

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.



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)

**DEED OF SETTLEMENT
AND
SPECIFIC MANDATE TO ISSUE NEW SHARES**

The Board announces that on 30 January 2012 (after trading hours), the Deed of Settlement was entered into between the Company and the Creditor, pursuant to which, the Creditor requested the settlement of Loan by capitalizing it (the principal amount together with accrued interest up to the date of this announcement amounted to RMB110,400,000 (approximately HK\$135,792,000)) into the capital of the Company by means of issuing and allotting 664,020,000 Loan Settlement Shares to the Creditor.

The Loan Settlement Shares amounts to 664,020,000 new Shares, representing approximately 16.61% of the issued share capital of the Company as at the date of this announcement and approximately 14.24% of the issued share capital of the Company as enlarged by the allotment and issue of the Loan Settlement Shares. The Loan Settlement Shares will be issued under the Specific Mandate.

DEED OF SETTLEMENT

Date : 30 January 2012 (after trading hours)

Parties : The Company and the Creditor

Information on the Loan and the Creditor

The Creditor is a natural person from PRC. The aggregate of the outstanding principal and accrued interest of the Loan as at the date of this announcement amounts to RMB110,400,000 (approximately HK\$135,792,000). The repayment date of the Loan is 31 January 2012.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, the Creditor is third party independent of the Company and its connected persons. At the date of this announcement, the Creditor did not hold any Shares.

Issue of Loan Settlement Shares

Pursuant to the Deed of Settlement, the Loan will be settled in full by capitalizing the Loan (the principal amount together with accrued interest up to the date of this announcement amounted to approximately RMB110,400,000 (approximately HK\$135,792,000)) into the capital of the Company by means of issuing and allotting to the Creditor 664,020,000 Loan Settlement Shares, representing approximately 16.61% of the issued share capital of the Company as at the date of this announcement and approximately 14.24% of the issued share capital of the Company as enlarged by the allotment and issue of the Loan Settlement Shares only.

The Loan Settlement Shares, upon issue, will rank pari passu in all respects among themselves and with the Shares in issue as at the date of allotment and issue of the Loan Settlement Shares.

Loan Settlement Price of Loan Settlement Shares

In consideration of the issue and allotment of the Loan Settlement Shares by the Company to the Creditor on the terms and conditions of the Deed of Settlement, the Creditor agreed to suspend the accrual of interest on the Loan with effect from the date of the Deed of Settlement. Based on the aggregate amount of the outstanding principal and accrual of interest up to the date of the Deed of Settlement (approximately HK\$135,792,000), the Loan Settlement Price is calculated to be approximately (but more than) HK\$0.2045 per Loan Settlement Share which represents:–

- (i) a discount of approximately 19.8% to the closing price of HK\$0.255 per Share as quoted on the Stock Exchange on the last trading day of the Shares immediately before the date of the Deed of Settlement; and
- (ii) a discount of approximately 21.35% to the average closing price of approximately HK\$0.260 per Share as quoted on the Stock Exchange for the last five trading days of the Shares immediately before the date of this announcement.

The Loan Settlement Price was arrived at after arm's length negotiations between the Company and the Creditor with reference to the recent trading prices of the Shares as shown above. The Directors consider the Loan Settlement Price and the terms and conditions of the Deed of Settlement are fair and reasonable and in the interests of the Company and Shareholders as a whole.

Condition of the Deed of Settlement

Completion of the Placing is conditional upon the fulfilment of all the following conditions:

- (i) the grant of the listing of and permission to deal in the Loan Settlement Shares by the Listing Committee of GEM (and such listing and permission not subsequently revoked prior to the delivery of valid and definitive share certificate(s) representing the Loan Settlement Shares to HKSCC);
- (ii) the Company having received the approval from the Shareholders at the special general meeting to approve the allotment and issue of Loan Settlement Shares; and
- (iii) all relevant approvals and consents from governmental or other competent authority or in accordance with applicable Laws having been obtained for the Deed of Settlement.

Application for listing

Application will be made to the Stock Exchange to grant the listing of, and permission to deal in, the Subscription Shares.

THE DESPATCH OF CIRCULAR

The Circular containing, among others, further details of (i) the Placing of Loan Settlement Shares, (ii) a notice of the special general meeting and (iii) other information concerning the Company as required under the GEM Listing Rules is expected to be despatched to the Shareholders as soon as practicable.

DEFINITIONS

“Company”	Ruifeng Petroleum Chemical Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“connected person”	has the meaning ascribed thereto under the GEM Listing Rules
“Creditor”	Mr. Xu Zi Ming

“Deed of Settlement”	Deed of Settlement dated 30 January 2012 and entered into between the Company and the Creditor in relation to the Loan
“Directors”	directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Committee”	the GEM listing committee of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries , are third parties independent of the Company and its connected persons of the Company in accordance with the GEM Listing Rule
“Loan”	a loan owing from the Company to the Creditor pursuant to 5 loan agreements during from 2 October 2011 to 6 October 2011
“Loan Settlement Price”	approximately (but more than) HK\$0.2045 per Loan Settlement Share
“Loan Settlement Shares”	664,020,000 new Shares to be issued and allotted
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Specific Mandate”	a specific mandate to be sought from the Shareholders at the special general meeting for the Directors to allot and issue the Loan Settlement Shares not exceeding 664,020,000 Shares

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

By order of the Board
Ruifeng Petroleum Chemical Holdings Limited
Yu Won Kong Dennis
Chairman

Hong Kong, 30 January 2012

As at the date of this announcement, the board comprises Mr. Yu Won Kong Dennis and Mr. Yue Wai Keung as executive directors; Mr. Chan Kwan Pak as non-executive director; Dr. Chen Tzyh-Trong, Dr. Lee Chung Mong and Mr. Yeung Chi Hung as independent non-executive directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 at least 7 days from the date of its posting and on the website of the Company at www.thinsoftinc.com.