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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of Ruifeng Petroleum Chemical Holdings Limited (the “Company”) will be held at the Lily Room of Ramada Hong Kong Hotel, 3rd Floor, 308 Des Voeux Road West, Hong Kong on Tuesday, 24 July 2012 at 10:00 a.m. or any adjournment thereof (as the case may be) for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company by way of poll:

1. **“THAT** the deed of settlement dated 31 May 2012 (the “First Deed of Settlement”) entered into between the Company and Ms. Huang Shao Bo (“Ms. Huang”) in relation to the Company’s issue of 114,915,156 new shares (“First Batch Settlement Shares”) at the issue price of HK\$0.20 per First Batch Settlement Share in settlement of amounts owed by Foshan Ruifeng Petroleum and Chemical Fuel Co. Ltd (“Foshan Ruifeng”) to Ms. Huang, the aggregate outstanding principal and accrued interest of which would, by 26 June 2012, amount to RMB18,776,986.30 (approximately HK\$22,983,031.23) (a copy of which is marked “A” and has been produced to the Meeting and signed by the chairman of the Meeting for identification purpose) be and is hereby approved, ratified and confirmed, and that all transactions contemplated thereunder including but not limited to the issue of the First Batch Settlement Shares by the Company to Ms. Huang in such form be and are hereby approved, ratified and confirmed, and that the directors of the Company (“Directors”) be and are hereby authorised to do all such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any Director) and to take such steps as the Directors consider necessary, appropriate, desirable or expedient for the implementation of and giving effect to the First Deed of Settlement and the transactions contemplated thereunder, and to agree to such variation, amendment, supplement or waiver of matters relating thereto as is, in the opinion of the Directors, in the interest of the Company and the shareholders of the Company as a whole.”

2. “**THAT** the deed of settlement dated 31 May 2012 (the “Second Deed of Settlement”) entered into between the Company and Ms. Cao Ting Ting (“Ms. Cao”) in relation to the Company’s issue of 100,310,992 new shares (the “Second Batch Settlement Shares”) at the issue price of HK\$0.20 per Second Batch Settlement Share in settlement of amounts owed by Foshan Ruifeng to Ms. Cao, the aggregate outstanding principal and accrued interest of which would, by 26 June 2012, amount to RMB16,390,684.93 (approximately HK\$20,062,198.36) (a copy of which is marked “B” and has been produced to the Meeting and signed by the chairman of the Meeting for identification purpose) be and is hereby approved, ratified and confirmed, and that all transactions contemplated thereunder including but not limited to the issue of the Second Batch Settlement Shares by the Company to Ms. Cao in such form be and are hereby approved, ratified and confirmed, and that the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any Director) and to take such steps as the Directors consider necessary, appropriate, desirable or expedient for the implementation of and giving effect to the Second Deed of Settlement and the transactions contemplated thereunder, and to agree to such variation, amendment, supplement or waiver of matters relating thereto as is, in the opinion of the Directors, in the interest of the Company and the shareholders of the Company as a whole.”

3. “**THAT** the deed of settlement dated 31 May 2012 (the “Third Deed of Settlement”) entered into between the Company and Mr. Dong Shi Fu (“Mr. Dong”) in relation to the Company’s issue of 132,540,756 new shares (the “Third Batch Settlement Shares”) at the issue price of HK\$0.20 per Third Batch Settlement Share in settlement of amounts owed by Foshan Ruifeng to Mr. Dong, the aggregate outstanding principal and accrued interest of which would, by 26 June 2012, amount to RMB21,656,986.30 (approximately HK\$26,508,151.23) (a copy of which is marked “C” and has been produced to the Meeting and signed by the chairman of the Meeting for identification purpose) be and is hereby approved, ratified and confirmed, and that all transactions contemplated thereunder including but not limited to the issue of the Third Batch Settlement Shares by the Company to Mr. Dong in such form be and are hereby approved, ratified and confirmed, and that the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any Director) and to take such steps as the Directors consider necessary, appropriate, desirable or expedient for the implementation of and giving effect to the Third Deed of Settlement and the transactions contemplated thereunder, and to agree to such variation, amendment, supplement or waiver of matters relating thereto as is, in the opinion of the Directors, in the interest of the Company and the shareholders of the Company as a whole.”

