



# 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)

### PROXY FORM

Form of proxy for use by the shareholders of Ruifeng Petroleum Chemical Holdings Limited (the "Company") at the extraordinary general meeting (the "Meeting") to be convened 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.

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(note b)</sup> ordinary shares of HK\$0.01 each of the Company (the "Shares") hereby appoint the chairman (the "Chairman") of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy <sup>(note c)</sup> at the Meeting to 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 and to vote on my/our behalf as directed below.

Please tick ("✓") in the appropriate boxes to indicate how you wish your vote(s) to be cast <sup>(note d)</sup>.

| Ordinary Resolutions   | FOR | AGAINST |
|--|-----|---------|
| 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). |     |         |
| 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). |     |         |
| 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).       |     |         |
| 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 RMB6,641,326.03 (approximately HK\$8,128,983.06).             |     |         |
| 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.  |     |         |

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2012

Shareholder's signature \_\_\_\_\_ <sup>(notes c, f, g and h)</sup>

#### Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**.
- Please insert the number of ordinary shares to which this form of proxy relates in the space provided. If no number is inserted, this form of proxy will be deemed to relate to all ordinary shares registered in your name (whether alone or jointly with others).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in **BLOCK CAPITAL LETTERS** in the space provided. If a proxy is attending the Meeting on your behalf, such proxy shall produce his/her own identity paper.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") or put down the number of votes in the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") or put down the number of votes in the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation must be either executed under its common seal or under the hands of an officer, attorney or other person duly authorized.
- In order to be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be delivered to the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
- Completion and return of this form of proxy shall not preclude you from attending and voting in person at the Meeting should you so wish.
- In the case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- Any alteration made to this form should be initialled by the person who signs the form.