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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 Wednesday, 12 October 2011 at 11:00 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 for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company by way of poll:

“**THAT**

1. the Directors be and are hereby authorised to grant to Mr. Yu Won Kong Dennis share options (the “**Options**”) for 30 months from 22 August 2011 (the “**Date of Grant**”) to subscribe 20,000,000 Shares at the initial exercise price of HK\$0.706 per Share for the exercise period from 22 February 2012 to 22 February 2014 (both days inclusive); and 20,000,000 Shares at HK\$1.059 per Share for the exercise period from 22 February 2013 to 22 February 2014 (both days inclusive) as stipulated in the offer letter issued pursuant to the share option scheme adopted on 2 February 2002 (the “**Share Option Scheme**”);
2. the Directors be and are hereby authorised to grant to Mr. Yue Wai Keung Options for 30 months from the Date of Grant to subscribe 20,000,000 Shares at the initial exercise price of HK\$0.706 per Share for the exercise period from 22 February 2012 to 22 February 2014 (both days inclusive); and 20,000,000 Shares at HK\$1.059 per Share for the exercise period from 22 February 2013 to 22 February 2014 (both days inclusive) as stipulated in the offer letter issued pursuant to the Share Option Scheme;

3. the Directors be and are hereby authorised to grant to Mr. So Sang Yee, Philip Options for 42 months from the Date of Grant to subscribe 20,000,000 Shares at the initial exercise price of HK\$0.706 per Share for the exercise period from 22 February 2012 to 22 February 2014 (both days inclusive); 20,000,000 Shares at HK\$1.059 per Share for the exercise period from 22 February 2013 to 22 February 2014 (both days inclusive); and 20,000,000 Shares at HK\$1.376 per Share for the exercise period from 22 February 2014 to 22 February 2015 (both days inclusive) as stipulated in the offer letter issued pursuant to the Share Option Scheme;
4. the Directors be and are hereby authorised to grant to Ms. Ou Aihua Options for 30 months from the Date of Grant to subscribe 20,000,000 Shares at the initial exercise price of HK\$0.706 per Share for the exercise period from 22 February 2012 to 22 February 2014 (both days inclusive); and 20,000,000 Shares at HK\$1.059 per Share for the exercise period from 22 February 2013 to 22 February 2014 (both days inclusive) as stipulated in the offer letter issued pursuant to the Share Option Scheme;
5. the Directors or a duly authorised committee thereof be and are hereby authorised to do any act or things to sign, seal, execute and/or deliver any documents for and on behalf of the Company as may be necessary, desirable or expedient in connection with the grant of the Options.”

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

Hong Kong, 25 September 2011

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

*Executive Directors:*

Mr. Yu Won Kong Dennis (*Chairman*)

Mr. Yue Wai Keung

*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 GT  
Grand Cayman, KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*  
Unit 818-822, 8th Floor  
Bank of America Tower  
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 later than 48 hours before the time appointed for 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. Any voting at the extraordinary general meeting shall be taken by poll.
6. The translation into Chinese language 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](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.thinssoftinc.com](http://www.thinssoftinc.com).*