4. “**THAT** the deed of settlement dated 8 June 2012 (the “Fourth Deed of Settlement”) entered into between the Company and Mr. Xie Chudao (“Mr. Xie”) in relation to the Company’s issue of 40,644,915 new shares (the “Fourth Batch Settlement Shares”) at the issue price of HK\$0.20 per Fourth Batch Settlement Share in settlement of amounts owed by Foshan Ruifeng to Mr. Xie, the aggregate outstanding principal and accrued interest of which would, by 26 June 2012, amount to RMB6,641,326.03 (approximately HK\$8,128,983.06) (a copy of which is marked “D” and has been produced to the Meeting and signed by the chairman of the Meeting for identification purpose) be and is hereby approved, ratified and confirmed, that all transactions contemplated thereunder including but not limited to the issue of the Fourth Batch Settlement Shares by the Company to Mr. Xie in such form be and are hereby approved, ratified and confirmed, and that the Directors be and are hereby authorised to do all such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any Director) and to take such steps as the Directors consider necessary, appropriate, desirable or expedient for the implementation of and giving effect to the Fourth Deed of Settlement and the transactions contemplated thereunder, and to agree to such variation, amendment, supplement or waiver of matters relating thereto as is, in the opinion of the Directors, in the interest of the Company and the shareholders of the Company as a whole.”
5. “**THAT** subject to and conditional upon, among others, the GEM Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the shares of HK\$0.01 each (the “Shares”) in the share capital of the Company to be allotted and issued, the Directors be and are hereby authorised to allot and issue the First Batch Settlement Shares, the Second Batch Settlement Shares, the Third Batch Settlement Shares and/or the Fourth Batch Settlement Shares (collectively, the “Loan Settlement Shares”) on the authorised share capital of the Company at HK\$0.20 per Loan Settlement Share and credited as fully paid, and that the Loan Settlement Shares shall, when allotted and issued, rank pari passu in all respects with all other Shares in issue on the date of such allotment and issue, and that the Directors be and are hereby authorised to do such acts and things and to sign and execute all such further documents (in case of execution of documents under seal, to do so by any Director) and to take such steps as the Directors consider necessary, desirable or expedient in connection with the allotment and issue of the Loan Settlement Shares.”

By order of the Board

Ruifeng Petroleum Chemical Holdings Limited

Yue Wai Keung

Executive Director

Hong Kong, 6 July 2012

As at the date of this notice, the directors of the Company are as follows:

Executive directors:

Mr. Chan Wai Lun Anthony (*Chairman*)
Mr. Yu Won Kong Dennis
Mr. Yue Wai Keung
Mr. Guo Jing Sheng

Registered Office:

Cricket Square,
Hutchins Drive, P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

Non-executive director:

Mr. Chan Kwan Pak

*Head office and principal
place of business:*

13/F.,
Guangdong Investment Tower,
148 Connaught Road Central,
Hong Kong

Independent non-executive directors:

Dr. Chen Tzyh-Trong
Dr. Lee Chung Mong
Mr. Li Wing Sum Steven

Notes:

1. A shareholder (“Shareholder(s)”) of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is holder of two or more shares may appoint more than one proxy to attend and vote instead of him. A proxy need not be a Shareholder.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Ltd. at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong no less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof).
3. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the meeting or any adjournment thereof should they so desire.
4. Article 66 of the Company’s articles of association sets out the procedures by which Shareholders may demand a poll at general meetings. According to Rule 17.47(4) of the GEM Listing Rules, any voting of the Shareholders at the extraordinary general meeting will be taken by way of poll and an announcement will be made after the extraordinary general meeting on the results of the meeting.
5. The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

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 of Hong Kong Limited 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 for a minimum period of seven days from the day of its publication and on the website of the Company at www.ruifengholdings.com.