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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)**

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 24 JULY 2012**

Reference is made to the notice of EGM and the circular (the “**Circular**”) of Ruifeng Petroleum Chemical Holdings Limited (the “**Company**”) both dated 6 July 2012. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all the resolutions (the “**Resolutions**”) set out in the notice of the EGM dated 6 July 2012 were duly passed by the Shareholders by way of poll at the EGM held on 24 July 2012. The poll results in respect of each of the Resolutions are set out as follows:

<b>Ordinary Resolutions</b>		<b>FOR Number of Shares (%)</b>	<b>AGAINST Number of Shares (%)</b>
1.	To approve, confirm and ratify the deed of settlement dated 31 May 2012 entered into between the Company and Ms. Huang Shao Bo (as detailed in the circular of the Company dated 6 July 2012) and the transactions contemplated thereunder including but not limited to the allotment and the issue of the 114,915,156 loan settlement shares at the issue price of HK\$0.20 per loan settlement share to Ms. Huang Shao Bo in settlement of amounts owed by the Company to Ms. Huang Shao Bo in the aggregate of the outstanding principal and accrued interest of RMB18,776,986.30 (approximately HK\$22,983,031.23).	1,753,798,211 (100%)	0 (0%)

<b>Ordinary Resolutions</b>		<b>FOR Number of Shares (%)</b>	<b>AGAINST Number of Shares (%)</b>
2.	To approve, confirm and ratify the deed of settlement dated 31 May 2012 entered into between the Company and Ms. Cao Ting Ting (as detailed in the circular of the Company dated 6 July 2012) and the transactions contemplated thereunder including but not limited to the allotment and the issue of the 100,310,992 loan settlement shares at the issue price of HK\$0.20 per loan settlement share to Ms. Cao Ting Ting in settlement of amounts owed by the Company to Ms. Cao Ting Ting in the aggregate of the outstanding principal and accrued interest of RMB16,390,684.93 (approximately HK\$20,062,198.36).	1,753,798,211 (100%)	0 (0%)
3.	To approve, confirm and ratify the deed of settlement dated 31 May 2012 entered into between the Company and Mr. Dong Shi Fu (as detailed in the circular of the Company dated 6 July 2012) and the transactions contemplated thereunder including but not limited to the allotment and the issue of the 132,540,756 loan settlement shares at the issue price of HK\$0.20 per loan settlement share to Mr. Dong Shi Fu in settlement of amounts owed by the Company to Mr. Dong Shi Fu in the aggregate of the outstanding principal and accrued interest of RMB21,656,986.30 (approximately HK\$26,508,151.23).	1,753,798,211 (100%)	0 (0%)
4.	To approve, confirm and ratify the deed of settlement dated 8 June 2012 entered into between the Company and Mr. Xie Chudao (as detailed in the circular of the Company dated 6 July 2012) and the transactions contemplated thereunder including but not limited to the allotment and the issue of the 40,644,915 loan settlement shares at the issue price of HK\$0.20 per loan settlement share to Mr. Xie Chudao in settlement of amounts owed by the Company to Mr. Xie Chudao in the aggregate of the outstanding principal and accrued interest of RMB 6,641,326.03 (approximately HK\$8,128,983.06).	1,753,798,211 (100%)	0 (0%)

<b>Ordinary Resolutions</b>		<b>FOR Number of Shares (%)</b>	<b>AGAINST Number of Shares (%)</b>
5.	To authorize the Directors to do any act or things to sign, seal and execute and/or deliver any documents for and on behalf of the Company as may be necessary, desirable or expedient in connection with the allotment and issue of the First Batch Settlement Shares, the Second Batch Settlement Shares, the Third Batch Settlement Shares and/or the Fourth Batch Settlement Shares as set out in the ordinary resolutions of the notice of the Meeting.	1,753,798,211 (100%)	0 (0%)

The full text of the Resolution was set out in the EGM Notice.

As more than 50% of the votes (including proxies) were casted in favour of all the Resolutions at the EGM, all the Resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the EGM, the total number of issued Shares was 5,101,818,617. To the best of the Directors' knowledge, belief and information, no Shareholders had a material interest in the resolutions proposed at the EGM and were accordingly required to abstain from voting at the EGM for approving the relevant resolutions and there was no Shareholder who is entitled to vote only against the relevant resolutions. Accordingly, there were a total of 5,101,818,617 Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the EGM.

Hong Kong Registrars Limited, the Company's Hong Kong branch share registrar and transfer office, was appointed as the scrutineer for the vote-taking at the EGM.

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

Hong Kong, 24 July 2012

*As at the date of this announcement, the executive Directors are Mr. Chan Wai Lun Anthony (Chairman), Mr. Yu Won Kong Dennis, Mr. Yue Wai Keung and Mr. Guo Jing Sheng; the non-executive Director is Mr. Chan Kwan Pak; and the independent non-executive Directors are Dr. Chen Tzyh-Trong, Dr. Lee Chung Mong and Mr. Li Wing Sum, Steven.*

*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](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).*