) To authorise the board of Directors to fix the Directors' remuneration;	2,251,073,308 (99.95%)	1,029,352 (0.05%)
3.	To appoint Park Randall CF (H.K.) CPA Limited as the Company's auditors and to authorise the board of Directors to fix the Company's auditors' remuneration;	2,251,073,308 (99.95%)	1,029,352 (0.05%)
4.	To grant a general mandate to the Directors to issue, allot and otherwise deal with the Company's Shares;	2,236,905,000 (99.32%)	15,197,660 (0.68%)
5.	To grant a general mandate to the Directors to repurchase the Shares; and	2,252,102,660 (100.00%)	0 (0.00%)
6.	To add the aggregate nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution no. 5.	2,236,905,000 (99.32%)	15,197,660 (0.68%)

As more than 50% of the votes were cast in favour of the above resolutions (except Resolution No. 2 (C)), all the proposed resolutions (except Resolution No. 2 (C)) were duly passed as ordinary resolutions of the Company at the AGM.

## **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board also announces that Mr. Yeung Chi Hung (“**Mr. Yeung**”) who retired according to Article 87 of the Articles of Association, did not opt for re-election due to his other business engagements which require more of his dedication. Resolution No. 2(C) was therefore withdrawn and not voted upon. Mr. Yeung thus retired an independent non-executive Director, a member of audit committee, nomination committee and remuneration committee at the conclusion of the AGM. Mr. Yeung has confirmed that he has no disagreement with the Board and there is no matter which needs to be brought to the attention of Shareholders of the Company or the Stock Exchange in respect of his retirement.

The Board would like to express its sincere gratitude to Mr. Yeung for his invaluable contribution to the Company during his tenure of office.

## **NON-COMPLIANCE WITH INDEPENDENT NON-EXECUTIVE DIRECTORS’ MINIMUM NUMBER**

Following Mr. Yeung’s resignation, the Company has only two independent non-executive Directors and two audit committee members, the number of which falls below the minimum number required under Rules 5.05(1) and 5.28 of the GEM Listing Rules. The Company is identifying suitable candidate to fill the vacancy of an independent non-executive Director and a member of the audit committee of the Company with a view to fulfill the minimum required number of independent non-executive directors and audit committee members under Rules 5.05(1) and 5.28 of the GEM Listing Rules as soon as practicable and within 3 months from 7 May 2012. Further announcement will be made by the Company upon fulfillment of those requirements under Rules 5.05(1) and 5.28 of the GEM Listing Rules.

By order of the Board  
**Ruifeng Petroleum Chemical Holdings Limited**  
**Chan Wai Lun, Anthony**  
*Chairman*

Hong Kong, 7 May 2012

*As at the date of this announcement, the Board comprises Mr. Chan Wai Lun Anthony, Mr. Yu Won Kong Dennis, Mr. Yue Wai Keung and Mr. Guo Jing Sheng as executive Directors; Mr. Chan Kwan Pak as non-executive Director; and Dr. Chen Tzyh-Trong and Dr. Lee Chung Mong as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM Website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of seven days from the day of its publication and on the website of the Company at [www.ruifengholdings.com](http://www.ruifengholdings.com).*