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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)

**COMPLETION OF PLACING OF EXISTING SHARES AND
SUBSCRIPTION OF NEW SHARES**

The Board is pleased to announce that completion of the Placing took place on 16 February 2012 and a total of 43,672,000 Placing Shares were successfully placed to not less than six independent Places at the Placing Price.

The Board is also pleased to announce that all the conditions of the Subscription had been fulfilled and completion of the Subscription took place on 24 February 2012 whereby a total of 43,672,000 Subscription Shares were allotted and issued to the Subscriber at the Subscription Price.

The net proceeds from the Subscription are approximately HK\$9.65 million.

References are made to the announcement (the “**Announcement**”) of the Company dated 13 February 2012 relating to the Placing of up to an aggregate of 43,672,000 existing Placing Shares and the Subscription of up to 43,672,000 new Subscription Shares. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that completion of the Placing took place on 16 February 2012 and a total of 43,672,000 Placing Shares were successfully placed to not less than six independent Places at the Placing Price.

The Board is also pleased to announce that all the conditions of the Subscription had been fulfilled and completion of the Subscription took place on 24 February 2012 whereby a total of 43,672,000 Subscription Shares were allotted and issued to the Subscriber at the Subscription Price.

The net proceeds from the Subscription are approximately HK\$9.65 million. The net proceeds being raised per Share upon completion of the Placing and the Subscription are approximately HK\$0.221 per Share.

The following table sets out the shareholding structure of the Company prior to and upon completion of the Placing and the Subscription:

Shareholders	Immediately prior to completion of the Placing and the Subscription		Shareholding immediately after completion of the Placing but before completion of the Subscription		Shareholding immediately After completion of the Placing and the Subscription	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The Subscriber (<i>note</i>)	1,875,000,000	46.9%	1,831,328,000	45.8%	1,875,000,000	46.4%
Yu, Won Kong Dennis	4,218,000	0.1%	4,218,000	0.1%	4,218,000	0.1%
Public Shareholders						
The Places	–	–	43,672,000	1.1%	43,672,000	1.1%
Other public Shareholders	<u>2,119,057,000</u>	<u>53.0%</u>	<u>2,119,057,000</u>	<u>53.0%</u>	<u>2,119,057,000</u>	<u>52.4%</u>
Total	<u><u>3,998,275,000</u></u>	<u><u>100.0%</u></u>	<u><u>3,998,275,000</u></u>	<u><u>100.0%</u></u>	<u><u>4,041,947,000</u></u>	<u><u>100.0%</u></u>

Note:

The Subscriber, Inno Smart Group Limited, a company incorporated in the British Virgin Islands with limited liability and is beneficially owned 50% by Mr. Yu Won Kong, Dennis (the Chairman and an executive Director) and 50% by Mr. Yue Wai Keung (an executive Director).

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

Hong Kong, 24 February 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 directors; Dr. Chen Tzyh-Trong, Dr. Lee Chung Mong and Mr. Yeung Chi Hung as independent non-executive directors.

All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in 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.