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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares of Ruifeng Petroleum Chemical Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the licensed securities dealer or other registered institution in securities or the bank or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or the transferee(s).

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# RPC 瑞豐石化

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**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)**

## PROPOSED RE-ELECTION OF EXECUTIVE DIRECTOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

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A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held at 2:30 p.m. on 7 May 2012 at The Lily Room of Ramada Hong Kong Hotel, 3rd Floor, 308 Des Voeux Road West, Hong Kong is set out on pages 5 to 6 of this circular. A form of proxy for use at the EGM is also enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the share registrar of the Company, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the EGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM should you so wish.

This circular will remain on the “Latest Company Announcements” page of the website of the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and the website of the Company at [www.ruifengholdings.com](http://www.ruifengholdings.com) from the date of its publication.

19 April 2012

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Chan Wai Lun, Anthony (*Chairman*)

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 in Hong Kong:*

Units 818-822, 8/F., Bank of

America Tower,

12 Harcourt Road,

Central

Hong Kong

19 April 2012

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF EXECUTIVE DIRECTOR  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information relating to the ordinary resolution relating to the proposed re-election of an executive director (the “**Director**”) of the Company, and to give you the notice of the EGM.

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## LETTER FROM THE BOARD

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### PROPOSED RE-ELECTION OF DIRECTOR

On 13 April 2012, the Company announced the appointment of Mr. Chan Wai Lun, Anthony (“**Mr. Chan**”) as an executive Director with effect from 13 April 2012.

According to Article 86(3) of the articles of association of the Company, any Director appointed by the board (the “**Board**”) of Directors shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting.

In accordance with Article 86(3) of the articles of association of the Company, Mr. Chan shall retire from his office as Director. Being eligible, Mr. Chan would offer himself for re-election as executive Director. Particulars relating to Mr. Chan are set out below:

Mr. Chan, aged 65, is the managing director of STDM China Holding Limited and STDM Management (China) Limited. He is also the chairman of Alright International Investment Limited, Loyal Strategic Investment Limited, New Energy (China) Holdings Limited, Byte (HK) Investments Limited, Guangdong Sun Fai Tour Development Company Limited and China Finance Resources Management Company Limited. He is also the deputy chairman of 123 China Education Development Limited. During the period between 1991 and 2009, Mr. Chan served as executive director of Shun Tak Holdings Limited (stock code: 242), a company listed on the Stock Exchange, and responsible for its property development and investment activities. With over 30 years of extensive experience within the property sector, Mr. Chan had headed a number of real estate projects including commercial, residential and shopping centres in major cities of People’s Republic of China (the “**PRC**”), such as Tianjin, Shanghai, Beijing and Guangzhou etc.

In the aspect of public services, Mr. Chan was elected as a member of the 800 members Election Committee of the Hong Kong Special Administrative Region of the PRC (“**Hong Kong**”) responsible for electing the Chief Executive of Hong Kong on 10 December 2006. He is also serving as a member of the Political Consultative Conference of the Guangdong Province of the PRC.

Mr. Chan is a fellow member of The Property Consultant Society United Kingdom and he is also the President of The Hong Kong Real Estate Association, a board member of Shanghai Chinese Overseas Friendship Association and a Vice President of Guangzhou Association of Enterprises with Foreign Investment, PRC.

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## LETTER FROM THE BOARD

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Additionally, Mr. Chan is also actively involved in community services. He holds the positions of President of the Hong Kong Canoe Union, Chairman of the Hong Kong Life Saving Society, Honorary President of the University Sports Federations of Hong Kong and Vice President of the Happy Valley Athletic Association. In 2008, he was awarded the Medal of Honour by the Hong Kong Special Administrative Region Government in recognition of his contribution.

Mr. Chan's annual emolument is yet to be determined and a service contract will be entered into between the Company and Mr. Chan shortly. The remuneration of Mr. Chan will be determined by the remuneration committee of the Company and the Board by reference to his duties and responsibilities with the Company.

Save as disclosed, Mr. Chan did not hold any other directorships in other public company listed in Hong Kong or overseas in the last three years or any other position with the Company or any of its subsidiaries. As at the date of this circular, save as disclosed herein, Mr. Chan is not connected with any other Directors, senior management or substantial shareholders or controlling shareholders (within the meaning of the Rules ("**GEM Listing Rules**") Governing the Listing of Securities on GEM) of the Company and does not have any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

There is no information relating to Mr. Chan that is required to be disclosed pursuant to any of requirements under paragraphs Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there is no other matter in relation to the appointment of Mr. Chan that needs to be brought to the attention of the shareholders (the "**Shareholders**") of the Company.

### **EGM**

A notice of the EGM which will be held at The Lily Room of Ramada Hong Kong Hotel, 3rd Floor, 308 Des Voeux Road West, Hong Kong at 2:30 p.m. on Monday, 7 May 2012 is set out on pages 5 to 6 of this circular. An ordinary resolution will be proposed at the EGM to seek Shareholders' approval to the proposed re-election of Mr. Chan as an executive Director.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to be present at the EGM, you are requested to complete this form of proxy and return it to the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon no later than 48 hours before the time of the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

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## LETTER FROM THE BOARD

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The resolution proposed to be approved at the EGM will be taken by poll and an announcement on the outcome of the EGM for the proposed re-election of Mr. Chan as an executive Director will be made by the Company following the EGM.

### RECOMMENDATION

The Directors consider that the proposed re-election of Mr. Chan as an executive Director is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM.

Yours faithfully

For and on behalf of the Board

**Ruifeng Petroleum Chemical Holdings Limited**

**Chan Wai Lun, Anthony**

*Chairman*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 (the “**Meeting**”) of Ruifeng Petroleum Chemical Holdings Limited (the “**Company**”) will be held at The Lily Room of Ramada Hong Kong Hotel, 3rd Floor, 308 Des Voeux Road West, Hong Kong on Monday, 7 May 2012 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendment the following ordinary resolution:

#### AS ORDINARY RESOLUTION

1. to re-elect Mr. Chan Wai Lun, Anthony as executive director of the Company.

Hong Kong, 19 April 2012

By order of the Board

**Ruifeng Petroleum Chemical Holdings Limited**

**Chan Wai Lun, Anthony**

*Chairman*

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

*Executive Directors:*

Mr. Chan Wai Lun, Anthony (*Chairman*)

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

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*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:*

Units 818-822, 8th Floor  
Bank of America Tower  
12 Harcourt Road  
Central  
Hong Kong

*Notes:*

1. A shareholder (“**Shareholder**”) 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 of the Company.
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 of the Company 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 Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, 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 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.