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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 6/F., New Henry House, No. 10 Ice House Street, Central, Hong Kong, on 22 March 2012 at 10:30 a.m. (or immediately after an extraordinary general meeting of the Company which is scheduled to be held on the same day 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 resolution as an ordinary resolution of the Company by way of poll:

“THAT:

1. the deed of settlement dated 30 January 2012 (the “Deed of Settlement”) entered into between the Company and Mr. Xu Zi Ming (the “Creditor”) in relation to the Company’s issue of 664,020,000 loan settlement shares (“Loan Settlement Shares”) at the issue price of HK\$0.2045 per Loan Settlement Share in settlement of amounts owed by the Company to the Creditor in the aggregate of the outstanding principal and accrued interest of RMB110,400,000 (approximately HK\$135,792,000) (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, that all transactions contemplated thereunder including but not limited to the issue of the Loan Settlement Shares by the Company to the Creditor 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 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; and

2. 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 Loan Settlement Shares in the authorised share capital of the Company at HK\$0.2045 per Loan Settlement Shares and credited as fully paid, 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
Yu Won Kong, Dennis
Chairman

Hong Kong, 5 March 2012

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

Executive directors:

Mr. Yu Won Kong, Dennis
Mr. Yue Wai Keung
Mr. Guo Jing Sheng

Non-executive director:

Mr. Chan Kwan Pak

Independent non-executive directors:

Dr. Chen Tzyh-Trong
Dr. Lee Chung Mong
Mr. Yeung Chi Hung

Registered Office:

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

*Head office and principal place
of business:*

Rooms 818-822,
8th Floor, Bank of America Tower,
No. 12 Harcourt Road,
Central,
Hong Kong

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 Growth Enterprise Market (“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 at least 7 days from the date of its posting and on the website of the Company at www.thinsoftinc.com.